

The Lutheran High School Association of Greater Milwaukee

1.0 CORPORATE DOCUMENTS

1.10 ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, adult residents of the State of Wisconsin, have associated, and do hereby associate themselves together, for the purpose of forming a corporation under Chapter 182 of the Wisconsin Statutes.

The Association accepts without reservation and recognizes as inviolable and unchangeable:

A. All of the canonical books of the Old and New Testaments of the Holy Bible as the inspired and inerrant Word of God; and

B. All the Confessional Writings of the Evangelical Lutheran Church contained in the Book of Concord (1580 A.D.) as the true and genuine exposition of the Word of God. These Confessional Writings are:

The Ecumenical Creeds (Apostles', Nicene, and Athanasian),
The Unaltered Augsburg Confession,
The Apology of the Augsburg Confession,
The Smalcald Articles, including the The Treatise on the Power and Primacy of the Pope
The Small Catechism of Dr. Martin Luther,
The Large Catechism of Dr. Martin Luther, and
The Formula of Concord.

All teaching and governance of the Association will be in accordance with items A. and B. above.

ARTICLE FIRST. The purpose of such corporation shall be to promote Lutheran secondary education and to establish, conduct, control, manage and maintain one or more Lutheran high schools for that purpose in the State of Wisconsin.

ARTICLE SECOND. The name of said corporation shall be "THE LUTHERAN HIGH SCHOOL ASSOCIATION OF GREATER MILWAUKEE".~~MILWAUKEE", and its location shall be in the City of Milwaukee, Wisconsin.~~

ARTICLE THIRD. The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FOURTH. The general officers of said corporation shall be a President, a Vice President, a Secretary and a Treasurer. The number of Directors will~~directors shall~~ be flexible based on~~fifteen (15), elected from among~~ the Partnership Formula as determined

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~~by members of the Delegates, congregations holding membership in the association.~~

ARTICLE FIFTH. The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatever, of the latter.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any wise pertaining thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the Treasurer shall be to keep and account for all monies, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed, and of all money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person. The said officers shall perform such additional or different duties from time to time as imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

ARTICLE SIXTH . The officers of the Association shall be elected by the Board of Directors, as described in the By-Laws. The Delegates are appointed based on the Partnership Formula. ~~who shall first be elected by the members of said corporation.~~

ARTICLE SEVENTH . The method and conditions upon which members shall be accepted and discharged or expelled shall be as follows:

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Section 1 - Regular Members

Any congregation affiliated with the Lutheran Church- Missouri Synod, and such other synods with whom doctrinal unity has been established, may be or become a member of this Association. Regular Members must hold at least seventy-five percent of all Delegate seats and seventy-five percent of all Board of Director seats.

Section 2 - ~~Other~~Associate Members

Any other Christian congregation as approved by the Delegates. ~~communicant member who is in good standing in a congregation affiliated with the Lutheran Church Missouri Synod or such other synods with whom doctrinal unity has been established may be or may become an associate member of this Association.~~

Section 3 - Members qualified, as aforesaid, shall be and become members upon filing with the Secretary any document evidencing their desire and consent to become such members.

A membership may be terminated upon the willful failure of any member to fulfill its obligation of membership, to wit: by disqualification due to change in status or failure to contribute by the vote of a majority of the then voting members of the Association.

ARTICLE EIGHTH . These articles may be amended by a two-thirds majority vote of the ~~Delegates~~delegates present and voting at any regular meeting of the Association or at any special meeting called for that purpose provided that a written copy of the proposed amendment has been mailed to the ~~Delegates~~delegates sixty days prior to the meeting at which the proposed amendment is to be voted upon, and provided that at least one-half of the member congregations are represented when the vote upon the proposed amendment is taken.

ARTICLE NINTH . The names and residences of the persons forming this corporation are:

Walter C. Meyer Residing at 1353 W. Meinecke Ave.
Milwaukee, Wi. 53206

C. G. Wissbeck Residing at 1909 N. 52 Street
Milwaukee, Wi. 53208

Karl W. Wedel Residing at 3000 N. 54 Street
Milwaukee, Wi. 53210

A. B. Rowald Residing at 3245 N. 50 Street Milwaukee, Wi. 53216

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IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of
May ,
A.D. 1952.

Walter C. Meyer (Sig.)
Walter C. Meyer

C.G. Wissbeck (Sig.)
C.G. Wissbeck

Karl W. Wedel (Sig.)
Karl W. Wedel

A.B. Rowold (Sig.)
A.B. Rowold

George C. Mueller (Sig.)
George C. Mueller

The Lutheran High School Association of Greater Milwaukee

STATE OF WISCONSIN)
MILWAUKEE COUNTY) SS

Personally came before me this 1st day of May 1952, the above named Walter C. Meyer, C. G. Wissbeck, Karl W. Wedel, A. B. Rowold and George C. Mueller, to be known to be the persons who executed the foregoing instrument, and acknowledged the same.

H.F. Lichtsinn (Sig.)
Notary Public, Milwaukee County, Wis.
My commission expires: Oct. 3, 1954

STATE OF WISCONSIN)
MILWAUKEE COUNTY) SS

C.G. WISSBECK and A.B. ROWOLD, being each first duly sworn, doth each for himself depose and say that he is one of the original signers of the above named declaration and articles; that the above and foregoing is a true, correct and complete copy of such original declaration and articles, and of the whole thereof.

C.G.Wissbeck (Sig.)

A.B. Rowold (Sig.)

Subscribed and sworn to before me
This 1st day of May, 1952.

H.F. Lichtsinn (Sig.)
Notary Public, Milwaukee County, Wis.
My commission expires: Oct. 3, 1954

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1.00 CORPORATE DOCUMENTS

1.11 BY-LAWS

ARTICLE 1 - REPRESENTATION

Section 1

Each congregation holding membership in this Association shall appoint the appropriate number of Delegates based on the formula approved by the Members.~~select from its midst four delegates (and their alternates) who shall preferably be a pastor, a teacher, and two laymen.~~ These Delegates~~delegates, or in their absence their alternates,~~ shall attend all meetings of the Association and shall make regular reports to their respective congregations.

Section 2

At any meeting of the Association each accredited Delegated~~delegate~~ present ~~(or his alternate)~~ shall be entitled to one vote.

ARTICLE II - APPLICATION FOR MEMBERSHIP

Section 1

Any corporation desiring to affiliate with The Lutheran High School Association of Greater Milwaukee shall:

- a) Adopt a resolution to that effect
- b) Select a representation in the manner prescribed by the by-laws
- c) Make formal application to the Secretary of The Association on the form authorized by the Board of Directors

~~Section 2~~

~~Any eligible individual desiring membership in the Association may become an associate member upon compliance with the Articles of Incorporation and by contributing an annual sum to be determined from time to time by the Board of Directors. Associate members shall be accorded the full privileges of the floor in any meeting, but shall not be entitled to vote.~~

ARTICLE III - BOARD OF DIRECTORS

Section 1

The number of Directors will be flexible based on the Partnership Formula as determined by the Delegates.~~The board shall consist of fifteen persons, three of whom shall be pastors, three of whom shall be teachers of Lutheran elementary schools, and nine of whom shall be laymen.~~ Any member in good standing of a congregation holding membership in this Association shall be eligible. At least three Directors must be called and ordained members of the Lutheran Church Missouri Synod and be an active pastor at their church.

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Section 2

The Directors ~~elected~~ shall hold office for a term of three years and/or until their successors have been chosen or unless a Member loses its Board seat based on the Delegate approved Partnership Formula. No Director shall serve for ~~be elected to~~ more than two consecutive terms. ~~The current Board~~ At the first or organizational meeting of Directors will ensure an orderly transition to the new structure. ~~this Association, one pastor, one teacher, and three laymen shall be elected to serve on the Board for three years; one teacher, one pastor, and three laymen for two years; and one pastor, one teacher, and three laymen for one year.~~ Thereafter, elections shall be held at the annual meeting.

Section 3

Any vacancy occurring on the Board between elections shall be filled by an agreed upon appointee between of ~~the Board of Directors and the Member congregation Delegates.~~ The individual so appointed shall hold office for the unexpired term.

Section 4

After each annual election the Board of Directors shall organize and elect from its midst the following officers; a president, a vice-president, a secretary, and a treasurer.

Section 5

The Board of Directors shall be empowered to conduct, manage, and administer the affairs of The Association; to supervise the activities of the schools; to hold all monies and property, real, personal, and mixed, howsoever acquired, and shall use, manage and conduct the same under the direction and for the use and benefit of this organization; to accept or reject gifts, grants, bequests, legacies, and devises; at the direction of the Association to acquire, sell, transfer and convey, mortgage and pledge all real and personal property for the Association; to provide proper bond for the officials who are charged with the handling of the funds of The Association; to provide for an annual audit of the financial records of The Association; to provide for the financial needs of The Association and administer its funds; to appoint such additional officers and committees as may from time to time be deemed necessary; to call or employ, and dismiss, if necessary, personnel of the school; to report its actions at each regular meeting of the Association; to prepare the agenda for each meeting of the Association.

Section 6

All Board of Director Members must agree to uphold the Articles of Incorporation and By-Laws.

ARTICLE IV - LIMITATION OF BOARD POWER

The Lutheran High School Association of Greater Milwaukee

This Association limits and restricts the powers of the Board of Directors by reserving to itself the right:

1. To approve or disapprove the incurring of any extraordinary liabilities and the expenditures of all such sums of money which cannot properly be designated as current expenses.
2. To approve or disapprove the sale or purchase of real property.
3. To approve any changes in the Articles of Incorporation or By-Laws
4. To approve or disapprove congregational membership in the Corporation.
5. To make changes in the Partnership Formula
6. To elect members of the Nominating Committee
7. To elect "at large" members of the Board
8. To approve or disapprove dissolution of the Corporation and how the proceeds, if any, would be distributed.

ARTICLE V - DUTIES OF OFFICERS

Section 1

The President shall perform those duties stated in the Articles of Incorporation and such as are commonly associated with the office of president of an association. He shall present a report of the affairs of The Association at each meeting. The President shall be a member in good standing of an LCMS Regular Member congregation.

Section 2

The Vice-President shall discharge the duties of the President in the latter's absence or disability. The Vice-President shall be a member in good standing of an LCMS Regular Member congregation.

Section 3

The Secretary shall perform those duties stated in the Articles of Incorporation and shall keep an accurate record of the proceedings of all meetings of The Association and the Board of Directors; he shall conduct all necessary correspondence; and he shall keep safely and systematically all papers, records and documents belonging to The Association of in any wise pertaining to its affairs.

Section 4

The Treasurer shall perform the duties stated in the Articles of Incorporation and shall be responsible for the funds of the organization and their proper disbursement. He shall keep or cause to be kept an accurate record of all receipts and disbursements and shall make periodic reports to the Board and Association as required by the Board or The Association. He shall submit his records for an annual audit.

ARTICLE VI - MEETINGS

Section 1 ~~(This section amended in the Delegate Meeting of October 11, 1972)~~

There shall be ~~two~~~~three~~ meetings of this Association annually. These meetings shall be held on the second Wednesday of ~~September~~~~October~~, ~~February~~, and May. The May meeting shall be designated as the annual meeting. ~~at which time elections shall take place.~~
~~In the event that Ash Wednesday falls on the second Wednesday in February, that Delegate meeting shall be held on the first Wednesday in February.~~

Section 2

Special meetings of The Association may be called by the Board of Directors or at the written request of five ~~Member~~~~member~~ congregations of The Association. Delegates shall be notified of the special meeting and its purpose at least ten days, if possible, prior to the meeting date.

ARTICLE VII - NOMINATIONS AND ELECTIONS - BOARD OF DIRECTORS

Section 1

The ~~Board of Directors~~~~President~~ shall ~~suggest~~~~announce~~ at the ~~January meeting~~ what offices are to be filled at the next annual meeting and shall at the same time appoint and instruct a Nominating Committee consisting of six (6) members of which two (2) shall be from the current Board of Directors. The Delegates must approve the Nominating Committee at their September meeting.

Section 2

It shall be the duty of the Nominating Committee to prepare a slate ~~of designating for each office two~~ candidates who have indicated their willingness to serve in an at large capacity and to present such a slate to the Delegates at the ~~next~~ annual meeting. ~~Any delegate of~~ The ~~Delegates~~~~Association~~ may propose additional candidates from the floor. The Association shall accept or reject all nominations for at-large seats, by a majority vote of the Delegates present.

Members eligible for Board seats under the Partnership Formula will nominate multiple candidates for each open seat to which their congregation is entitled. The Nominating Committee will work with the Member congregations to ensure that Directors appointed to the Board are well qualified. The Nominating Committee will then research and interview the nominated candidates and select one of the nominated individuals to serve on the Board to fill each vacant seat which the congregation is entitled to fill.

Section 3

The Lutheran High School Association of Greater Milwaukee

Any person nominated for the office of Director shall be a member in good standing in a congregation of the Association.

Section 4

~~Elections of members of the Board of Directors shall be by ballot distributed to accredited Delegates or their alternates. A plurality of votes cast shall be necessary for election.~~

ARTICLE VIII - QUORUM

The accredited Delegates present at any regular or special meeting of The Association shall constitute a quorum. A majority of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

ARTICLE IX - FINANCIAL OBLIGATIONS

Section 1

Every congregation holding membership in this Association shall be obligated for and contribute ~~to its pro rata share of~~ The Association's annual budget requirements as established by the Board of Directors.~~The Association's Delegate Meeting and so far as practicably possible, shall pay the same at the rate of at least one twelfth thereof each and every month until fully paid.~~ The method of raising such financial obligations shall be determined by the individual congregation.

Section 2

If a member congregation shall fail to pay its pro rata share of The Association's annual budget requirements in full during any calendar year, the unpaid balance thereof shall be considered an obligation of such congregation to the extent that the congregation shall negotiate with The Association's Board of Directors, with the right of appeal to the Delegates, ~~Conference,~~ for the purpose of arriving at a basis upon which the unpaid balance shall be resolved. If a congregation willfully fails to fulfill its obligations as a member of The Association, its membership, at the discretion of The Association, may be terminated. ~~as provided in~~

~~Section 3, Article VII, of the Articles of Incorporation.~~

ARTICLE X - THE ADMINISTRATOR

The Administrator of The Association's high schools shall be a member in good standing of an LCMS Regular Member congregation and will be subject to the authority of the Board of Directors. He shall be required to attend all Board and Association meetings and shall be an ex officio member of all committees of the Board.

ARTICLE XI - CORPORATE SEAL

The Lutheran High School Association of Greater Milwaukee

The corporate seal of the corporation shall have inscribed on it,
THE LUTHERAN HIGH SCHOOL ASSOCIATION OF GREATER MILWAUKEE.

ARTICLE XII - DISSOLUTION

Should future ~~emergencies~~~~exigencies~~ make the dissolution of The Association necessary, all property of The Association shall be sold at the direction of The Association and the proceeds distributed to one or more LCMS RSO 501(c)3 (or its equivalent) as determined by the Delegates.~~equally among the congregations hold membership in The Association at the time of said dissolution.~~

ARTICLE XIII - AMENDMENTS

These By-Laws may be amended by a majority vote of the Delegates present and voting at any regular meeting of The Association, or at any special meeting called for that purpose, provided that a written copy of the proposed amendment has been mailed to the Delegates sixty days prior to the meeting at which the proposed amendment is to be voted upon and provided that at least half of the member congregations are represented when the vote upon the proposed amendment is taken.

Definitions:

A "Member" is a congregation that is a part of the Association. See Articles of Incorporation, Article Seventh

A "Delegate" is an individual empowered to vote on behalf of the "Member" congregation.~~Approved by the Board of Directors May 14, 1975~~