

The Lutheran High School Association of Greater Milwaukee

NEW ARTICLES OF INCORPORATION AND BY-LAWS
AS PASSED BY THE DELEGATES ON APRIL 21, 2010

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".

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 be flexible based on the Partnership Formula as determined by the Delegates.

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.

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

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.

Section 2 - Associate Members

Any 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 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 one-half of the member congregations are represented when the vote upon the proposed amendment is taken.

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. These Delegates 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 Delegate present 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

ARTICLE III - BOARD OF DIRECTORS

Section 1

The number of Directors will be flexible based on the Partnership Formula as determined by the Delegates. Any Regular 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.

Section 2

The Directors 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 more than two consecutive terms. The

current Board of Directors will ensure an orderly transition to the new structure. 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 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

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.

Section 2

The Vice-President shall discharge the duties of the President in the latter's absence or disability.

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

There shall be two meetings of this Association annually. These meetings shall be held on the second Wednesday of September and May. The May meeting shall be designated as the annual meeting.

Section 2

Special meetings of The Association may be called by the Board of Directors or at the written request of five 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 shall suggest 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 candidates who have indicated their willingness to serve in an at-large capacity and to present such a slate to the Delegates at the annual meeting. The Delegates 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

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

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 The Association's annual budget requirements as established by the Board of Directors. 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, 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.

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

ARTICLE XII - DISSOLUTION

Should future 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 equally among the congregations holding membership in the Association at the time of said dissolution.

ARTICLE XIII - LUTHERAN CHURCH MISSOURI SYNOD

As a Recognized Service Organization of the Lutheran Church Missouri Synod, the Association acknowledges that recognition by the Synod (i) is not an endorsement of the fiscal solvency of the Association and (ii) does not express or imply endorsement of the fiscal solvency of the Association or any responsibility on the part of the Synod for the debts or other financial obligations of the Association.

ARTICLE XIV - 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.