

# CONSTITUTION OF LUTHER HIGH SCHOOL ASSOCIATION

## Preamble

We, the duly authorized delegates of the undersigned congregations of the Wisconsin Evangelical Lutheran Synod, recognizing the necessity that children of Lutheran parents be afforded an opportunity to continue their education in Lutheran institutions and under the auspices of the Lutheran Church, adopt the following constitution:

## ARTICLE I: NAME

The name of this organization shall be the Luther High School Association.

## ARTICLE II: PURPOSE

The purpose of this Association, a non-stock corporation organized under the laws of the state of Wisconsin, shall be to maintain a Lutheran high school in the city of Onalaska, Wisconsin.

## ARTICLE III: MEMBERSHIP

**Section 1:** Any congregation in fellowship with the Wisconsin Evangelical Lutheran Synod shall be eligible for membership.

**Section 2:** Any eligible congregation desiring to join the Luther High School Association shall adopt a resolution to that effect and submit an official copy of it to the Board of Control together with an official letter requesting membership.

**Section 3:** This Association may also include an Association of Patrons (e.g. a group within a non-association congregation within our fellowship) that may apply for membership in the same manner as that outlined for congregations in Section 2 of this article.

**Section 4:** Upon receipt of an official request for membership the Board of Control shall act upon the application and submit its recommendation at a meeting of the Conference of Delegates. A majority vote shall be required for election to membership.

## ARTICLE IV: MANAGEMENT

**Section 1:** The governing body of this Association shall be the Conference of Delegates.

**Section 2:** The administration of the affairs of management shall be vested in the Board of Control elected from the Conference of Delegates and consisting of twelve voting members.

**Section 3:** An Executive Committee appointed from and by the Board of Control may be empowered to transact specific and emergency business in the name of the Board of Control. Any decisions by the Executive Committee are subject to the subsequent approval by the Board of Control. This committee shall consist of the principal of the school, the assistant principal(s), and Board of Control chairman.

**Section 4:** The Board of Control shall select from its midst a chairman, vice-chairman, secretary, and treasurer who shall serve in their respective capacities as officers of the Board of Control and the Conference of Delegates.

#### **ARTICLE V: QUORUM**

Delegates present at any regular or duly called special meeting of the Conference of Delegates shall constitute a quorum.

#### **ARTICLE VI: RESPONSIBILITY**

Each congregation holding membership in the Association is blessed with the opportunity and responsibility to contribute adequately toward the budget requirements of Luther High School. The method of raising such contributions shall be determined by the individual congregations in accordance with sound Christian stewardship principles.

#### **ARTICLE VII: TERMINATION OF MEMBERSHIP**

**Section 1:** Member congregations who are no longer in fellowship with the Wisconsin Evangelical Lutheran Synod forfeit all their rights in this Association and its property.

**Section 2:** Member congregations who for reasons that are not contrary to the Word of God desire to terminate their membership shall be peacefully released from the Association. Such released members likewise relinquish all their rights in the Association and its property.

#### **ARTICLE VIII: DUTIES OF OFFICERS**

**Section 1:** The duties of the Chairman shall be to preside at all meetings of the Board of Control and the Conference of Delegates; to have general supervision of the affairs of the Association; to sign and acknowledge all deeds and instruments for the transfer, conveyance, and assignment of the property belonging to the Luther High School Association, and all other instruments, contracts, and papers necessary or convenient in the transaction of the business and affairs of this Association. The Chairman shall at the annual meeting ensure that a full report of the organization is presented.

**Section 2:** The duties of the Vice-Chairman shall be to discharge the duties of the chairman in the event of the chairman's absence.

**Section 3:** The duties of the Secretary or his designate shall be to countersign all deeds, leases, and conveyances executed by the Association; to affix the seal of the organization to such papers as are required to be sealed; to keep a report of the proceedings of the Conference of Delegates and the Board of Control, and safely and systematically keep all books, papers, records, and documents belonging to the organization.

**Section 4:** The duties of the Treasurer or his designate shall be to take charge of and be responsible for the funds of the Association and their proper disbursements in accordance with the requirements of the Board of Control at the direction of the Conference of Delegates.

**Section 5:** The Board of Control may provide for the appointment of additional officers as it may deem necessary for the best interests of the Association.

#### **ARTICLE IX: AMENDMENTS**

Amendments to this constitution may be proposed at any regular meeting of the Conference of Delegates and acted upon at the next regular meeting or special meeting called for that purpose. A two-thirds majority vote of delegates present shall be necessary for adoption.

#### **ARTICLE X: DISSOLUTION**

Should situations make the dissolution of this Association necessary or desirable, all property of the Association shall be disposed of in a manner which shall be determined by the Conference of Delegates at the time of dissolution.

## **BYLAWS**

### **ARTICLE I: THE CONFERENCE OF DELEGATES**

**Section 1:** The pastors of the Association congregations shall be members of the Conference of Delegates.

**Section 2:** Each congregation having a male staff minister(s) shall have one male staff minister as a delegate in the Conference of Delegates.

**Section 3:** Each congregation having a Lutheran Elementary School (LES) with one or more male teachers on its staff or a congregation supporting a male teacher shall have one male teacher as a delegate in the Conference of Delegates. Congregations with a LES but no male teachers may substitute one male lay delegate from their congregation to represent the school in the Conference of Delegates.

**Section 4:** Each congregation is to be represented by two male lay delegates, one of which shall preferably be a member of the Church Council of his congregation.

**Section 5:** Congregations numbering five hundred communicant members but fewer than one thousand communicants shall be entitled to another male lay delegate in addition to the two specified in Section 4 of this article. Congregations with one thousand communicant members but fewer than fifteen hundred communicants shall be entitled to two additional male lay delegates. Congregations with fifteen hundred or more communicant members are entitled to three additional male lay delegates.

**Section 6:** A duly accepted Association of Patrons shall be entitled to two lay delegates. An association of five hundred or more members is to be granted additional delegates on the same basis as member congregations.

**Section 7:** Called or employed personnel at Luther High School are not eligible to become delegates.

**Section 8:** Methods of electing or appointing their delegates to the Conference of Delegates shall be determined by the respective member congregations. Congregations shall notify Luther High School as soon as possible of any changes of their delegates.

### **ARTICLE II: THE BOARD OF CONTROL**

**Section 1:** The twelve voting members of the Board of Control shall consist of four pastors, two male called workers of LES's, and six laymen. The principal and assistant principal(s) of Luther High School shall be advisory members of the Board of Control.

**Section 2:** Members of the Board of Control are to hold office for three years, four members being elected annually. No member of the Board of Control is to serve more than two consecutive full terms.

**Section 3:** No more than two representatives of any one congregation shall be elected to the Board of Control.

**Section 4:** Members of the Board of Control not reappointed to the Conference of Delegates by their respective congregations, but still communicant members in good standing, whose term of office on the Board has not expired, shall continue in office until the expiration of their term.

**Section 5:** Should a vacancy occur on the Board of Control by reason of death, resignation, or otherwise, the vacancy shall be filled at the next regular meeting of the Conference of Delegates by selecting from a slate of three candidates presented to the Conference by a nominating committee of three delegates appointed by the Chairman.

**Section 6:** The Board of Control may annually appoint other advisory members without voting privileges.

**Section 7:** The duties of the Board of Control shall be as follows:

- A. Implement all duties and polices in accordance with the Luther High School mission statement
- B. Implement the decisions of the Conference of Delegates.
- C. Acquire, sell, transfer, convey, mortgage or pledge all real and personal property of the Association at the direction of the Conference of Delegates.
- D. Accept or reject grants and bequests.
- E. Arrange for meeting the financial needs of the Association and to administer its funds.
- F. Call or employ, and dismiss, if necessary, personnel of the school.
- G. Submit a balanced budget
- H. Ensure prompt and adequate maintenance of all Association property, buildings, and equipment.

**Section 8: POWERS OF THE BOARD OF CONTROL:** The Board of Control shall be empowered to conduct, manage, and administer the affairs of this organization; to hold title to all money, property, legacies and bequests that shall be given, granted, bequeathed or purchased by this organization, and shall use, manage, and conduct the same under the direction and for the use and benefits of this Association to the extent and under such restrictions and limitations as may from time to time be prescribed by the Conference of Delegates.

**Section 9: LIMITATIONS OF THE BOARD OF CONTROL:** The Conference of Delegates reserves to itself, and to that extent limits and restricts the powers of the Board of Control in the following matters:

- A. Increasing or decreasing the size of the faculty. (Emergency arrangements should be submitted for approval to the next meeting of the Conference of Delegates.)
- B. Approving the annual budget.
- C. Establishing the amount of tuition and fees.
- D. Approving or disapproving the incurring of any extraordinary liabilities.
- E. Approving or disapproving the sale of real estate.

### **ARTICLE III: MEETINGS**

**Section 1:** There shall be four regular meetings of the Conference of Delegates annually. These meetings shall be held on the second Wednesday of February, May, August, and November.

**Section 2:** The August meeting shall be designated as the annual meeting at which members of the Board of Control are to be elected. The budget for the fiscal year one year in advance shall be approved in the May meeting.

**Section 3:** Special meetings may be called by the Board of Control. Congregations shall be notified of special meetings and their purpose a minimum of seven days, if possible, before the date of the meeting.

### **ARTICLE IV: NOMINATING COMMITTEE**

**Section 1:** At the May meeting of the Conference of Delegates, the Chairman shall announce the positions on the Board of Control, which are to be filled at the annual meeting. The Chairman shall at this time appoint a nominating committee comprised of four members of the Conference of Delegates, consisting of one pastor, one male Called worker, and two lay delegates. This committee is to prepare and propose a list of three names for each vacant position.

**Section 2:** The nominating committee shall inform the congregations of the proposed candidates for the Board of Control at least two weeks in advance of the annual meeting.

**Section 3:** The nominating committee shall present this list at the annual Conference of Delegates meeting. Additional names may be placed in nomination by the members of the Conference of Delegates. A majority vote is required for election.

### **ARTICLE V: AMENDMENTS**

Amendments to these By-Laws may be proposed at any regular meeting of the Conference of Delegates and acted upon at the next regular meeting or special meeting called for that purpose. A two-thirds majority vote of delegates present shall be necessary for adoption.