

**MARTIN LUTHER HIGH SCHOOL ASSOCIATION, INC.
NORTHROP, MINNESOTA**

--CONSTITUTION AND BY-LAWS--

ARTICLE I - DOCTRINAL FOUNDATION

Section I.

This Association accepts and acknowledges all the canonical books of the Old and New Testaments as the inspired and revealed Word of God, and accepts and acknowledges all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580 as a true and sound exposition of Christian Doctrine taken from and in full agreement with the Holy Scriptures; no doctrine shall be taught as truth nor any practice tolerated which is at variance with these symbols of the Evangelical Lutheran Church, viz:

- a. The Three Ecumenical Creeds - The Apostolic, the Nicene, and the Athanasian.
- b. The Unaltered Augsburg Confession
- c. The Apology of the Augsburg Confession
- d. The Smalcald Articles
- e. Luther's Large and Small Catechisms
- f. The Formula of Concord

Section 2.

The entire teaching and administrative staff shall be responsible for maintaining these doctrinal standards. They shall also see to it that the religious teaching and extracurricular program of the school shall be in accordance with this doctrinal foundation and the purposes of this Association.

ARTICLE II. - MEMBERSHIP

Section 1.

Any congregation affiliated with the Lutheran Church - Missouri Synod subscribing to Scripture and the Lutheran Confessions may become a full or associate member of this Association. Any eligible congregation which desires to join the Association as a full or associate member shall adopt a resolution to that effect and submit an official copy of it to the Secretary of the Association with a request for membership.

Upon the receipt of the resolution and request for membership from a congregation, the Association shall act upon the application at the next regular meeting of the Association. A majority vote shall be required for acceptance into membership of the Association.

Section 2.

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

Congregation membership in the Association commits that it will:

- a. Encourage members to enroll their students at Martin Luther High School.
- b. Participate in Association capital fund campaigns.
- c. View and promote Martin Luther High School, as an extension of the congregational ministry.
- d. Forward financial support to the Association according to a long term support plan. To be a full member of the Association, a congregation will support Martin Luther High School at a rate of at least 6% of its budget/income. Each congregation with a school will support MLHS at a rate of at least 4% of the congregation's budget/income.

To be an associate member of the Association a congregation will support Martin Luther High School by distributing monthly envelopes to its members. The congregation would be entitled to one voting delegate. Students from the congregation will pay non-member tuition. Associate member congregations are encouraged to support MLHS at their present level and work to obtain a goal of 50% of full membership support.

ARTICLE III - REPRESENTATION

Section 1.

Each congregation holding membership in this Association shall select from its midst, delegates (and their alternates) who shall be accredited to the Secretary of this Association, and they shall preferably be a pastor, a Lutheran school teacher, and a layman. Congregations with a communicant membership under 500 shall select four delegates; 500-1000 six delegates; and over 1000 eight delegates.

These delegates, or in their absence their alternates, shall attend all meetings of the Association and shall make regular reports to their representative congregations.

Section 2.

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

Section 3.

Any congregation desiring to affiliate with the Martin Luther High School Association shall:

- a. Adopt a resolution to that effect and submit the same to the Secretary of the Association with a request for membership.
- b. Select representatives in the manner prescribed by the By-laws and submit the names and addresses to the Secretary of the Association.

Section 4.

Duties and Powers of Delegates

All powers and authorities exercised by all boards and committees of the Association, or their assigns, rest ultimately with the voting delegates present at any regularly called meeting of the Assembly of Delegates. These powers and authorities may at any time be enlarged, reduced or withdrawn by the delegates present.

The principal powers of the delegates shall be as follows:

1. To conduct all business of the corporation except such business as may be delegated to the Board of Directors.
2. To elect the members of the Board of Directors (cumulative voting is not permitted) from its midst by ballot.
3. To adopt at the annual meeting a budget for the next fiscal year which shall begin in July.
4. To approve the incurring of any extraordinary liabilities and the expending of monies therefore, which are not provided for in the budget.
5. To purchase or sell real or personal property and authorize major repairs.
6. To be responsible for keeping their congregations informed about the activities and progress of the Association, serve as liaison between the congregation and the Association, actively participate in the recruitment of students, and foster financial support for the Association. One delegate from each participating congregation shall be designated as chairperson of the respective delegation.
7. The assembly of delegates functions only when it is convened in regular meeting or committee of the whole. An individual delegate has no authority to speak for the delegate assembly unless such authority is delegated by the delegate assembly.

Section 5:

Meetings

- a. There shall be three meetings of this Association annually. These meetings shall be held in the fall, winter and spring (with meeting dates as determined by the Board of Directors). The spring meeting shall be designated as the annual meeting at which time elections shall take place. Delegates shall be notified of the meeting and the agenda at least ten days in advance.

b. Special meetings of the Association may be called by the Board of Directors or at the written request of three member congregations of the Association. Delegates shall be notified of the special meeting and its purpose at least ten days prior to the date of the meeting.

c. The accredited delegates present at any regular or special meeting of the Association shall constitute a quorum.

ARTICLE IV - NOMINATIONS AND ELECTIONS TO THE BOARD OF DIRECTORS

Section 1.

The president shall announce at the Winter meeting what offices are to be filled at the Spring meeting and shall at the same time appoint and instruct a Nomination Committee, consisting of at least three members of the delegate assembly including one member of the Board of Directors.

Section 2

It shall be the duty of the Nominating Committee to prepare a slate designating for each office two candidates who have indicated their willingness to serve and to present such a slate to the delegates at the annual meeting. Any delegates of the Association may propose additional candidates from the floor (however, anyone nominated from the floor shall give permission for their name to be put into nomination). The Association shall accept or reject all nominations by a majority vote of the delegates present.

Section 3.

Any person nominated for the Board of Directors shall be voting member or approved by the Voters' Assembly of an Association Congregation.

Section 4.

Elections of members of the Board of Directors shall be by ballot distributed to accredited delegates or their alternates. A majority of votes cast shall be necessary for election. If a majority is not received by any persons, or at least 10% of those present, the person with the lowest number of votes is removed from subsequent ballots.

ARTICLE V - BOARD OF DIRECTORS

Section 1.

The Board shall consist of nine persons; one shall be an active full - time pastor, one shall be a active full-time Lutheran school teacher, but not more than four pastors and teachers of Lutheran schools, and the rest laymen.

Section 2.

The Directors elected shall hold office for a term of three years and/or until their successors have been chosen. No Director shall be elected to more than two consecutive terms.

Section 3.

Any vacancy occurring on the Board between elections shall be filled by an appointee of the Board. The individual so appointed shall hold office for the unexpired term (this appointment does not constitute an elected 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, who shall constitute the executive committee.

Section 5.

Duties of the Board of Directors

1. The Board shall have control and be responsible for policy-setting for the general management of the affairs and business of the Association. The Board shall in all cases act by a majority at regularly convened meetings and they will abide by the rules and regulations for the conduct of their meetings and the management of the Association as set forth in the Constitution, By-laws, and the latest edition of Robert's Rules of Order.
2. The Board shall hold regular meetings. Special meetings may be called by the President at any time. Non-board members may attend meetings or portions of meetings with the prior knowledge of the board chair and administrator.
3. The Board shall be empowered to provide for the appointment of committees they may deem necessary for the best interests of the Association. All Board members are required to participate on at least one committee during each year of service. Board members are encouraged to attend all meetings of the Delegate Assembly.
4. The Board shall require proper bond for members who are charged with the handling of funds for the Association.
5. The Board is to only function when in official session; at other times its members have no administrative authority regarding school matters.
6. To hold all monies and property, real and 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 devices; at the direction of the Association to acquire, sell transfer and convey, mortgage and pledge all real and personal property for the Association

7. To provide for an annual audit of the financial records of the Association; to provide for financial needs of

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the Association and administer its funds.

8. To call or employ and dismiss, if necessary, personnel of the school.

9. To report its actions at each regular meeting of the Association; to prepare the agenda for each meeting of the Association.

10. To determine annually the salaries to be paid to all faculty members and employees of this corporation.

11. To determine annually the amount of tuition to be charged students.

12. To prepare the annual budget of the school.

Section 6.

Quorum - A majority of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

Section 7.

Committees - Committee membership shall be appointed by the President of the Board. The chairperson of each committee will be a Board member but non-board members may be appointed to committees. Faculty and staff may serve as nonvoting members on committees upon the recommendation of the Administrator. The Administrator is an ex-officio member of all committees without a vote.

The responsibility of each committee is to assist the Administration and the Board in an advisory capacity and to actively participate when appropriate in the accomplishment of the goals and objectives established by each committee.

Each Committee chairperson is responsible for submitting a report regarding the status of that committee at each Board and Delegate meeting.

The following committees are a minimal base from which the Board will operate. Other committees may be formed or dissolved through Board resolution as needed.

I. EXECUTIVE COMMITTEE.

The Executive Committee is comprised of the President, Vice-President, Secretary, and Treasurer of the Board.

The Executive Committee shall take such action in the interested of the Association as may be required when the Board is not in session. These emergency decisions are subject to the ratification of the Board at its next regular meeting.

II. FINANCE COMMITTEE

The Finance Committee is responsible for monitoring the management of fiscal affairs of the Association including a control system of checks and balances, the production of timely reports, and an annual audit. This Committee is also responsible for monitoring the raising of sufficient capital to meet budgetary and capital requirements.

III. TRUSTEES

The Trustees Committee is responsible for monitoring the management of the entire physical plant that is owned and operated by the Association.

IV. VIP COMMITTEE

The VIP Committee is responsible for the strengthening of the relationship between the Association and its member congregations and schools. This Committee is to give encouragement for student recruitment and financial support for the school.

ARTICLE VI - 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 liability and/or expenditure.
2. To approve or disapprove the sale, lease, purchase, or encumbering of any real property.

ARTICLE VII - DUTIES OF OFFICERS

Section 1

The President shall preside at all meeting of the Delegates and the Board of Directors and have a general supervision of the affairs of the corporation. 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 event of absence or disability, for any cause whatever, of the latter. The President may call him for additional duties.

Section 3.

The Secretary shall countersign all deeds, leases and conveyances executed by the corporation, and keep a record of the proceedings of all meetings of the Association and the Board of Directors; he/she shall conduct all necessary correspondence and 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.

Section 4.

The Treasurer shall be responsible for the funds of the organization and their proper disbursement. He shall be responsible 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 all money and property on hand, and shall make periodical reports to the Board and Association as required by the Board or the Association. He shall submit his records for an annual audit.

ARTICLE VIII. - THE ADMINISTRATOR

The Administrator of the Association's high school shall be subject to the authority of the Board of Directors. He shall be required to attend all Board and Association meetings and shall be a nonvoting member of the Board and its committees.

ARTICLE IX - FISCAL RESPONSIBILITY

The Association shall be solely responsible for the management and fiscal affairs of the association and for the payment of any debts and liabilities incurred by the association. Recognition by the LCMS is not an endorsement of the fiscal solvency of Martin Luther High School, nor of services or programs offered by MLHS. Recognition by the LCMS does not express or imply endorsement of the fiscal solvency of Martin Luther High School, or cause the synod or its districts or congregations to incur or be subject to the liabilities or debts of the MLHS Association.

ARTICLE X. - DISSOLUTION

Section I.

In case of division or schism in the membership resulting in an actual separation, all property of the corporation shall be retained by that group which remains true to the aim as defined in Article I of this constitution and continues to hold membership in the Lutheran Church-Missouri Synod, as long as the Synod adheres to Article I of its constitution.

Section 2.

In the event that future exigencies should require the dissolution of the Association, after payment of any and all debted, liabilities and obligations of the Association, the remaining assets shall first be distributed to the

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Lutheran Education Association of Southern Minnesota, then on a prorated basis among the Full Congregation Members of the Association at the time of dissolution, according to the length of time in the Association and support of said congregation to the Association.

ARTICLE XI - BY-LAWS

This Association may adopt such by-laws as may be required for the accomplishments of its purpose.

ARTICLE XII - AMENDMENTS

This constitution may be amended by a two-thirds majority vote of the accredited delegates present and the voting at any regular meeting of the Association or any special meeting called for that purpose, provided that a written copy of the proposed amendment(s) have been mailed to the delegates thirty (30) days prior to the meeting at which the proposed amendments(s) is to be voted upon, and provided that at least half of the member congregations are represented when the vote upon the proposed amendment(s) is taken.

Revised September, 1995

Members of the review committee were:

- Rev. Matthew Rusert, Chairman
- Mr. Duane Behrens
- Mr. Gerald Bergt
- Mr. Richard Eyerly
- Mr. Ronald Royuk/Administrator & Committee Secretary