

THE CONSTITUTION AND BY-LAWS

Of The

Mid-Michigan Lutheran High School Association

(Articles of Incorporation)

Article I

The Name

The name of this organization shall be Mid-Michigan Lutheran High School Association. It shall be incorporated as a non-profit organization under the laws of the State of Michigan.

Article II

Object and Purpose

The object, aim, and purpose of this Association shall be:

1. to foster Christian secondary education in harmony with the Scriptures and the Lutheran Confessions;
2. to establish, own, manage, and maintain schools for that purpose;
3. to offer a excellent suitable curriculum which maintains proper accreditation with recognized church and state educational authorities.

Article III

Voting Membership

Any Lutheran congregation of the Lutheran Church Missouri Synod or those with whom the Missouri Synod is in fellowship may become a voting member of this Association by filling out the "Application for Membership" form and being accepted into membership by a majority vote of the delegate body in an official meeting. A member congregation:

1. shall elect its delegates in the manner hereinafter prescribed;
2. shall assume its full share of the financial support of the Association;
3. shall be entitled to all the privileges of this Association as granted by its Constitution and By-Laws.

Article IV

Representation

Each congregation of 500 communicants or less holding voting membership in the Association shall elect or appoint four delegates. One of the delegates shall be a pastor of the congregation, one may be a commissioned minister, and one shall be a member of the church council. All lay delegates shall be voting members of the local congregations. These delegates shall represent the congregation at all meetings of the Association. Each delegate shall have one vote, which must be cast in person at such meetings. For every additional 300 communicants, each congregation shall be entitled to one more delegate. For every congregation that has an elementary school and/or preschool an additional delegate is allowed. At no time, however, shall any one congregation be entitled to more than seven delegates.

Article V

Officers

The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer.

Article VI

The Board of Directors

A Board of Directors shall constitute the Executive Board of this Association. It shall be empowered:

1. to administer the affairs of this Association to the extent and under such restrictions and limitations as may be prescribed by the Association and its Constitution and By-Laws;
2. to call, appoint, or employ the necessary personnel for the Association and for the school(s);
3. to acquire, purchase, sell, transfer and convey, mortgage and pledge all real and personal property necessary to conduct the business affairs of this Association with the consent of the Association;
4. to accept and receive grants, bequests, and devises;
5. to approve the annual budget for the Association and present the same for ratification in the annual meeting of the Association held in the month of May.

Article VII

Meetings

This Association shall meet at least two times a year, the Fall Corporate Delegate Meeting and the Spring Delegate Meeting for the election of Board members and ratification of the Board approved budget. Special meetings may be called upon the request of at least 20% of the member churches directed to the Board of Directors or at the discretion of the Board of Directors and as prescribed in the Articles of the By-Laws of this Constitution.

Article VIII

Quorum

Representation from 50% of the voting delegates shall constitute a quorum at any regular meeting or an officially called special meeting of the Association.

Article IX

Fiscal Year

The fiscal year of this Association shall begin on July 1 and shall end on June 30 of the following year.

Article X

The Lutheran Education Foundation

The Lutheran Education Foundation shall be established to provide continuous financial support to assist parents and congregations in carrying out their God-given responsibility to foster Christian Secondary Education.

All gifts, bequests, and other property placed in the Lutheran Education Foundation shall be held in perpetuity and invested to provide both income and growth of principal. The income and as much as ten percent of the principal may be expended each year for capital needs, student tuition aid, salaries, or other purposes necessary to the operation of the Association. The Lutheran Education Foundation shall be promoted and managed by a separate Board of Trustees of eight to ten members appointed by the Board of Directors of the Mid-Michigan Lutheran High School Association.

Article XI

Dissolution

This Association shall continue to exist and function under this Constitution and By-Laws so long as at least 1/3 of its member congregations at any one time desire its existence. If this Association should become dissolved by resolution of the member congregations, the property - of whatever kind, nature, and description - shall be sold by the Association and the net proceeds distributed among the congregations constituting the membership of this Association at the time of dissolution. The formula for determining the distribution is to be recommended by the Board and voted on by the association delegates.

Article XII

Amendments

This Constitution may be amended or revised at any official meeting (regular or special) of the Association called for that purpose by a 2/3 majority vote of official delegates present, provided that at least 1/2 of the voting member churches shall be represented and provided that a notice of the proposed amendment or amendments shall have been presented to the official delegates not less than thirty (30) days before the meeting.

THE ARTICLES OF THE BY-LAWS

Basic Policies

The Mid-Michigan Lutheran High School Association has established as its objective the maintenance and support of Lutheran High School(s). The school(s) of this Association shall provide an educational program which is in keeping with the principles of Christian education of the Lutheran Church Missouri Synod(LCMS) and which meets the requirements of the educational program of the State of Michigan. It shall be the aim of these school(s) to require and maintain proper recognition and accreditation by recognized educational authorities so long as such recognition and accreditation does not conflict with LCMS principles and practices.

The following By-Laws shall be established to help control and regulate the operations and functions of this Association.

THE BY-LAWS

Section 1

Meetings

The Association shall hold its regular meetings during the months of November and May. The meeting in November shall be designated as the annual meeting of the Association. The May Delegate meeting shall be held for the election of Board Members and ratification of the Board approved annual budget. The day and place of these meetings shall be fixed by the Board of Directors of the Association. Other meetings of the Association shall be called by the Board of Directors as needed or upon written request of at least 20% of the member congregations directed to the Board of Directors. The Secretary of the Association shall be responsible for mailing notices to the lay-delegates, pastors and commissioned minister, if any, of the member congregations stating the day, place, and hour of the meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated on the notice. Notices are to be given at least 15 days prior to all meetings. In the case of proposed amendments (see Article XII and Section 17), notices are to be given at least 30 days prior to the meeting.

Section 2

Delegates

Delegates to this Association shall be elected or appointed annually by the member congregations for a term of one year in keeping with Article IV of the Constitution. Delegates shall attend all meetings and shall report all proceedings to their respective congregations. Names of such delegates shall be reported by each congregation to the Association office annually.

Section 3

Nominating Committee

The Board of Directors of the Association shall appoint a nominating committee of three to five members at least 60 days before the May meeting of the Association. One member of this committee shall be a pastor and one may be a commissioned minister. No more than one member of this committee shall be a voting member of the Board of Directors.

The nominating committee shall prepare a slate of candidates for each position on the Board of Directors to be filled. They shall then be presented to the member congregations through their delegates at least 45 days prior to the annual meeting. Additional nominations subject to the eligibility requirement of Section 4 may be made in writing by a minimum of five delegates provided all necessary information reaches the nominating committee at least 30 days prior to the annual meeting date.

Section 4

The Association Board of Directors

The Board of Directors of the Association shall consist of nine members. There will be a minimum of three pastors and three laypeople elected from member congregations. The remaining three directors may be either a pastor, commissioned minister or a layperson. Any pastor or commissioned minister serving a member congregation in an official capacity and any lay voting member of a member congregation shall be eligible for election to the Board of Directors. No more than two members from the same congregation may serve on the Board at the same time. No member of the Board of Directors shall be an officer or member of the Board of an auxiliary organization of the Mid-Michigan Lutheran High School Association.

Section 5

Elections of the Board of Directors

The Association election shall be held at its meeting in May. All elections shall be by ballot. A majority of all votes cast shall decide the election. One pastor, one layperson and one layperson/commissioned minister shall be elected annually.

Section 6

Term of Office of Board Members

The term of office of all members of the Board of the Association shall be three years and they may be re-elected for a second term. The Board of Directors shall have the power to appoint a director to fill a vacancy until the expiration of the term to which he or she is appointed. No member of the Board may serve more than six consecutive years, exclusive of the remaining term of any interim appointment. Initially the terms shall be staggered.

Section 7

Election of Officers

The Board shall elect its own officers, consisting of a President, Vice-President, Secretary, and Treasurer from among its own membership; and these officers shall serve in the same capacity for the Association. The President and Vice-President shall be elected from the male members of the Board. This election shall be held in a special organization meeting of the new Board convened immediately after the regular June Board meeting has been adjourned or in the July/August Board Meeting.

The term of office of all officers of the Association shall be one year and shall begin on July 1.

In the event of a vacancy in any of these offices, the Board of Directors shall elect an officer from its membership to serve the un-expired.

Section 8

Duties of Officers

1. **President:** The President shall preside at all regular and special meetings of the Association and the Board of Directors. He shall appoint such special committees as directed by the Association or the Board of Directors. He shall act in the capacity of ex-officio member to all standing and special committees. He shall, with the Secretary, Treasurer, and the Superintendent, be authorized to sign on behalf of the Association and the Board of Directors all official documents pertaining to the official business of the Association and the Board; and, in general, conduct this office according to rules and regulations set down by Robert's Rules of Order Revised and in the spirit of Christian love, fellowship, and tolerance. The President shall be elected from the male members of the Board.
2. **The Vice-President:** The duties of the Vice-President shall be to act in the capacity of the President in the latter's absence and to take care of such matters as may be delegated to him. The Vice-President shall be elected from the male members of the Board.
3. **The Secretary:** The duties of the Secretary shall be to keep an accurate record of the minutes of all meetings of the Association and the Board of Directors. The Secretary shall also carry on such correspondence as directed by the Association and the Board; be responsible for the sending of proper notices of meetings; be responsible for the official roster of the congregations belonging to the Association; take care of such matters as may be delegated to him or her; and, with the President, Treasurer, and Superintendent, be authorized to sign on behalf of the Association and the Board of Directors all official documents of the Association and the Board.
4. **The Treasurer:** The Treasurer shall be responsible for the accounting of all funds of the Association. The Treasurer shall also be responsible for all documents representing debts and investments of the Association; render regular reports to the Association and the Board of Directors; be responsible for all receipts and all disbursements of and for the Association; make available the books and records for an official audit; and, with the President, the Secretary, and the Superintendent, be authorized to sign on behalf of the

Association and the Board of Directors all official documents pertaining to the official business of the Association.

Section 9

Duties of the Board of Directors

1. The Board of Directors shall ordinarily meet monthly unless otherwise agreed upon. The place, day, and hour of such meetings shall be established by the Board.
2. Special meetings of the Board may be called by the President, Superintendent, or upon the written request of five members of the Board. Notices of such special meetings shall be given by the Secretary or the Superintendent.
3. A simple majority shall be enough for a quorum to carry on official business.
4. The term of office of any officer or director shall begin July 1.
5. The Board of Directors shall ratify the educational and academic policies and programs of the school system as recommended by the Superintendent.
6. The Board shall have control of the finances of the school system; receive and guard all deeds, contracts, notes, any and all legal documents of the Association; operate, maintain, and manage all real estate and personal property of the Association.
7. The Board shall function only when in official session. At other times its members shall have no authority regarding matters of the school system, except as specifically and individually authorized by the Board of Directors.
8. The Board shall appoint or elect such standing committees as may be determined and established by the Board of Directors and the Association. Special committees may be appointed or elected by the Board for specific tasks. Such committees shall be dissolved as soon as assignments are completed.
9. The Board shall call, appoint, or contract the Superintendent.
10. The Board shall call, appoint, or contract the Principal(s) of several school(s), the Assistant Principal(s), the teachers, the instructors, and any other educational or academic personnel according to the current policies and practices approved by the Board.
11. The Board shall deal with any staff member and any employee of the school system only through its Superintendent. It shall apportion the duties of the staff members and any other employees of the school system upon the recommendation of its Superintendent. All appeals to the Board of Directors by the staff members and other employees of the school system shall be made through the Superintendent. Should no satisfactory understanding be reached, the individual staff member or employee shall have the right to request the Board for a hearing.
12. The Board shall hear and act upon written and oral communications from individuals or organizations upon matters of administration implementation of policy.
13. The Board shall require at each regular meeting a report by the Superintendent and may request other reports as necessary.

14. The Board shall appraise and evaluate the work of the Superintendent, especially as far as objectives, policies, curriculum, courses, school activities, teaching personnel, and all other matters relative to the office are concerned.
15. The Board shall assist the Superintendent of the school system by advice and counsel, support him so long as his work is satisfactory, and replace him if he fails in his office.
16. The Board shall render a report of its activities and administration at the annual meeting of the Association.
17. The Board shall issue at least annually a report to all member churches informing and acquainting the membership with the administrative, financial and operative status and position of the school system and the Association.
18. The Standing Committee for Theological Supervision shall consist of the pastors on the Board and shall be responsible for the theological supervision of all personnel. Their authority shall include the ability to dismiss personnel for theological/doctrinal reasons.

Section 10

Financial Support

1. The financial support for each calendar year shall be recommended by the Board of Directors and adopted in an official delegate meeting. Member congregations shall remit on a proportionate basis each month.
2. Each congregation holding membership in the Mid-Michigan Lutheran High School Association agrees to assume self-determined levels of support for students.

Section 11

Termination of Membership

1. If a congregation ceases to be a member of The Lutheran Church Missouri Synod or a church body with whom the Missouri Synod is in fellowship, it thereby loses its membership in this Association.
2. Should a congregation fail to meet its financial obligation to this Association, the Board shall review with such a congregation the reasons for such failure and recommend suitable action.
3. A congregation may be dropped from membership in this Association by at least a 2/3 vote of the delegate body at any regular meeting of the Association. The Secretary of the Association shall notify such a congregation of this impending action at least 30 days prior to the meeting of the Association in which such action is recommended.
4. Should a congregation decide to resign its membership in this Association, it shall notify the Board of Directors of such action. The Board of Directors shall advise the congregation of any unpaid financial items due the Association. Settlement of such obligations shall be a prerequisite to acceptance of an honorable resignation.

Section 12

The rules contained in Robert's Rules of Order Revised shall govern the proceedings of the Association and the Board in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

Section 13

These By-Laws may be amended or revised at any regular or special meeting of the Association by at least 2/3 vote of the official delegates present and voting, provided that a notice of the proposed amendment shall have been included in the notice of the meeting to the members not less than 30 days before the meeting.

Section 14

RSO Status and the Lutheran Church Missouri Synod

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law, do hereby certify:

First: The name of the Corporation shall be Mid-Michigan Lutheran High School Association dba Martin Luther High School. .

Second: The place in this state where the principal office of the Corporation is to be located is the City of Holt, Ingham County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: **William Schmidt**, President

Address: 1704 Onondaga Road, Holt MI 48842

Daniel Longden, Vice President

Address: 1052 Eaton Green Drive, Charlotte, MI 48813

Christopher R. Brandenburg, Treasurer

Address: 5272 Annapolis Drive, Lansing MI 48911

Robert Schlueter, Secretary

Address: 1948 Heatherton, Holt MI 48842

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any

other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph:

"Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.")

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Seventh: Per LCMS Policy 5.9.1.2.5: Recognition by the Synod (i) is not an endorsement of the fiscal solvency of Mid-Michigan Lutheran High School Association dba Martin Luther High School, nor of services or programs offered by Mid-Michigan Lutheran High School Association dba Martin Luther High School, (ii) does not express or imply endorsement of the fiscal solvency of Mid-Michigan Lutheran High School Association dba Martin Luther High School; or Synod responsibility for the debts or other financial obligations of Mid-Michigan Lutheran High School Association dba Martin Luther High School, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of Mid-Michigan Lutheran High School Association dba Martin Luther High School or its subsidiaries and/or affiliates.

In witness whereof, we have hereunto subscribed our names this **21st day of September, 2015.**

William Schmidt, President

Daniel Longden, Vice President

Christopher Brandenburg, Treasurer

Robert Schlueter, Secretary