

# **South Central Lutheran Association for Secondary Education, Inc.**

**Code of Bylaws**  
Last Revised March 17, 2016

## **Article I: Identification**

### **Section 1. Name:**

The name of the Corporation shall be South Central Lutheran Association for Secondary Education, Inc. Hereafter referred to as the *Association*.

### **Section 2: Fiscal Year:**

The fiscal year of the Association shall be August 1 to July 31 of the following year

### **Section 3. Membership:**

The membership of this Association shall consist of Lutheran Churches affiliated with the Lutheran Church – Missouri Synod. Other congregations affiliated with the Missouri Synod may join the Association with approval by a majority vote by the Board of Directors and when such congregations accept appointment for subsidy agreed upon by the Board of Directors, as such apportionment amount is more specifically set forth from time to time in the minutes of the regular or special meetings of the Associations.

1. Member congregation is defined as:
  - a. Member of Lutheran Church – Missouri Synod
  - b. Member in good standing of an Association congregation

## **Article II: Association Board**

### **Section 1. Association Board:**

The Association Board shall consist of individuals as selected by the members of congregations. One-third (1/3) of the board members shall be elected each year.

Board members are expected to be present at all board meetings. Any board member with three unexcused absences in a three year term will forfeit his/her membership on the board. A board member may receive an excused absence by notifying the Principal of his/her absence prior the meeting. After two unexcused absences, the Secretary will contact the board member and the board member's pastor to inform them of their current status.

### **Section 2. Member Congregations and Representation:**

The number of board members from each congregation will be based upon congregational membership. Representation will be apportioned according to church communicant memberships as follows:

1. 1 – 400 Communicants: 1 Board member
2. 401 – 1000 Communicants: 2 Board members
3. 1001 or more Communicants: 3 Board members

Each member congregation shall have at least one (1) board member, and, no congregation shall have more than three (3) members.

### **Section 3. Qualification of Board Members:**

All board members must be members of member congregations, and may not be employees (faculty, staff, or administration) of the school.

No board member shall receive compensation for serving on the board.

### **Section 4. Limitations on Terms:**

Board members shall serve a three (3) year term of service and may serve three (3) consecutive full terms. That individual board member shall then be ineligible for board service for one (1) year.

The beginning and end date of an Association Board member's term is determined by the congregation the board member represents.

### **Section 5. Resignation:**

A Board Member may resign at any time by filing his/her written resignation with the Chairman and Secretary.

### **Section 6. Removal:**

The Association Board may in the interest of the Board remove any board member by a two-thirds (2/3) majority vote. But such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **Section 7. Vacancies:**

In case of any vacancy in the Association Board through death, resignation, removal, or other cause, the member congregation shall fill the remaining term.

### **Section 8. Meetings:**

The Association Board shall meet no less than four times per year. The Association Board will meet in the month of January for its annual meeting for the purpose of the election of officers and committee members. The

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Association Board will meet in July for the purpose of approving the budget. Attendance and participation in meetings of the Association Board is limited to members of the Association Board, Executive Council, specified school staff, and invited guests. Anyone wishing to attend a meeting of the Association Board should contact a member of the Executive Council to discuss the purpose and schedule an appropriate date and time.

**Section 9. Consent in Lieu of Meeting:**

The Association Board may act by consent in lieu of a meeting, consistent with Indiana Code: 23-17-15-2 or any subsequent amendment thereof, which requires that said action be evidenced by one (1) or more written consents describing the action taken, signed by each board member, and included in the minutes filed with the corporate records reflecting the action taken. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**Section 10. Conference Meeting:**

Consistent with Indiana Code 23-17-15-1 or any subsequent amendment thereof, the Association Board, or a committee designed by the Association Board, may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A board member participant in a meeting by this means is deemed to be present at that meeting.

**Section 11. Quorum:**

At any meeting of the Association Board, the presence of a majority of the active members of the Association Board elected and qualified minus excused absences shall constitute a quorum for the transaction of any business.

**Section 12. Officers:**

The following officers are to be elected from the Board: the President, Vice-President, Secretary, and Treasurer. Those elected will serve on the Executive Council. If no member is nominated from the Association Board to serve as Treasurer, the Board will elect a fourth member to serve on the Executive Council and the Treasurer shall be appointed by the President from one of the five other members of the Executive Council.

**Section 13. Liability:**

The Association adopts Indiana Code: 23-17-16-1 or any subsequent amendment thereof and following, concerning indemnification of board members and officers. The Association shall indemnify a board member or officer against all liability and reasonable expenses incurred by such person in his or her official capacity, provided that such person is determined to have acted in a manner specified in Indiana Code: 23-17-16-8 or any subsequent amendment thereof.

Nothing contained in this section shall limit or preclude the exercise of any right relating to indemnification of or advance expenses to any board member, officer, employee or agent. As the Association may, from time to time, seek to indemnify the board member against any and all other liabilities upon action taken by the Association Board.

## **Article III: The Executive Council**

### **Section 1. The Executive Council**

The Executive Council shall consist of nine (9) members: four (4) of which are elected from the Association Board and five (5) that are elected from the Trinity Ministry Partners. Executive Council members elected from the Board shall serve a one (1) year term of service and may serve up to eight (8) consecutive terms. Executive Council members elected from the Trinity Ministry Partners shall serve a three (3) year term of service and may serve three (3) consecutive full terms. That Executive Council member shall then be ineligible for service for one (1) year. No more than three (3) members of the Executive Council can be from the same congregation and no more than two (2) officers can be from the same congregation. At least seven (7) members of the Executive Council must be members of an Association congregation. Members of the Executive Council may not be employees (faculty, staff, or administration) of the school.

### **Section 2. Trinity Ministry Partners**

Trinity Ministry Partners are individuals or married couples who have contributed \$1,000 or more in tax deductible donations to Trinity Lutheran High School in the past calendar year.

1. All Trinity Ministry Partners will be invited to attend an Annual Meeting to be held before April 30 of each calendar year.
2. All Trinity Ministry Partners present at the Annual Meeting will be eligible to vote for the members of the Executive Council.
3. The Trinity Ministry Partners will elect two (2) Executive Council members in the first and second year and will elect one (1) Executive Council member in the third year.
4. The Executive Council will serve as the Nominating Committee for the election. Nominations can be made from the floor.
5. Newly elected Executive Council members assume office immediately upon their election.

### **Section 3. Responsibilities**

The Executive Council shall:

1. Carry out the routine business of the South Central Lutheran Association for Secondary Education, Inc.
2. Direct expenditures for unforeseen costs up to five (5) percent beyond the adopted budget.
3. Submit an annual budget to the Association Board for approval.
4. Set tuition and fees.
5. Plan programs and set agendas for the meetings of the Association Board and the Annual Meeting of the Trinity Ministry Partners.
6. Guide the strategic direction for the South Central Lutheran Association for Secondary Education, Inc.
7. Advise and recommend to the Association Board capital expenditures and capital campaigns.
8. Appoint committee members beyond those committee members elected from the Association Board.
9. Establish additional committees as needed.
10. Advise the Executive Director of his or her performance and conduct the Executive Director's annual performance appraisal.
11. Appoint a Pastoral Advisor who is a member of an Association congregation. The Pastoral Advisor will attend meetings of the Association Board, Executive Council, and Trinity Ministry Partners.

The Executive Council shall not take any action which these Bylaws reserve for the Association Board such as the election of officers, approval of the budget, and approval of capital expenditures and capital campaigns. The Executive Council shall not be involved in the selection or retention of personnel, called or contracted, as this process is outlined in the Personnel Manual.

## **Article IV: Officers of the Association**

### **Section 1. Officers:**

The officers elected by the Association Board shall consist of a President, a Vice-President, a Secretary, and a Treasurer. If no member is nominated from the Association Board to serve as Treasurer, the Treasurer shall be appointed by the President from one of the five other members of the Executive Council.

The Association Board, by resolution, may create and define duties of these offices and others in the Association and shall elect and/or appoint persons to fill all such offices consistent with the terms of these By-Laws.

The Board shall elect and/or call an Executive Director of the Lutheran High School who, although an employee of the Association, shall not be an officer of the Association.

### **Section 2. Vacancies:**

Whenever any vacancies shall occur in any office by death, resignation, or otherwise, The Association Board shall fill the same, and the officer so elected shall hold office until his successor is chosen and qualified.

### **Section 3. President:**

The President shall preside at all meetings of the Association Board, Executive Council, and Trinity Ministry Partners, discharge all duties, which devolve upon a President, and perform such other duties as this Code of By-Laws provides or the Association Board may prescribe.

The President shall have the authority, from time to time as he/she deems necessary, to appoint a task force to obtain a particular objective and report back to the Association Board and/or Executive Council.

In advance of the January Association Board Meeting, the President will appoint three non-officer Association Board members to serve as the Nominating Committee.

### **Section 4. Vice-President:**

The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as this Code of By-Laws may require or the Association Board or Executive Council may prescribe.

### **Section 5. Secretary:**

The Secretary shall be responsible for preparing minutes of the Association Board, Executive Council, and Trinity Ministry Partners meetings and for authenticating records of the Association.

The Secretary shall have the custody and care of the corporate records, minutes, and membership and voting lists of the Association. He/she shall attend all meetings of the Association Board, Executive Council, and Trinity Ministry Partners and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings. He/she shall distribute via email or mail within 72 hours the minutes of the Association Board, Executive Council, and Trinity Ministry Partners to all members of the Association Board and Executive Council. He/she shall attend to the giving and serving of all notices of the Association Board, Executive Council, and Trinity Ministry Partners ~~Board~~ and shall perform such other duties as this Code of By-Laws may require or the Association Board or Executive Council may prescribe.

The Secretary will record attendance of Board Members at each Board meeting.

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**Section 6. Treasurer:**

The Treasurer shall be responsible for overseeing the accurate recording of the Association receipts, disbursements, budget, and actual expenditures according to proper accounting procedures. The Treasurer shall present a written, duplicated financial report to the Association Board, Executive Council, and Trinity Ministry Partners at each meeting. The Treasurer shall furnish proof to the Association of a blanket surety bond in the sum designated by the Executive Council and such bond shall be procured and premiums paid by the Association.

The Treasurer shall chair the Finance Committee and oversee the disbursement of funds on behalf of the Association. The Finance Committee shall be responsible for preparing the Association's "Financial Practices and Policies" document. This document will be furnished to the Executive Council annually or as changes are necessitated by action of the Finance Committee. This document will identify and authorize school personnel who are able to sign for checks under two thousand dollars (\$2,000.00) and the document shall provision a method by which the Treasurer will authorize said transactions under two thousand dollars (\$2,000.00). All checks in the excess of two thousand dollars (\$2,000.00) shall be signed by the Treasurer, and an additional school personnel authorized by the "Financial Practices and Policies" document. In the absence of the Treasurer, the President or the Vice- President shall be authorized to sign checks.

The Treasurer shall be responsible for overseeing the filing of all prescribed tax returns of the Association and the annual Not For Profit Corporation report, and shall perform such other duties as this Code of By-Laws may require or the Association Board or Executive Council may prescribe.

**Section 7. Delegation of Authority:**

In case of the absence of any officer, or for any reason that the Executive Council may deem sufficient, The Executive Council may delegate the powers or duties of such officer to any Association Board member or Executive Council member for the time being, provided a majority of the entire Executive Council concurs therein.

**Section 8. Execution of Documents:**

Unless otherwise provided by the Association Board or Executive Council, the President shall sign all contract, leases, and commercial papers, other instruments in writing, and legal documents.

The President and Treasurer shall sign all mortgages, deeds, and bonds.

**Section 9. Election of Officers:**

At the January meeting of the Association Board, the Board shall proceed to organize itself by electing by ballot from among it's own membership the following to serve one (1) year, or until their successors have been elected and shall be qualified: a President, a Vice-President, a Secretary, and a Treasurer. These officers of the Board shall continue until the new Board has been organized and the new officers have been elected.

**Section 10. Removal:**

The Association Board may in the interest of the Board remove any officer or agent interest of the Board, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Elections or appointment of an officer, employee, or agent shall not of itself create contract rights.

**Section 11. Conflict of Interest:**

The term "conflict of interest" describes any circumstance that could cast doubt upon a board member's ability to act with total objectivity regarding the association's interests. Board members should avoid situations in which there is, or may seem to be, a conflict between the personal interests of the board member and the interests of the association. Should a conflict of interest arise, the board member(s) will be expected to excuse themselves from the decision making process.

**Article V: Committees**

The Executive Council may from time to time use committees and/or task forces, but always consistent with the following principles:

1. Committee responsibilities shall flow directly from the description of its job, shall be set forth in a formal written charge with an appropriate period for existence and shall not impinge upon responsibilities delegated to the Executive Director.
2. Committees shall not manage any part of the organization or do staff work, except when working on a topic that is fully within the providence of the Association Board or Executive Council and has not been delegated in any way to the Executive Director.
3. Except when empowered by the Association Board or Executive Council, committees shall have no executive or deciding authority. At all times, they will strive to develop policy only.
4. Committees shall consist of at least (3) members. At least one member of each committee will be elected by the Association Board.
5. All committee appointees are subject to the approval of the Executive Council.
6. Any committee can, with approval of the Executive Council, have advisory representatives who are not board members in achieving their assigned objectives.

The South Central Lutheran Association for Secondary Education, Inc. shall have the following Committees:

1. **Finance Committee**, which shall assist with investments, auditing, budget preparation, and financial reporting and analysis.
2. **Human Resources Committee**, which shall assist with identifying, securing, and retaining competent staff. This committee shall prepare specific job descriptions.
3. **Facilities Committee**, which shall assist in determining facility requirements (through assessment), secure bids, supervise construction and prepare a long-range plan for site and facility needs, and ensure facilities are kept in good repair.
4. **Development Committee**, which shall assist in establishing and developing third source funding.
5. **Call Committee**, which shall call trained and qualified ordained and commissioned ministers of the Gospel to serve the school as outlined in the Personnel Manual.



## **Article VI: Non-Discrimination.**

### **Section 1. Non-Discrimination for Enrollment**

The South Central Lutheran Association for Secondary Education, Inc. admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

### **Section 2. Non-Discrimination in Employment of Staff:**

The South Central Lutheran Association for Secondary Education, Inc. does not discriminate on the basis of race, color, national and ethnic origin in employing staff members. As a church-affiliated school association it reserves the right to employ administrators and teachers who meet the religious guidelines specified in the Constitution of the Lutheran Church – Missouri Synod.

**Article VII: Corporate Books**

**Section 1. Place of Keeping, in General:**

Except as otherwise provided by the laws of the State of Indiana, by the Article of Incorporation of the Association or by these By-Laws, the books and records of the Association may be kept as such place or places, within or without the State of Indiana, as the Executive Council may from time to time by resolution determine.

**Section 2. Voting Register:**

A voting register shall contain a complete and accurate member congregation and Board member list, each alphabetically arranged, giving the names and addresses of all member congregations. The names and addresses of all member congregation board members shall be kept at the principal office of the Association.

**Article VIII: Amendments**

**Section 1. Amendments**

These By-Laws may be adopted, amended, or repealed at any duly called regular or special meeting of the Association Board by a vote of two-thirds (2/3) of all delegates present, provided notice of the nature of any proposed amendment has been given at least one month before the said meeting of the Association Board.

**Article IX: Recognized Service Organization of the Lutheran Church – Missouri Synod**

**Section 1. Requirements:**

The Association shall become a recognized service organization of the Lutheran Church – Missouri Synod, and agrees to abide by the provisions of the publication of the Lutheran Church – Missouri Synod entitled, “church recognition of Recognized Service Organization”

**Section 2. Acknowledgement:**

The Lutheran Church – Missouri Synod through its Board of Congregational Services has granted Recognized Service organization status to South Central Lutheran Association for Secondary Education, Inc. In doing so, the Synod does not endorse the fiscal solvency of South Central Lutheran Association for Secondary Education, Inc. nor its services or programs and does not express or imply responsibility by the Synod for the debts or other financial obligations of the organization.

**Section 3. Fiscal Affairs Responsibility:**

The Association itself shall be solely responsible for the management and fiscal affairs of the Association for the payment of any debts and liabilities incurred by the Association.

**Section 4. Fiscal Solvency:**

Recognition by the Synod (i) is not an endorsement of the fiscal solvency of the South Central Lutheran Association Secondary Education, nor of services or programs offered by the South Central Lutheran Association Secondary Education, (ii) does not express or imply endorsement of the fiscal solvency of the South Central Lutheran Association Secondary Education, or Synod responsibility for the debts or other financial obligations of the South Central Lutheran Association Secondary Education, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of the South Central Lutheran Association Secondary Education or its subsidiaries and/or affiliates.