

**EAST CENTRAL
ILLINOIS LUTHERAN
HIGH SCHOOL ASSOCIATION**

**Christ Lutheran
High School**

By-Laws

**201 West Lincoln Street
PO Box 8
Buckley, Illinois 60918**

**Established 1997
Revised 2014**

Philosophy

We believe that man is born sinful and is therefore deserving of God's wrath and judgment. But God in His infinite love provided for our redemption through the death and resurrection of His son, Jesus Christ. Through this redemption, our sins are completely forgiven and we are restored as children of God. We receive forgiveness not through our own power, but by God's grace through the gift of faith in Jesus as our Savior.

We believe that all who have been brought to faith in Jesus Christ are commissioned by Him to preserve and extend the kingdom of God. This is done by proclaiming to all - in the most effective way possible - the life, death, and resurrection of Jesus Christ. Through the work of the Holy Spirit, this proclamation changes hearts and lives, and brings victory and comfort to individuals who are declared totally and unconditionally righteous for Christ's sake. This is the commission of every Christian and becomes the corporate responsibility of every Christian congregation.

We believe that Christian education - applying God's Law and Gospel to all aspects of life and learning - is a vital component of the ministry of every Christian congregation. The Christian education of children is commanded by God and is the only way a child can develop to his full potential spiritually, socially, and academically.

We believe that through Christian education children are taught the demands of God's Law and are comforted by the saving Gospel of Jesus Christ. Through this, students learn to live a life of service to Christ and others, to confront the problems of life as saved children of God, to become responsible stewards of their lives and talents, and to become witnesses of their faith to their fellow students and the community. This is done through the example of Christian teachers, the application of Scripture to all subjects and through the fellowship and support of learning in a Christian community.

We believe that this is especially important during the high school years. Teenage years are a time when the identity, individuality, self-worth, personal relationships, maturity, responsibility, and sexuality. It is the responsibility of Christian and their congregations to minister to their special needs of teenagers and we believe that this is most effectively done through a Christian High School.

By-Laws

NON-DICRIMINATION POLICY

The East Central Illinois Lutheran High School Association (also known as Christ Lutheran High School) admits students of any race, color, sex, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. They do not discriminate on the basis of race, color, sex, national or ethnic origin in administration of their educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs. Christ Lutheran High School does discriminate in that only Christians or those willing to abide by the expectations of a Christ-centered community are welcome. The school also discriminates in that we believe we are teaching Christianity in all of our classes, and thus only allow Christians to teach at our school. In addition, whenever possible, we prefer that they be members of the Lutheran Church-Missouri Synod and graduates of the teacher's colleges operated by our church denomination.

ARTICLE I: PURPOSE

The purpose of establishing a Lutheran high school is to provide a setting through which a group of congregations can carry out their commission to minister effectively to their youth. Christ Lutheran High School provides opportunities for the students to find identity, meaning and purpose for their lives in Christ by growing in grace and knowledge of Him as their Lord and Savior. The students will be motivated to develop their God-given talents to the best of their ability through the Christ-centered teaching of a curriculum meeting established requirements for secondary education.

ARTICLE II: MEMBERSHIP

Congregational membership - Any congregation affiliated with the Lutheran Church-Missouri Synod subscribing to scripture and the Lutheran confessions may become a member of this Association by:

1. Take the appropriate official action that is required by the congregation.
2. Selecting representatives in the manner prescribed by these By-Laws.
3. Making formal application to the secretary of the Association on the form authorized by the Board of Directors.
4. Contributing an annual sum as determined and published from time to time by the Board of Directors.
5. Involving itself in the recruitment of students.
6. Supporting the programs of the Association & Christ Lutheran High School.

Individual Membership - Any individual not belonging to one of the Congregational Members and:

1. Is a communicant member, in good standings, with a Lutheran Church Missouri-Synod congregation.
2. Supports the Programs & Philosophy of the Association
3. Contributes annually to the Association
4. Submits a written request for membership to the Secretary of the Association

Association Membership - Any congregation not belonging to or affiliated with the Lutheran Church-Missouri Synod desiring Associate Congregational membership shall:

1. Take the appropriate official action that is required by the congregation.
2. Select a representative in the manner described by these By-Laws: Associate Congregational Delegates shall be accorded the full privileges of the floor in any meeting, but shall not be entitled to vote or hold office.
3. Make formal application to the secretary of the Association on the form authorized by the Board of Directors.
4. Contribute an annual sum as determined and published from time to time by the Board of Directors.
5. Involve itself in the recruitment of students.
6. Support the programs of the Association.

FINANCIAL OBLIGATIONS

Every congregation holding membership in this Association shall pledge an amount. The method of raising such financial obligations shall be determined by the individual congregation.

If the member congregation finds it impossible because of unique circumstance to meet its financial obligation, the Board of Directors shall enter into negotiations with the congregation in order to arrive at a God-pleasing resolution of the difficulty even to the extent of a temporary reduction of the pledge.

Not notwithstanding any other provision of these By-Laws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code of 1954 or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954.

Provided further, that any reference in the constitution to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter exist, as amended, supplemented, or superseded, as the case may be.

TERMINATION

1. **Board Initiated** - Membership privileges may be rescinded by the Board of Directors if it is determined that qualifications for membership and/or membership obligations are no longer being met. Both the member in question and the directors must be notified in writing at least ten days in advance of the Board's intent to vote on a proposal to rescind membership privileges.
2. **Member Initiated** - A member desiring to discontinue membership in the Association shall submit such a request in writing to the Board of Directors. That request must be signed by the chairman (or president) and secretary of that member's governing body and shall be formally acted upon at the next regular meeting of the Board of Directors. Unless otherwise stipulated by the Board, such termination at the request of the member shall become effective as of the first day of the following fiscal year.

ARTICLE III - CONGREGATIONAL DELEGATES

Duties of Congregational Members

Congregational Members shall annually select from its congregation two delegates and as many alternates as it deems necessary who shall be accredited to the secretary of this Association. All voting delegates shall be 18 years of age (or older) and communicant members in good standing of a LCMS congregation in the

association. A congregation may choose to elect a professional church worker as a member or members of its delegation. At any meeting of the Association each accredited delegate present, or his alternate, shall be entitled to one vote. A current list of delegates and alternates must be filed with the secretary of the Association thirty days prior to the Annual Meeting to determine eligibility for voting in the Assembly of Delegates at that meeting.

DUTIES OF DELEGATES

1. Be responsible for keeping their congregation informed of the activities and progress of the Association;
2. Amend Articles of corporation (to the extent they may be amended)
3. Approve a plan of dissolution for the corporation
4. Remove a member of the Board of Directors upon a vote of at least 75% of the Congregational Delegates.
5. Yearly approve the budget as submitted by the Board of Directors.
6. Actively participate in the recruitment of students.
7. Foster financial support for the Association.

MEETINGS

1. The Assembly of Delegates shall hold one meeting annually. This meeting shall be held announced at least 10 days in advance. It shall be designated as the [annual] meeting at which elections are held, and shall include the adoption of the annual budget.
2. Special meetings may be called by the Board of Directors or at the written request of 50% or more of the member congregations. Delegates shall be notified of the special meeting and its purpose at least 10 days prior to the date of the meeting.

QUORUM

A quorum shall be a minimum of six delegates who represent no fewer than four different churches.

MANAGEMENT

General control and management of the Association shall be vested in its Board of Directors. Only communicant members in good standing of congregations belonging to the Lutheran Church-Missouri Synod shall be eligible to serve as directors of the Association. Only directors of the Association shall be eligible to serve as officers. Procedures for election of directors and officers shall be set forth in the Association's Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

The Board of Directors shall consist of at least seven voting people. In addition, the Board shall include only one Pastor and that Pastor shall be a member of an association congregation to serve as Pastoral Advisor and shall be ex-officio (Non-Voting) member of the board. As an ex-officio member of the board, the Pastor would be requested to attend all regular board meetings. Board members shall be members in good standing of a Lutheran Church-Missouri Synod Association. No more than 1/3 of the voting members on the BOD shall be from the same congregation. Board members, including the Pastoral Advisor, are to be elected to a term of three years, and the tenure of each director shall not exceed three consecutive terms of three years each, except that service for the unexpired term of less than three years shall not be counted in computing tenure. The terms of office of the directors shall be staggered so that the terms of at least two of the director's terms shall expire at the end of each fiscal year.

Eligibility Requirements to be a Board member

To be eligible to be a Board member, a person **MUST**

1. Be a communicant member of a congregation belonging to the LCMS and not currently receiving any compensation for any position at CLHS.
2. Demonstrate his/her support of CLHS by words and actions including, but not limited to, having all High School aged children in the household attending CLHS so long as they are eligible. Other displays of support would include promoting CLHS to others and making every effort to participate in its scheduled fundraisers and events.
3. At all times keep CLHS in his/her prayers.
4. Board members will be familiar with, and adhere to, those provisions of Illinois education law which define School Board conflict of interest, powers, and govern Board member compensation and public bidding processes. Among those are laws which prohibit teachers or paid employees of the school from being members of the school board. These documents are available for review and are located in the policy manual file.

Failure to meet the Eligibility Requirements is cause for immediate dismissal from the Board.

PASTORAL ADVISOR DUTIES

Pastoral Advisor: shall serve as Spiritual advisor to the Board and shall be available to the students and staff for pastoral counseling. He shall serve as an

advisor to the administrator in doctrinal matters and in other areas as the administrator sees fit.

NOMINATING COMMITTEE

Then president shall appoint a nominating committee consisting of two people at the January BOE meeting. The president shall then instruct the committee as to the directors positions to be filled.

SLATE OF CANDIDATES

It shall be the duty of the nominating committee to prepare a slate, designating for each office (**at least**) two candidates (**if possible,**) who have indicated their willingness to serve, and to present such slate to the delegates by mail at least 30 days in advance of the annual meeting. Any delegate of the Association may propose additional candidates from the floor. The Association shall accept or reject all nominations by a majority vote of the delegates present.

DUTIES - LIMITS OF POWER

The Board of Directors shall be empowered:

1. To conduct, manage and administer the affairs of the Association;
2. To accept or reject gifts, grants, bequests, legacies and devices;
3. At the direction of the Association at a regular or special delegate meeting to acquire, sell, transfer and convey, mortgage, and pledge all real and personal property for the Association
4. At the June delegate meeting to provide for the annual audit of the financial records of the Association
 - a. President of the board shall appoint 3 members of an independent audit committee of a 3 year, 2 year, and 1 year terms. Their findings will be presented to the CBOE at the September meeting.
5. To oversee for the financial needs of the Association and administer its funds;
6. To prepare and recommend an annual budget for approval by the congregation delegates;
7. Publish the budget, tuition rates and various membership fees annually or as changes are made.
8. To appoint additional officers and committees as may from time to time be deemed necessary;
9. To determine and ratify educational and academic policies of the school in consultation with the administrator and teaching staff;
10. To call, employ, appoint, and/or dismiss personnel;

11. The Board of Directors shall not adopt any program or policy which would be inconsistent with the doctrinal and confessional position of the Lutheran Church Missouri Synod.

LIMITATIONS OF POWER

This Association limits and restricts the power of the Board of Directors by reserving to itself the right to:

1. approve or disapprove the incurring of any non-budgeted extraordinary liability and/or capital expenditure.
2. approve or disapprove the sale, lease, purchase, or encumbering of any real property.

VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by election by the Board of Directors. The Directors elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A vacancy shall exist on the Board of Directors when any elected or appointed Board member shall:

1. Submit a written resignation to the Secretary of the Board of Directors.
2. Be absent without prior notification from 3 consecutive meetings of the Board of Directors including special meetings called between monthly meetings.
3. Fail to attend 9 monthly Board of Directors meetings within each twelve month period, following their appointment or election to the Board of Directors.
4. When Board member fails to meet the described eligibility requirements.
5. Be recalled by a two-thirds vote of all the Association's delegates providing that notification of the intended action is mailed to all delegates and Board members at least 30 days prior to the meeting at which the vote takes place.
6. Die.

INDEMNIFICATION

The Corporation shall indemnify any and all persons, including but not limited to its current and former directors and officers and any employee or agent who is or was serving at the Corporation's request as a director, officer, employee, or agent of any other corporation, in accordance with and to the fullest extent permitted by the laws of the State of Illinois. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent against any

liability arising out of such directors, officer, employee, or agent's status as such, whether or not the Corporation would have the power to indemnify him against that liability under law, the Restated Articles of Incorporation or these Amended and Restate Bylaws.

COMPENSATION

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and cost, including attorneys' fees actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which the indemnity is sought.

MEETINGS

After the hiring of an administrator, regular meetings of the Board of Directors shall be held monthly. The place, day and hour of such meetings shall be established by the Board and should be announced to the Association.

Special Meetings

Special(s) meetings of the Board may be called by the chairman or upon the written request of two members of the Board. (This request must be in the form of a signed letter to the board president. Electronic mail is not sufficient to make a formal request.) Notices of such special meetings shall be duly given by the secretary.

QUORUM

A Majority of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

ARTICLE V - OFFICERS

After each annual election the Board of Directors shall organize and elect from it's midst the following officers: a President, a Vice-President, a Secretary and a Treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem necessary for the best interests of the Association.

Only directors of the Association are eligible for election as officers of the Association. Candidates for the office of President and Vice-President shall have served on the Board the year immediately prior to election.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby, but removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

A vacancy in any office, because of death, resignation, removal disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

DUTIES

PRESIDENT

1. To preside at all meetings of the Board of Directors and at all meetings of the Association;
2. To serve at the direction of the Board in capacities that may be determined from time to time;
3. To sign and acknowledge all deeds and instruments for the transfer, conveyance and assignment of the property belonging to said Association, and all instruments, contracts, and papers necessary or convenient in the transaction of the business and affairs of this Association; per board of education approval.
4. To make a report of the affairs of the Association; given at annual delegate meeting or as needed.
5. To be charged with the duty of maintaining compliance with the laws governing the Association.

VICE-PRESIDENT

1. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions on the President, Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President by the Board of Directors.

SECRETARY

1. To keep an accurate record of the minutes of all meetings of the Board of Directors;
2. To carry on such correspondence as directed by the Board;
3. To send proper notices of meetings;
4. To maintain the official roster of the congregations belonging to the Association, and to keep safely and systematically all papers, records and documents belonging to the Association.

5. Countersign all official documents, such as (leases, conveyances, contracts/calls and the like) executed by the Association.

TREASURER

1. The Treasurer shall be the financial officer of the Association under the direction of the Board of Directors. He or she shall have oversight of and be accountable of all funds and securities of the Association.
2. All disbursements shall be made upon vouchers or purchase orders approved by the President, Vice-President, Administrator (Principal), or such other person as may be designated by the Board of Directors. At all times, vouchers/checks must be signed by two persons, as designated by the Board of Directors, if over x dollars, decided upon by the board.
3. The Treasurer shall give a bond in such amount and with such surety as shall be required from time to time by the Board of Directors.
4. All books or records are to remain the property of the Association and shall be audited annually.

REMOVAL OF OFFICERS

An officer may be removed from office for no longer meeting the requirement for election to office for malfeasance, or for continued neglect of duties. Removal due to non-eligibility is mandatory. Removal for malfeasance or neglect shall require at two-thirds majority vote of those directors present at the meeting of the Board of Directors. Both the officer who is subject to removal from office and all other members of the Board must be notified in writing at least 10 days in advance of the meeting at which such action is to be taken.

ARTICLE VI - EXECUTIVE COMMITTEE

The above named officers shall serve as an executive committee between meetings of the Board of Directors at the direction of the Board.

ARTICLE VII - ADMINISTRATOR

The Administrator of the Association's high school program shall be subject to the authority of the Board of Directors. He or she shall be required to attend all Board and Association meetings, and shall be an ex-officio member of all committees of the Board. The Administrator shall present the Annual Report, as prepared by the Board of Directors at the Annual Meeting.

ARTICLE VIII - DISSOLUTION

SEPARATION

In the 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 III of the Articles of Incorporation and continues to hold membership in the Lutheran Church—Missouri Synod.

DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such asset not so disposed of shall be disposed of by the court of proper jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations. As said court shall determine that are organized and operated exclusively for such purpose.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the delegates present (providing there is a quorum) 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 60 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.

ARTICLE X - COMMITTEES

The officers of the Board of Directors shall serve as an executive committee between the meetings of the Board of Directors as needed to carry out such responsibilities as may be directed by the Board.

There shall be 6 standing committees of the Executive Board as identified and described herein:

1. Finance Committee composed of a minimum of 3 members.
 - A. Requests budget recommendations from the school administrator.

- B. Reviews and recommends a budget for the Board of Directors.
 - C. Assigns congregational assessment sheets for Board Action.
 - D. Prepares special budget item recommendations.
 - E. Is responsible for coordinating and/or supervising disbursements of special monies.
2. Public Relations and Development Committee composed of a minimum of 5 members.
- A. Assists in the solicitation of Scholarship and Endowment monies.
 - B. Promotes the Lutheran High School program in congregations - primarily to parents and students.
 - C. Serves as the coordinator of public relations information.
 - D. Is responsible for coordinating and/or supervising special money raising endeavors.
 - E. Aid in the recruitment of students and obtaining of scholarships.
3. Building and Grounds Committee composed of a minimum of 4 members.
- A. Superintends major improvements or repairs to school property.
 - B. Oversees the maintenance and repair of the building
 - C. Seeks bids for contracted services and prepares recommendations to the Board as requested.
 - D. Reviews requests for building usage by outside groups.
 - E. Keeps building/grounds development in harmony with the approved master plan and budget.
4. Education Committee composed of a minimum of 6 members.
- A. Assists in the selection and retention of staff.
 - B. Yearly reviews staff salary schedules and other benefits.
 - C. Seeks to help keep the school in compliance with Synodical, State and Federal guidelines.
 - D. Prepares recommendations for Board consideration regarding curricular changes, innovations or special programs.
 - E. Concerns itself with constantly seeking to up-grade and improve the Lutheran High School educational programs.
 - F. Is the committee responsible for accreditation concerns.
 - G. Serves as the first appellate group to consider parental objections to school administration and discipline and is the first appellate group to consider staff dissatisfaction with conditions of employment, administrative dealing and/or terminations of service. (The full Board of Directors would serve as the final appellate body.)

5. Appointment of Standing Committees.

- A. The President of the Board of Directors shall appoint the chairpersons of the standing committees from members of the Board of Directors.
- B. The members of the standing committee shall serve for a term of one year, commencing with their appointment by the President.

MEETINGS

Both standing committees and special committees shall schedule meetings at the discretion of the members unless otherwise directed by these By-laws or by the Board of Directors. Committee chairpersons shall be responsible for notifying committee members of all meetings.

ARTICLE XI - PARLIAMENTARY AUTHORITY

All meetings of the Association's Assembly of Delegates, Board of Directors, and committees shall be governed by Robert's Rules of Order (Newly Revised).

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII - CHURCH AFFILIATION

The East Central Illinois Lutheran High School Association (also known as Christ Lutheran High School) shall be affiliated with the Lutheran Church-Missouri Synod as a Recognized Service (RSO). This recognition establishes a responsible relationship through which the Synod may provide East Central Illinois Lutheran High School Association (also known as Christ Lutheran High School and henceforth referred to as Christ Lutheran High School) consultation and technical assistance, insurance and retirement programs, assistance in recruiting and training of personnel, coordination in planning strategies with districts and the church at large and co-sponsorship of special projects and conferences. Recognition seeks to protect the Synod by disavowal of any part in the governance, policies or programs of Christ Lutheran High School. The granting of RSO status by BFCS (The Board for Congregational Services) does not imply accreditation or certification of Christ Lutheran High School or its programs.

It is agreed and acknowledged that the recognized service organization status conferred upon Christ Lutheran High School by The Lutheran Church-Missouri Synod is not an endorsement by the Synod of the fiscal solvency of Christ

Lutheran High School or of the services or programs offered by Christ Lutheran High School. By Recognizing Christ Lutheran High School as a recognized service organization, the Synod does not undertake any obligation to repay or guarantee Christ Lutheran High School's debts or other financial obligations.

The East Central Illinois Lutheran High school Association (also known as Christ Lutheran High School) shall be solely responsible for the management and fiscal affairs of the corporation and for the payment of any debts and liabilities incurred by the corporation.