

**BY-LAWS
PACIFIC LUTHERAN HIGH SCHOOL ASSOCIATION OF THE GREATER TORRANCE AREA,
INCORPORATED.**

PREAMBLE

We, the duly authorized representatives of Pacific Lutheran High School Association of the Greater Torrance Area, Incorporated (hereinafter "PLHS"), recognizing the necessity that the children of Lutheran parents be afforded an opportunity to continue their education after the elementary grades in Lutheran institutions, and under the auspices of The Lutheran Church--Missouri Synod (hereinafter LCMS), in lawful constituted assembly, have organized this corporation to promote Lutheran Education.

ARTICLE I

The name of the corporation is: PACIFIC LUTHERAN HIGH SCHOOL ASSOCIATION OF THE GREATER TORRANCE AREA, INCORPORATED.

ARTICLE II - PURPOSE

The purpose of this Association shall be to establish, conduct, maintain, manage, operate, and control one or more schools in Southern California offering a convenient and suitable Christian education to children who themselves and/or their parents, guardians, or friends, are identified or are in sympathy with the religious teachings of LCMS. Under no circumstances shall any administrator, instructor or staff member advocate teachings or doctrines that are contrary to the sacred Scriptures and the Lutheran Confessions as stated in the Book of Concord.

ARTICLE III - MEMBERSHIP

Section 1 – Church Membership

Any LCMS or Lutheran Church congregation in full altar and pulpit fellowship may join this Association by:

- A. Notifying the PLHS Board in writing (see Appendix A for congregational responsibilities/forms). Such resolution should reflect the will of the congregation (e.g. Voter's Assembly, Council, Pastoral authority, Board of Elders, etc.) and be presented to the Board of Directors for approval. A simple majority of PLHS Board members' votes will carry the resolution.
- B. Association membership may be ended by:
 1. A congregation submitting a letter to this effect to the PLHS Association Board of Directors.
 2. Unanimous vote by the PLHS Board of Directors requiring the congregation to leave the Association.

Section 2 – Individual Membership (Matelski Clause)

- A. Association membership for rostered LCMS workers or communicant members in good standing of an LCMS congregation may occur on a case by case basis at the sole discretion of the PLHS Board of Directors. This would apply to individuals with special insights/talents/abilities of benefit to the Association. Individual members have full rights of all other Board of Directors members; individual members may only be removed through a unanimous vote by the other Association members (similar to the congregational membership provision)
- B. The school administrator is a permanent voting Board member eligible to participate in all Board and Executive Council meetings. The administrator's right to vote can be stripped with a 2/3 vote of the PLHS Board of Directors. The administrator may be removed from his position with a 2/3 vote from the PLHS Board of Directors.

ARTICLE IV - ASSOCIATION MEETINGS

Section 1 – Regular Meetings

The PLHS Board of Directors meets monthly, generally on the third Thursday of each month. Meeting days may change due to school events or for other reasons and all Board members will be notified in advance.

Following a majority vote by the PLHS Board of Directors, the Executive Committee and / or Board created sub-committees may act on the Board's behalf in specific and authorized instances.

Section 2 – Special Meetings

Special Meetings may be called by the Board of Directors at the discretion of the Board of Directors President or by a majority of the Board.

Section 3 – Procedures

Robert's Rules of Order shall govern the conduct of any Association Members. Board members will show Christian concern for those in attendance who are not versed in the structure of Robert's Rules.

Section 4 – Meetings Quorum Defined

A quorum of 51% of total Board Members is required for any meeting to be considered official. Members may be present physically or electronically to satisfy the quorum requirement.

Section 5 – Conflict of Interest Policy

1. Duty to Disclose/Recusal
 - a. Any Board Member who believes he or she may have a conflict of interest on a matter before the Board should bring up this concern before any discussion/vote occurs on the issue.
 - b. The Board President will determine whether a conflict does or does not exist (Vice-President if the potential conflict rests with the President).
 - c. Recusal of Self - The Board Member may recuse himself even if he/she is found to have no conflict of interest in the matter before the Board.
2. Violations of the Conflicts of Interest Policy
 - a. If any Board member has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action(s).

ARTICLE V – EXECUTIVE BOARD ELECTIONS

Section 1 – Election of Officers/Executive Committee

1. The Board of Directors shall elect from its midst the following officers: President, Vice-President, Secretary and Treasurer. These officers are elected by a simple majority and will serve a three year term with no maximum number of years per term. Board members may succeed themselves unless other candidates express interest in an Officer position which will be settled at the next election period for the Board. Elections will be held in May 2019, 2022, 2025, 2028 and following.
2. The PLHS Board of Directors may empower the Executive Committee to act on their behalf in specific and clearly defined situations as the need arises.

3. When officers are unable to complete their full term the Board will appoint others to serve out the term of the departing Member by a simple majority vote.
4. Special elections may occur following a 2/3 majority vote of all eligible Board members. All normal board elections will occur as scheduled and as detailed above.
5. The school administrator is a voting member of the Executive Committee.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Powers

The Board of Directors shall be empowered:

1. To conduct, manage, and administer the affairs of the Association; to hold all monies and property, real, personal, and mixed, however 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 devises; at the discretion of the Association to acquire, sell, transfer, and convey, mortgage, and pledge all real and personal property for the Association; to provide proper bond for the officials who are charged with the handling of the funds of the Association; to provide for regular review of the financial records of the non-profit corporation and administer its funds; to determine and publish a budget, tuition rates; to appoint such additional officers and committees as may from time to time be deemed necessary. The above shall be conducted in compliance with Section 501(c)(3) of the Internal Revenue Code.
2. To determine and to ratify educational, academic, and administrative policies of the school.
3. To issue the call of full-time instructors who are on the roster of LCMS (and who have the necessary qualifications to meet or gain the prescribed educational standards of the State).
4. To ensure that no instructor shall be employed or retained who teaches anything contrary to the Holy Scriptures, the Confessions of the Lutheran Church, or the Missouri Synod's position on doctrine (Brief Statement of 1932) , or who teaches contrary to the adopted philosophy of this school.

ARTICLE VII - LIMITATION OF BOARD POWER

The Executive Committee of the Board of Directors must receive a 2/3 majority vote of the Board of Directors in order to exercise the following powers:

1. Authorizing capital indebtedness.
2. Buying or selling capital property.
3. Approving By-Laws changes.
4. Authorizing major funding campaigns within congregations of the Association.

ARTICLE VIII: AMENDMENTS/BYLAWS REVISIONS

By-Laws may be amended in the manner authorized by law at the time of amendment and with a 2/3 approval by all eligible board members:

1. Only PLHS Board of Directors may propose change(s) to the PLHS Bylaws.
2. Any proposed change(s) to the PLHS Bylaws should be put in writing and presented to the Board of Directors during its regular meetings for approval.

ARTICLE XIV - CORPORATE SEAL

The Corporate Seal of the Corporation shall have the following inscription:

PACIFIC LUTHERAN HIGH SCHOOL Est. 2005

Appendix A - Congregational Responsibilities of Association Membership

1. The applicant church understands that voting membership in this Association implies that the congregation considers the Pacific Lutheran High School to be an integral part of its own educational program.
2. Applicant churches will appoint up to two board members to represent their church's perspectives, and invest their delegates with the power to vote for their congregation. Delegates will regularly update their congregations on Pacific Lutheran High School developments.
3. The church will work to coordinate and publicize school recruitment events at their church, and provide PLHS chapel support by attending and/or leading a service where possible.
4. The applicant church pledges to regularly pray for students, parents, teachers and staff, participate in school activities and events where able, provide annual financial support when possible (as part of their church's annual budget) and in other intentional efforts support the educational ministry of Pacific Lutheran High School.
5. The applicants will include PLHS school program information and activity schedules into their existing church newsletters and church communications wherever possible.

Appendix B - ARTICLE XI - DUTIES OF OFFICERS

SECTION 1 – PRESIDENT

The duties of the President shall be:

1. To preside at all meetings of the Board of Directors and at all meetings of the Association;
2. To assure that all functions of the Board are carried out;
3. To serve at the direction of the Board in capacities that may be determined from time to time.
4. To sign and acknowledge, with one additional Officer's signature, all Deeds and Instruments for the transfer, conveyance, and assignment of the property belonging to said Association. The signature of all other instruments, contracts and papers necessary or convenient in the transaction of the business and affairs of this Association may be delegated.

SECTION 2 – VICE-PRESIDENT

The duties of the Vice-President shall be to act in the capacity of the President in the latter's absence.

SECTION 3 – SECRETARY

The responsibilities of the Secretary shall be:

1. To keep an accurate record of the minutes of all meetings of the Association and the Board of Directors;
2. To carry on such correspondence as directed by the Association and 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.

SECTION 4 - TREASURER

The responsibilities of the Treasurer shall be to oversee the following:

1. To manage the funds of the organization as directed by the Board of Directors;
2. To keep, or cause to be kept, an accurate record of all receipts and disbursements;
3. To make periodic reports to the Board of Directors and the Association;
4. To submit the records of the Association for regular review.

APPENDIX C - SAMPLE CONGREGATION RESOLUTION FORMAT

Church Name: _____

Address: _____

Contact & Phone _____

Proposed Representative #1 _____

Proposed Representative #2 _____

_____ Lutheran Church desires to join Pacific Lutheran High School's Association of Congregations in an effort to support secondary Lutheran education in the greater Los Angeles area.

Signature: _____

SENIOR PASTOR OR CONGREGATIONAL PRESIDENT

_____ Lutheran Church 12345 Inglewood Ave. Inglewood, CA 90132 **Sample Lutheran Church, Sample, CA**

DATE _____