

Constitution and Bylaws of Hope Lutheran High School

1.0 Hope Lutheran High School

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

2.0 Period of Existence

The period of existence of Hope Lutheran High School is perpetual.

3.0 Fiscal Year

The fiscal year of Hope Lutheran High School shall begin on the first day of July (July 1) and shall end on the thirtieth day of June (June 30) of the following year.

4.0 Corporate Seal

The corporation shall not have a seal.

5.0 Mission

Hope Lutheran High School seeks to preserve and extend the kingdom of God by glorifying God through vigorously sharing the Gospel and supporting families in providing a Biblically grounded, inclusive, strengthening, and developmentally appropriate educational experience in a loving environment.

5.1 Object and purpose

The object, aim, and purpose of Hope Lutheran High School shall be:

- to foster Christian, secondary education in harmony with the Scriptures and the Lutheran Confessions;
- to gather funds to establish and operate a non-public high school;
- to offer a suitable curriculum that maintains proper accreditation with recognized Church and State educational authorities.

6.0 Confessional Statement

Hope Lutheran High School accepts without reservation:

1. The Scriptures of the Old and New Testament as the written Word of God and the only rule and norm of faith and practice;
2. All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostle's Creed, the Nicene Creed, and the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, the Treatise on the Power and Primacy of the Pope, and the Formula of Concord Solid Declaration and Epitome.

The entire teaching and administrative staff shall be responsible for maintaining these doctrinal standards in both the curricular and extracurricular programs of the school. The school shall teach, respect, and not act contrary to the doctrine of the Lutheran Church – Missouri Synod as set forth in the Scriptures, the Lutheran Confessions, and the applicable resolutions of Synod.

This article shall be unalterable.

7.0 Membership

The membership of this corporation shall consist of two classes of members, Voting Congregational Membership and Non-Voting Congregational Membership. Membership shall consist of association Churches that will be represented by an elected Board of Delegates. From the voting members of the Board of Delegates, a Board of Directors shall be elected to govern the operation of the corporation.

7.1-1 Voting Congregational Membership

Any congregation belonging to the Lutheran Church – Missouri Synod may be or may become a voting member of this corporation by:

- adopting a resolution in its voters' assembly approving this constitution;
- electing its representatives in the manner provided for in the articles of incorporation;
- assuming its share of the financial support as determined by the Board of Directors of the corporation;
- actively pursuing and engaging in an annual fundraising activity for the benefit of the corporation.

7.1-2 Non-Voting Congregational Membership

Any Christian congregation may be a non-voting member of this corporation by:

- adopting a resolution in its voters' assembly approving this constitution;
- electing its representatives in the manner provided for in the articles of incorporation;
- assuming its share of the financial support as determined by the Board of Directors of the corporation;
- actively pursuing and engaging in an annual fundraising activity for the benefit of the corporation.

Delegates of non-voting members will not be granted voting rights, however they will have the right to speak at the Board of Delegate meetings.

7.1-3 Termination of Congregational Membership

Termination of membership by a congregation shall occur upon the adoption of such resolution by its voting assembly and subsequent written notification to the Board of Directors of the corporation.

7.2 Board of Delegates

Each member congregation shall be entitled to have one pastor, three lay delegates (elected by the congregations), and the principal of their day school, if applicable.

- Voting delegates are entitled to one vote in matters not provided for by the Board of Directors. Voting by proxy shall not be permitted.
- Regular meetings of the delegates shall be held two times a year consisting of the annual meeting in July of each year, and a semi-annual meeting the following January. In addition to these meetings, other meetings of delegates may be held as determined by the Board of Directors. Two weeks' prior notice of any meeting of the Board of Delegates shall be given to all delegates.
- Special meetings may be called upon the request of twenty-five (25%) of the voting delegates. Demand must be made in writing and presented to the President or the Secretary of the corporation. Within 14 days after receipt of the demand, the Board shall cause a special meeting of the Delegates to be called with such meeting to be held no later than 30 days after receipt of the demand. Any expense related to the calling and/or conducting of this special meeting will be the responsibility of the corporation.
- A quorum for meetings shall be fifty-one percent (51%) of the Voting Delegates with the exception of meetings where specific matters may require a larger percentage according to the laws of the State of Minnesota. In such circumstances, the minimum requirement of the State of Minnesota will be followed.
- Except where otherwise required the Voting Delegates may take action by an affirmative vote of the majority of Voting Delegates present at a duly held meeting.

7.3 Board of Directors

The Voting Delegates of the Board of Delegates shall elect from their midst eleven (11) individuals to the Board of Directors. Of those eleven:

- A minimum of one Director shall be a Lutheran Church – Missouri Synod ordained pastor;
- A minimum of one Director shall be a principal from a Lutheran Church – Missouri Synod day school operated by an association church; however, if there is not a principal available to serve, this position may be filled by a lay person;
- The remaining Directors may be laypersons;
- The administrator of the corporation shall serve on the Board of Directors in an ex officio capacity;
- No association church shall have more than three (3) of its Delegates on the Board of Directors at one time;
- Employee/faculty members of the corporation and the spouses, children, and parents of employees/faculty members may not serve on the Board of Directors;

- All shall be members of a Lutheran Church – Missouri Synod association church.

7.3-1 Executive Board

The Board of Directors shall elect the officers of the Board to include the President, Vice President, Secretary, and Treasurer. Such officers shall constitute the executive board of the corporation. The business and charitable affairs of the corporation shall be managed by or under the direction of the Board of Directors.

7.3-2 Terms

Directors shall serve for a term of two (2) years each or until their successors have been elected, and shall be so elected with approximately one-third (1/3) of the Board of Directors being elected each year. No director shall be elected for more than two consecutive terms. Election of the directors shall take place at the Board of Delegates annual meeting held in July with newly elected directors taking office on September 1 of that same year.

A director may resign at any time by giving written notice of his or her resignation to the President or Secretary of the Board of Directors. The resignation is effective upon receipt by the respective officer, unless another date has been approved by the Board of Directors.

A director may be removed from office, with or without cause, by the affirmative vote of the majority of the voting Members of the Board of Delegates at a duly held meeting of the Board of Delegates, provided that notice is given not less than five (5) days and not more than thirty (30) days prior to such meeting. The notice shall state that removal of the respective director will be on the agenda.

In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by the affirmative vote of the majority of the Board of Directors.

7.3-3 Empowerment of the Board of Directors

The Board of Directors shall be empowered to :

- administer the affairs of this corporation to the extent and under such restrictions and limitations as may be subscribed by the corporation within its Constitution and Bylaws;
- call, appoint, contract, employ, or dismiss personnel for the corporation;
- acquire, purchase, sell, transfer and convey, mortgage and pledge all real and personal property necessary to conduct the business affairs of this corporation;
- title property in the name of the corporation;
- designate such banks into which funds of the corporation are to be deposited;
- provide all contracts, check and orders for the payment, receipt or deposit of money, and access to securities of the corporation;

- accept and receive grants, bequests, and devises;
- collect any dues, contributions, tuitions, or fees due to the corporation;
- review a summary report of the financial operation of the corporation as prepared by the Treasurer at least annually;
- prepare the annual budget for the corporation and present it for ratification at the annual meeting of the corporation held in the month of July;
- oversee the finances necessary to operate the corporation to include, but not limited to, student tuition, association church contributions, and third source funding.

7.3-4 Voting Procedures of the Board of Directors

At all meetings of the Board of Directors a simple majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Except where otherwise required by law or this constitution, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action. In the case of urgent matters that cannot wait until the next scheduled board meeting, these votes may be obtained via email and will be ratified at the next regularly scheduled board meeting.

7.3-5 Meetings

The Board of Directors shall have regular monthly meetings at such places and times as it shall establish by resolution. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the Directors then in office may from time to time appoint.

Special meetings of the Board of Directors may be called at any time upon the request of the President, or any three (3) directors, provided that any such request shall specify the purpose or purposes of the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

7.3-6 Proper Notice of Meeting

Whenever under the provisions of these Bylaws notice is required to be given to any Director, it shall be construed to require personal notice, but such notice may be given by email or in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a postage-paid, sealed wrapper addressed to such Director or Delegate at his or her last known address; and such notice shall be deemed to have been given at the time when thus mailed.

7.3-7 Compensation

Directors shall not be compensated for their duties as directors.

7.3-8 Creation of Committees

The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

7.4 Officers of the Corporation

The Officers of this corporation shall be President, Vice-President, Secretary, and Treasurer.

7.4-1 Duties of the Officers

The duties of the officers of the corporation shall be:

(a) President

- Preside at all meetings of the Board of Directors.
- Preside at all meetings of the Board of Delegates.
- Oversee the long term goals and purposes of the corporation.
- Perform other such duties as may be determined from time to time by the Board of Directors.

(b) Vice-President

- Shall be vested with the powers to act on behalf of the President in his absence or inability to act, but only so long as such absence or inability continues.
- Perform all duties as shall be determined from time to time by the Board of Directors.
- Shall attend all meetings of the Board of Directors
- Shall attend all meetings of the Board of Delegates

(c) Secretary

- Shall attend all meetings of the Board of Directors to keep minutes.
- Shall attend all meetings of the Board of Delegates to keep minutes.
- Shall collect minutes from all committees/task forces established by the Board of Directors and present such minutes to the Board of Directors for review.
- Shall give notices and prepare any necessary certified copies of corporate records.
- Perform all duties as shall be determined from time to time by the Board of Directors.

(d) Treasurer

- Shall have charge of the corporate treasury;
- Receive and keep the monies of the corporation;
- Disburse corporate funds as authorized.
- Perform all duties as shall be determined from time to time by the Board of Directors.
- Shall attend all meetings of the Board of Directors
- Shall attend all meetings of the Board of Delegates

7.4-2 Election of Officers

The Board of Directors shall elect the officers of the corporation from their midst. An officer may resign at any time by giving written notice to the President or Secretary. The resignation is effective without acceptance when the notice is given to the President or Secretary, unless a later effective date is named in the notice.

Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

A vacancy in an office because of death, resignation, or removal may be filled by the Board of Directors.

7.4-3 Compensation

Officers shall not be compensated for their duties.

7.4-4 Officer's Term

Officer's shall serve a term of two (2) years each or until their successor has been elected. No officer shall be elected to more than two (2) consecutive terms. Election of officers shall be staggered so as not to have all officers elected in the same year.

8.0 Called Workers/Contracted Workers

The Board of Directors shall create and fill positions and prepare calls and/or contracts for the administrator, teachers, and other staff members. The administrator and all teachers must be graduates of and eligible for roster from Synodical schools of the Lutheran Church – Missouri Synod and must be communicant members of a Lutheran Church – Missouri Synod congregation. Exceptions to these requirements may be granted by the Board of Directors at the Board's discretion.

To insure that all religious instruction conforms to the doctrine and practice of the Synod, all worship services, chapel services, and religion classes in the corporation must be led and/or supervised by a Lutheran Church – Missouri Synod rostered church worker

It shall be the duty of the Board of Directors, to ensure all worship services and religious instruction conforms to the above paragraphs.

8.1 Removal of a Called/Contracted Worker

Any called or contracted worker of the corporation may be removed from the worker's respective position by a two-thirds majority ballot vote of the Board of Directors.

8.2 Call Procedure

- When a teacher or administrator is to be called, every member of the association shall have the privilege of making one or more nominations. The Board of Directors shall also ask the synodical District for recommendations.
- The Board of Directors may serve as the call committee or may appoint a committee from the Voting Delegates of the Board of Delegates.

- In the screening process the committee shall submit all names to the District for information and evaluation. After receiving the information and recommendations from the District, the committee shall present to the Board of Directors by means of a written announcement, a list of candidates together with a biographical sketch of each.
- At the Board of Directors' meeting, called for the purpose of electing a new teacher or administrator, the preferred list may be amended by means of a two-thirds vote of those present.
- Balloting shall proceed by means of a secret ballot vote. A majority is needed in order to determine the disposition of the call.

9.0 Standard of Care and Dealing with Others

It is the responsibility of each Officer and Director of this corporation to discharge his or her duties as an Officer or Director in good faith, in a manner the person reasonably believes to be in the best interest of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

A contract or other transaction between this corporation and one or more of its Directors, or between this corporation and an organization in or of which one or more of this corporation's Directors are directors, officers, or legal representatives, or have a material financial interest, is not void or voidable because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved, or ratified, if:

- The contract or transaction was valid, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized, approved, or ratified, or
- The material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouse of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

10.0 Finances

Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

All contracts check and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

The annual budget of income and expense shall be submitted by the Board of Directors to the Board of Delegates and approved by the Board of Delegates as the budget of the corporation.

Title of all property acquired after formation of the corporation shall be held in the name of the corporation.

A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

The cost of maintaining and operating the school shall be paid with student tuition and with contributions by association member congregations as determined by the Board of Directors. Tuition costs shall be determined annually by the Board of Directors.

10.1 Finances

Hope Lutheran High School (HLHS) shall seek RSO (Recognized Service Organization) status from the LCMS (Lutheran Church Missouri Synod). If granted RSO status by the LCMS it is understood that such recognition by the Synod is not an endorsement of the fiscal solvency of HLHS, nor of services or programs offered by HLHS and does not express or imply endorsement of the fiscal solvency of the HLHS, or synodical responsibility for the debts or other financial obligations of HLHS.

11.0 Indemnification of Board Members

To the full extent permitted by the Minnesota non-profit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, wherever and by whomsoever brought (including any such proceedings, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of heirs, executors and administrators of such person and

shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision or the bylaws.

11.1 Indemnification of the Lutheran Church – Missouri Synod

Hope Lutheran High School (HLHS) agrees to defend, indemnify and hold harmless the Lutheran Church-Missouri Synod, its districts and other integral components, together with the officers, directors, and employees of each such organization from any and all liability, loss, damage or costs, including attorneys' fees, they or any of them, may suffer as a result of claims, demands, actions, costs or judgments arising against any of them in any way relating to the HLHS or arising by reason of the Synod's recognition of HLHS as a recognized service organization of the Synod, including without limitation, claims asserting that HLHS is controlled or endorsed by the Synod or that the Synod negligently granted or maintained the recognized service status of HLHS or failed to properly monitor the actions and undertakings of HLHS.

12.0 Amendments

This Constitution and Bylaws may be amended or revised at any official meeting (regular or special) of the Board of Delegates called for that purpose by a 2/3 majority vote of the Voting Delegates present, provided at least fifty-one percent (51%) of the Voting Delegates are present and provided that a notice of the proposed amendment or amendments have been presented to the Delegates not less than thirty (30) days before the meeting. Said amendment or amendments shall take effect as stated in the resolution as adopted.

13.0 Dissolution

If this corporation shall become dissolved by resolution of the member congregations, the corporation shall sell the property – of whatever kind, nature, and description. The net proceeds are to be distributed among the congregations constituting the membership of this corporation at the time of dissolution with a directive that funds received be used for educational purposes within each of those LCMS Churches. Recipients of the proceeds must be not-for-profit with 501(c)(3) status. The formula for determining the distribution is to be recommended by the Board of Directors and voted on by the Board of Delegates.