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Valley Lutheran Board of Directors

About

Prerequisites

New stuff yay howdy

By-Laws

Preamble

In Scripture our Lord commands His people to “make disciples of all nations...teaching them everything I have commanded you” ([Matthew 28:19-20](#)). In response to this command, the Lutheran Church has established a long history of Christian education. In order to offer a quality education and to effectively teach the Christian faith to youth and children of all ages.

Article 1: Name

The name of this organization shall be the *Eastern Iowa Lutheran High School Association*.

Article II: Affiliation

The Eastern Iowa Lutheran High School Association shall be formally affiliated with the Lutheran Church–Missouri Synod (LCMS) and the American Association of Lutheran Churches (AALC) as long as said organizations shall remain faithful to the doctrinal standards set forth in Article III of these By-laws.

LCMS Recognized Service Organization (RSO)

Recognition by the [Lutheran Church Missouri Synod](#):

1. Is not an endorsement of the fiscal solvency of the Eastern Iowa Lutheran High School Association (d.b.a. Valley Lutheran School), nor of services or programs offered by Valley Lutheran School.
2. Does not express or imply endorsement of the fiscal solvency of Valley Lutheran School, or LCMS responsibility for the debts or other financial obligations of Valley Lutheran School.
3. Does not cause the LCMS or its districts or congregations to incur or be subject to the liabilities or debts of Valley Lutheran School or its subsidiaries and/or affiliates.

Article III: Doctrinal Standards

The members of the Eastern Iowa Lutheran High School Association unreservedly accept the canonical books of the Old and New Testaments of Holy Scripture to be the verbally inspired, inerrant Word of God and the sole rule and norm for all matters of faith and doctrine.

We also accept and acknowledge the Symbolical Books of the Evangelical Lutheran Church as contained in the Book of Concord of 1580 to be true and correct exposition of the Word of God. Therefore, in all matters pertaining to the Association and the school(s) operated by the Association, no doctrine shall be taught as truth nor any practice tolerated which are at variance with the Holy Scripture or the Symbols of the Evangelical Lutheran Church.

Article IV: Purpose

Section 1: Mission

In response to our Lord's Great Commission ([Matthew 28:18-20](#)), and especially His instruction to "Make disciples of all nations....teaching them to observe everything I have commanded you," the Eastern Iowa Lutheran High School Association shall exist in order to:

1. Provide a quality Christian education for all K-12 school age people within our area,
2. Serve as a vehicle to bring the life-changing power of God's verbally inspired, inerrant Word to both our students and their families.
3. Combine the instruction of God's Word with a quality academic education so that our students are fully prepared to live successfully as Christians in this world as well as to continue their education throughout their lives.
4. Serve a mission ministry to reach the un-churched with the saving Gospel of Jesus Christ.
5. Through facilities and staff to serve as a resource to our supporting congregations.

Section 2: Objectives

1. The Association shall own, control and operate one or more Lutheran schools according to the educational standards of the Lutheran Church-Missouri Synod, the American Association of Lutheran Churches and the State of Iowa. The Association shall seek and secure certification of its School(s) through appropriate accrediting agencies.
2. The Association shall offer training to young people in order that they may become productive members of society and faithful members of the Christian Church.

ARTICLE V. Definitions

1. Valley Lutheran School or "Valley" refers to one of the institutions under the umbrella of Eastern Iowa Lutheran High School Association.
2. Member congregation shall all refer to any Lutheran congregation:
 1. Whose national bodies; confession and practice are consistent with the doctrinal standards set forth in these By-laws,
 2. Which accepts the Association's doctrinal standards in Article III, purpose in Article IV, and affiliation in Article II of these By-laws,
 3. Which has been accepted as a Member congregation by the Delegate Assembly,
 4. Which faithfully remits dues and its share of the Association's annual budget to the Association,
 5. Which appoints Member Delegates.
3. Affiliate Lutheran congregation(s) shall refer to a Lutheran congregation:
 1. Regardless of Synodical affiliation,
 2. Which is not a Member of the Association,
 3. From which students attend a school operated by the Association,
 4. Which faithfully remits dues and its share of the Association's annual budget to the Association,
 5. Which Appoints a non-voting Delegate
4. Associate Congregation(s) shall refer to any other Christian congregation
 1. Regardless of denomination affiliation,
 2. From which students attend a school operated by the Association,
 3. Which faithfully remits dues and its share of the Association's annual budget to the Association,

4. Which Appoints a non-voting Delegate
5. Association shall refer to the Eastern Iowa Lutheran High School Association.
6. Delegate and Delegates shall all refer to and mean Delegates from the Member (Member #. Delegates), Affiliate (Affiliate Delegates), and Associate (Associate Delegates) congregations.
7. Membership of the corporation shall refer to Member Congregations.
8. Delegate Assembly and Assembly shall all refer to any meeting of the Delegates.
9. Board of Directors and "Board" shall all refer to the governing body of the Association and the Association schools.
- 10 Director and "Directors" shall all refer to members of the Board of Directors.
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- 11 Officer and "Officers" shall refer to all the officers elected or appointed by the Board of Directors.
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ARTICLE VI. Association Membership

Section 1: Member Congregations

Congregations, which comply with the provisions of Article V, Section 2 may apply to and may be recognized and admitted as a Member Congregation by the Delegate Assembly.

Function of Member Congregations

1. A Member Congregation shall appoint five (5) of its members as voting Member Delegates to the Association
2. A Member Congregation will appoint any one non-ordained lay member of its congregation to the Board of Directors
3. A Member Congregation may nominate non-ordained lay members for any At-Large Member vacancy occurring on the Board of Directors to be determined by the Governance Committee.
4. No more than two non-ordained Board members may be appointed/elected from any one Member Congregation.

Section 2: Affiliate Congregations

Affiliate Lutheran congregations, as defined in Article V, Section 3 may apply to and may be recognized and admitted as an Affiliate Congregation by the Delegate Assembly.

Function of Affiliate Congregation(s)

1. An Affiliate Congregation shall appoint one (1) of its non-ordained lay members as an Affiliate Delegate to the Delegate Assembly with voice but no vote.
2. An Affiliate Congregation may nominate non-ordained lay members for any At-Large Member vacancy occurring on the Board of Directors

Section 3: Associate Congregations

Associate Congregations, as defined in Article V, Section 4 may apply to and may be recognized and admitted as an Associate Congregation by the Delegate Assembly.

Function of Associate Congregation(s)

1. An Associate Congregation shall appoint one (1) of its members as an Associate Delegate to the Delegate Assembly with voice but no vote.

ARTICLE VIII. Delegate Assembly

A. DELEGATES

Section 1: Qualification and Appointment

All Delegates, voting and nonvoting, shall be chosen by the Member, Affiliate, and Associate congregations in such fashion as they determine from among the congregations' lay communicant members in good standing.

1. All Delegates, shall be at least eighteen (18) years of age.
2. All Delegates must be certified to the Delegate Assembly as the representatives of the respective congregations by the Board President in writing by the 15th day of March in the year for which they stand for appointment.
3. No Valley Lutheran School administrator, teacher, employee, or staff member nor immediate family members (spouse, sibling, parent, child) shall serve as a Delegate.

Section 2: Term and Tenure

Delegates shall serve terms of three (3) years, commencing with the Annual Meeting at which they are seated and shall be eligible to serve no more than two (2) consecutive terms.

1. Member congregations shall so select and appoint their Delegates so that they serve staggered terms.
2. Delegates who miss two (2) consecutive meetings of the Delegate Assembly, without being excused by the Board Secretary shall forfeit their status and membership as Delegates unless the Delegate Assembly determines otherwise.

B. ASSEMBLY

Section 1: Power of Delegate ASSEMBLY

1. The Delegate Assembly shall elect or re-elect At-Large Board Members at the Annual Meeting.
2. The Delegate Assembly shall have the authority and responsibility to approve the purchase or disposition of real property.
3. The Delegate Assembly shall have the authority and responsibility to approve anything that requires the borrowing of funds in excess of 15% of the Annual Budget. Any amount in excess of the established line-of-credit must be reported to the Delegates.
4. Accept new congregations applying for Association membership
5. Determine an annual Congregation Dues structure based on annual budget requirements for Valley Lutheran School.

Section 2: Annual Meeting

The Annual Meeting of the Delegate Assembly shall be held with notice as provided in Section 5 below, on the fourth Sunday of April of each year. The Board may change this date for cause with proper notice. Section 3: Fall Meeting: The Delegate Assembly shall hold a gathering in October or November with notice as provided in Section 5, below. Date to be selected by the Board.

Section 4: Special Meetings

The President or the Board of Directors may call for a special meeting of the Delegate Assembly with notice as provided in Section 5 below. A special meeting may also be called at the request of at least twenty-five (25) percent of the Member Congregations acting by and through their respective Boards of Directors or other governing bodies.

Section 5: Notice of Meetings

1. Notice of all meetings shall be written, printed, or electronic stating: #. The place, #. Day and hour, #. The purpose of purposes thereof
2. Notice shall be prepared and delivered: #. Personally, or #. Mailed by regular U.S. Mail to Delegates known post office address, or #. Electronically to Delegates last known electronic address.
3. Not less than fifteen (15) or more than forty (40) days before any such meeting.

Section 6: Quorum

1. A quorum at any Delegate Assembly shall consist of fifty (50) percent or more of the Member Delegates entitled to vote.
2. The majority of delegates present, a quorum being present, shall decide any question that may properly come before any meeting, except as provided in Article VIII B, Section 1 (a) [action of Board of Directors], Article XIII, Section 3 [amendment], and Article XIV [dissolution].

Section 7: Voting

Only those Member Delegates duly certified as provided in Article VIII A, Section 1 shall be entitled to vote at any meeting of the Delegate Assembly. Each Member Delegate must vote in person and shall be entitled to one (1) vote on any question.

Section 8: Expired Terms of Office

It shall be the duty of the Board Governance Committee to announce By February 1st the position of those Delegates whose terms are expiring and whose successors are to be ratified and seated at the next Annual Meeting of the Delegate Assembly.

Section 9: Procedure and Order of Business

In addition to the principles laid down in Scripture, should it become necessary, Robert's Rules of Order will prevail at meetings.

1. The agenda for the Annual meeting will include:
2. Opening Devotions – word and prayer
3. Presentation of the Budget
4. Appointment/certification of Delegates
5. Board Elections of At-Large Members
6. State of School Annual Report
7. Ratification of Dues Structure
8. Accept New Congregations into membership

Board of Directors

Responsibilities of the Board of Directors

The Board of Directors shall have authority and responsibility to:

1. Establish the general policies that govern the operation of the Association.

2. Assure the development of a strategic plan and accompanying strategic financial plan. #. Establish goals focused on accomplishing the Vision that are realistic, achievable, and measurable, as well designed and funded to make a distinctive impact relative to available resources. #. Regularly review progress in fulfilling the strategic plan and revise as necessary.
3. Provide for the leadership and management in guiding the Calling of a Head Administrator.
4. Serve as custodians of all tangible assets (real and personal property).
5. The Board of Director's fiscal responsibility shall be discharged by: #. Establishing policies limiting the administrations financial authority, Annual Financial Plan development, and control of assets. #. Monitoring fiscal soundness of the Association. #. Manage the legal, financial and operational affairs of the Association
6. Assure that the Articles of Incorporation and By-Laws of the Association are current and are being followed.

Number and Qualifications of Directors

The Board of Directors shall consist of:

1. One non-ordained lay member appointed from each Member Congregation, and
2. Two or three (to assure odd number of Board Members) At-Large members nominated through the Board in accordance with the Board's list of needed Board Member attribute profiles: #. At least one At-Large position to be filled by a communing Lutheran member who accepts Articles II, III, and IV of these By-Laws #. Other at-large positions (no more than two) may be filled by a communing member of a Christian Church who accepts Articles II, III, and IV of these By-Laws #. No more than one At-Large member from any one Association Congregation
3. Two (2) pastors elected from among the pastors of the Member Congregations, one of which shall be an ordained pastor of the Lutheran Church – Missouri Synod in good standing and one of which shall be an ordained pastor of the Association of American Lutheran Churches in good standing.
4. Directors shall personally subscribe to the doctrinal standards of the Association and be active advocates of Lutheran education.
5. Directors must recognize the importance of the Board of Directors in the success of Association schools and must be willing to devote time and energy to Board work.
6. Directors shall be at least twenty-one (21) years of age.
7. Selection of the Board Members should provide for best possible skill sets that meet the needs of the Board.
8. Board Members should meet the leadership first filters (as summarized in 1 Timothy 3:8-12), of Character, Competency, Capacity, and Calling.
9. Immediate family members (parents, spouse, siblings, children) of the Association's administration, faculty, and paid staff are not eligible for Board membership.
- 10 No two Board Members from the same immediate family (immediate family is defined as siblings, parent, child, . or spouse).

Nomination and Election of Directors

The Board of Director's Governance Committee serves as the Nominating Committee for the selection and election of Board members. Nominations from the floor for Board Members will not be allowed at the Annual Meeting.

Congregation Appointed Director:

1. A congregation whose Director's term is expiring shall be notified by January 1st in advance of the Annual Meeting. Notification shall include Board Member needed attribute profiles as a guide in selection the Congregation's appointed Director.
2. The Congregation shall notify the Board's Governance Committee by April 1st of the Congregation's Director for the next term.
3. The Delegates Assembly will acknowledge the roster of Congregation Appointed Directors.

At-Large Directors:

1. A general request to Association Congregations for nominations with accompany list of Board-needed attribute profiles will be made to the congregations by January 1st in advance of the Annual meeting.
2. Nominations must be submitted by March 15th in advance of the Annual Meeting.
3. Elections of At-Large Board Members will be held at the Annual Meeting.

In the event a Director becomes vacant, for whatever reason:

1. The Board of Directors shall fill such vacancy of an At-Large Member for the remainder of the term of that member.
2. A Congregation will fill such vacancy of its appointed Director for the remainder of the term.
3. In the event a Pastor-Member position becomes vacant, for whatever reason, the pastors of the Member Congregations of that synod shall fill such vacancy for the remainder of the term of that pastor.

Term and Tenure

1. Directors shall serve terms of three (3) years, commencing on May 1st of each year.
2. One additional year may be granted by unanimous vote of the remaining Board members.
3. The partial term of a Board Member appointed by the Board to complete an unexpired term does not count toward term limits as defined above.

Meetings

1. The Board of Directors shall have regular monthly meetings or regular meetings at such other frequency as deems appropriate and necessary
2. Fifty (50) percent of the members of the Board of Directors shall be required for a Quorum.
3. All actions of the Board of Directors shall be taken pursuant to a majority vote of the Directors present and voting, a quorum being present, unless otherwise provided in these By-laws.
4. Minutes shall be kept of all meetings of the Board of Directors.
5. The Board of Directors shall adopt its own rules for special meetings, calling of meetings, notice and the conduct of its meetings.
6. Meetings of the Board of Directors shall be open.

ARTICLE X. Officers

Section 1. Officers. At the Board's first meeting after the Association's Annual Meeting, the Board of Directors shall organize and elect from its midst the following officers: President, Vice-President, Secretary, and Treasurer. Board Officer Responsibilities will be determined by the Board of Directors and contained in the Board of Directors Governance Policy Manual. The President and Secretary have the specific responsibility to Sign and acknowledge all deeds and instruments for the transfer, conveyance, and assignment of the property belonging to the Association, and all instruments, contracts, and papers necessary and convenient in the transaction of the business and affairs of the Association. The above named officers shall serve as an Executive Committee of the Board of Directors at the direction of the Board.

ARTICLE XI. Committees

Section 1: Standing Committees. The Delegate Assembly and the Board of Directors, each according to their areas of responsibility, may appoint standing committees and such other committees they deem appropriate. The Board may at its discretion establish or disband standing (ongoing) committees. Exceptions are the Executive Committee, Governance Committee and Finance Committee which shall be required Board of Directors may also appoint ex officio members to any committee. Committees shall serve from year to year and its members may be reappointed at the pleasure of the appointing body. The Head Administrator is an ex officio member of all committees. All committees shall have such function and authority as the appointing body may designate when the committee is formed and appointments are made, which function and authority may be modified from time to time by the appointing body. All committees and their members shall serve at the pleasure of the appointing body. Section 2: Task Forces The Board President with the approval of the Board shall appoint the chair of all Board Task Forces as well as the members of the Task Force. Appointments to Task Forces shall be for a period of one year, a specified period of time, or until assignment is complete; whichever occurs first, and may be renewed. The Board will ratify all Task Force appointments. The Head Administrator is an ex-officio member of all Task Forces unless so directed by the Board. Task Force responsibilities shall flow directly from the Board's description of the Task Force's assignment. Details shall be set forth in a written assignment with a defined period for existence and shall not impinge upon responsibilities delegated to the Head Administrator. Task Forces shall not manage any part of the organization, nor do staff's work, except when working on a topic that is fully within the province of the Board and has not been delegated in any way to the Head Administrator ARTICLES XII. Miscellaneous Provisions Section 1: School Administration. Schools operated by the Association shall have administrators who are rostered or enrolled in the Colloquy program of the Lutheran Church – Missouri Synod. The Colloquy shall be complete within three (3) years. Administrators are responsible to and under the supervision of the Board of Directors. Administrators shall be called according to the doctrine and practice of the Lutheran Church – Missouri Synod and shall serve according to the stipulations of such calls. The Head Administrator shall have or obtain any licensure or certification as required by the State of Iowa.

ARTICLE XIII. Amendment

Section 1: Power to Amend. The Delegate Assembly shall have the power to amend the Articles of Incorporation and these By-laws in any respect permitted by law at any meeting called for that purpose. All proposed amendments must be submitted in writing and included in the call of the meeting. Section 2: Notice of Proposed Amendments. Notwithstanding other provisions herein to the contrary, notice of the meeting at which an amendment to the Articles of Incorporation or to the by-laws is to be considered shall be given at least thirty (30) days prior to the meeting to consider such amendment. Section 3: Voting No amendment shall become effective unless it has been approved by a vote of two-thirds (2/3's) of the delegates voting on the amendment; a quorum being present. Section 4: Unalterable By-laws. Articles II, III and this Section 4 shall be unalterable and any amendment in conflict therewith shall be void and of no force or effect.

Dissolution

The Eastern Iowa Lutheran High School Association may be dissolved only by a two-thirds (2/3's) vote of the Delegate Assembly at a regularly scheduled or appropriately called meeting. Notice of a vote on dissolution shall be made in writing to all Member and Affiliate congregations no less than thirty (30) days in advance of the meeting at which proposed dissolution is presented. Vote on the proposed dissolution will be taken at a subsequent meeting scheduled for that purpose in no less than 60 days. If the Association is dissolved: The Board of Directors shall be empowered to liquidate, according to pertinent federal and/or state law, any and all physical assets of the Association in order to satisfy existing financial obligations. Any remaining assets shall become property of the Iowa District East of the Lutheran Church – Missouri Synod or its successor and the Greater Heartland Region of the American Association of Lutheran Churches or its successor. If the Association's affiliation with the Lutheran Church – Missouri Synod and The American Association of Lutheran Churches shall have been terminated prior to dissolution, remaining assets shall be equally divided among those congregations holding Member status at the time of the dissolution.