



FAITH LUTHERAN HIGH SCHOOL OF CENTRAL TEXAS

Faith Lutheran High School of Central Texas By Laws

Article I

Name

The name of this corporation shall be Faith Lutheran High School of Central Texas.

Article II

Purpose Statement

Faith Lutheran High School of Central Texas (FLHS) exists in order to promote and spread the Gospel of our Lord Jesus Christ that conveys the free forgiveness of sins, eternal life, and salvation through His life, death, and resurrection. To accomplish this, FLHS shall operate as a secondary school that has a regularly scheduled curriculum, faculty, and a regularly enrolled student body. In providing its instruction, FLHS shall conform to the doctrine and practice of the Holy Scriptures and the Lutheran Confessions.

Notwithstanding any other provision of these articles, FLHS shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article III

Mission Statement

Faith Lutheran High School of Central Texas seeks to engage young adults in a Christ-centered environment where faith and knowledge grow as one.

Article IV

Confessional Statement

Faith Lutheran High School of Central Texas 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.

Article V **Membership**

Section 1: Voting Congregational Membership

Any congregation belonging to the Lutheran Church – Missouri Synod may become a voting member in the Delegate Assembly by:

- adopting a resolution in its voters' assembly approving these by-laws;
- electing up to three (3) delegates (lay, commissioned, or ordained) in accordance with its own by-laws and practice;
- designating financial support for FLHS in its annual budget;
- promoting FLHS among its members and in its community;
- participating in an annual fundraising activity together with the other member congregations for the benefit of FLHS.

Section 2: Non-Voting Congregational Membership

Any Christian congregation may become a non-voting member in the Delegate Assembly by:

- adopting a resolution in its voters' assembly approving these by-laws;
- electing up to three (3) delegates (lay, commissioned, or ordained) in accordance with its own by-laws and practice;
- designating financial support for FLHS in its annual budget;
- promoting FLHS among its members and in its community;
- participating in an annual fundraising activity together with the other member congregations for the benefit of FLHS.

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

Section 3: Termination of Congregational Membership

A congregation may terminate its membership in FLHS upon adoption of such a resolution by its voting assembly and subsequent written notification to the FLHS Board of Directors.

If a member congregation does not meet its responsibilities of membership, the Board of Directors will enter into negotiations with that congregation to arrive at a God-pleasing resolution. The Board of Directors may, based on the specific issues involved, remove the congregation from membership by a two-thirds (2/3) majority vote.

Article VI

Delegate Assembly

The three (3) delegates from each member congregation, both voting and non-voting, shall meet as the Delegate Assembly twice annually, once in the first quarter of the year (January-March) and once in the third quarter of the year (July-September).

Special meetings of the Delegate Assembly may be called by the Board of Directors. Delegates shall be notified of the special meeting and its purpose at least ten (10) days prior to the date of the meeting.

A quorum for meetings shall be a simple majority of the voting delegates.

Article VII

Board of Directors

Section 1: Membership

The affairs of FLHS shall be managed by a Board of Directors, members of which shall be elected by the Delegate Assembly. In this regard, from the voting members of the Delegate Assembly, the Board of Directors shall be elected to govern the operation of the corporation. The Board of Directors shall consist of seven (7) such persons, all of whom shall be members of congregations of the Lutheran Church-Missouri Synod. At least one member of the Board of Directors shall be an ordained pastor of the Lutheran Church-Missouri Synod.

Section 2: Election

Election of the Directors shall take place at the annual meeting of the Delegate Assembly held in the first quarter of each year, with newly elected directors taking office during the next regularly scheduled Board of Directors meeting.

Section 3: Term of Office

Directors shall serve for a term of three (3) 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.

Section 4: Vacancies

Any vacancy occurring on the Board of Directors between elections shall be filled by a voting delegate appointed by the Board of Directors. The individual so appointed shall hold office for the unexpired term.

Section 5: Officers

Following the election at the Delegate Assembly first-quarter meeting, the Board of Directors shall organize and elect from its midst the following officers: a president, a vice-president, a secretary, and a treasurer.

Section 6: Appointed Advisors

The Board of Directors may, at its need and discretion, appoint specific advisors to assist in their work. Such advisors will not be granted voting rights; however, they will have the right to speak at the Board of Directors meetings and Delegate Assembly meetings. Each appointed advisor shall be a member of a Christian congregation.

Section 7: Powers

The Board of Directors shall be empowered:

- a. To conduct, manage, and administer the affairs of the corporation;

- b. To hold all monies;
- c. To hold all 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 corporation;
- d. To accept or reject gifts, grants, bequests, legacies, and devises, at the direction of the Delegate Assembly;
- e. To acquire, sell, transfer and convey, mortgage, and pledge all real and personal property for the corporation;
- f. To provide proper bond for the officials who are charged with the handling of the funds of the corporation;
- g. To determine and publish a budget, tuition rates and various membership fees annually or as changes are made;
- h. To appoint such additional officers and committees as may from time to time be deemed necessary to determine individual, congregational and associate congregational membership requirements;
- i. To call, employ, appoint and/or dismiss administrators and instructors, all of whom shall concur with Articles II, III, and IV of these Bylaws;
- j. To supervise the activities of the school;
- k. To determine and to ratify educational and academic policies of the school;
- l. To report its actions at each regular meeting of the Delegate Assembly;
- m. To prepare the agenda for each meeting of the Delegate Assembly.

Section 8: Meetings

- a. 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 of Directors and shall be announced to the members of the Delegate Assembly.
- b. Special meetings of the Board of Directors may be called by the president or upon the written request of three (3) directors. Notices of such special meetings shall be duly given by the secretary at least two (2) days prior to the special meeting unless exigent circumstances make such two-day advance notice not feasible, in which case notice of the meeting shall be given as far in advance as practicable under the circumstances.
- c. A quorum for meetings shall be a simple majority of the Directors.
- d. Consent without formal meeting:
 - i. Any action required or permitted by the Articles of Incorporation and By-Laws, or any provision of law, or any resolution to be taken by the Board of Directors at a meeting, may be taken without a meeting if there is consent by a majority of the Board by polling the members.
 - ii. Such action shall be ratified at the next subsequent meeting.
 - iii. Should any Director request a formal meeting on the proposed action for discussion or clarification of the proposed action, the issue must be on the agenda of a regular or special meeting and cannot be approved by poll.
- e. Meetings shall consist of an open session, which is accessible for the general public to observe and provide comments at the designated time, and a closed session, reserved for confidential and sensitive matters.

Article VIII **Duties of Officers**

Section 1: President

The duties of the president shall be:

- a. to preside at all meetings of the Board of Directors and at all meetings of the Delegate Assembly;
- b. to serve at the direction of the Board in capacities that may be determined from time to time;
- c. to sign and acknowledge all deeds and instruments for the transfer, conveyance, and assignment of the property belonging to this corporation, and all instruments, contracts, and papers necessary or convenient in the transaction of the business and affairs of this corporation;
- d. to make a full and detailed annual report of the affairs of the corporation at the first-quarter meeting of the Delegate Assembly.

Section 2: Vice-President

The duties of the vice-president shall be:

- a. to act in the capacity of the president in the latter's absence or disability;
- b. to serve at the direction of the Board in capacities that may be determined from time to time.

Section 3: Secretary

The duties of the secretary shall be:

- a. to keep an accurate record of the minutes of all meetings of the Delegate Assembly and of the Board of Directors;
- b. to carry on such correspondence as directed by the Delegate Assembly and the Board of Directors;
- c. to send, or cause to be sent, proper notices of meetings;
- d. to keep, or cause to be kept, the official roster of congregational delegates to the Delegate Assembly, and to keep safely and systematically all papers, records, and documents belonging to the corporation.

Section 4: Treasurer

The duties of the treasurer shall be:

- a. to keep, or cause to be kept, an accurate record of all receipts and disbursements;
- b. to make, or cause to be made, monthly reports to the Board of Directors;
- c. to submit, or cause to be submitted, records for an audit, review, or other accounting service, as deemed necessary by the Board of Directors.

Section 5: 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, and shall have such authority as delegated by the Board of Directors.

Article IX

Limitation of Board Power

This corporation, through its Delegate Assembly, limits and restricts the powers of the Board of Directors by reserving to itself the right to approve or disapprove the incurring of any extraordinary liability and expenditure.

Article X

The Administrator

The administrator of Faith Lutheran High School of Central Texas shall be:

- a. a rostered member of the LCMS;

- b. subject to the authority of the Board of Directors;
- c. required to attend all Board of Directors and Delegate Assembly meetings;
- d. an ex-officio member of all of the committees of the Board.

Article XI

Corporate Seal

The corporate seal of the corporation shall have the following inscription: Faith Lutheran High School of Central Texas.

Article XII

Relationship to the LCMS

FLHS shall seek and maintain status as a Recognized Service Organization (RSO) of the Lutheran Church – Missouri Synod (LCMS). Recognition by the Synod (i) is not an endorsement of the fiscal solvency of FLHS, nor of services or programs offered by FLHS, (ii) does not express or imply endorsement of the fiscal solvency of FLHS, or Synod responsibility for the debts or other financial obligations of FLHS, and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of FLHS or its subsidiaries and/or affiliates.

Article XIII

Dissolution

Section 1

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

Section 2

If future exigencies should make the dissolution of the corporation necessary, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV

Amendments

These by-laws, other than Article IV, may be amended by a two-thirds (2/3) majority vote of the voting delegates present and voting, provided there is a quorum, at any regular meeting of the Delegate Assembly or at any special meeting called for that purpose, provided that a written copy of the proposed amendment has been sent to the members ten (10) days prior to the meeting at which the proposed amendment is to be considered.

Approved by BOD - 8/24/2023