

CONSTITUTION OF THE CONCORDIA ACADEMY ASSOCIATION OF SCHOOLS

(Revised March 30, 1978; January 23, 1986; July 17, 1986; January 26, 1995;
October 26, 1995; August 12, 1996; April 23, 1998; February 8, 1999;
April 15, 2004; January 19, 2006; April 19, 2007)

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ARTICLE I. Name

The name of this Association shall be: The Concordia Academy Association of Schools.

ARTICLE II. Purpose

The purpose of this Association shall be to own, rent, control, manage, and maintain accredited Lutheran Schools in the Minneapolis-St. Paul metropolitan area in the State of Minnesota.

ARTICLE III. Membership

1. Any congregation belonging to the Lutheran Church-Missouri Synod, or to synods united with the Lutheran Church-Missouri Synod, is a Partner member of this Association by filing with the Secretary of this Association a duly adopted resolution requesting membership in this organization by selecting its delegates in the manner hereinafter described, and by assuming the payment of the annual financial obligation as prescribed by this Association. This paragraph of the Constitution is unalterable.
2. Any Christian member congregation, other than those provided for in Paragraph 1, which shall contribute an annual sum as determined by this Association, shall be called Associate members and shall have the privilege of representation by delegates who have full privilege of the floor at any time.
3. The Association shall be made up of at least two-thirds Lutheran Church-Missouri Synod congregations and all statements containing the word "member", following Article III, paragraph 2 shall refer to both Partner members and Associate members as described in paragraphs 1 and 2 of Article III, except where specifically referring to paragraph 1.
4. A congregation described under paragraph 1 of this article may become a voting member of the corporation in a letter addressed to the Concordia Academy Association of Schools, containing the resolution of the congregation requesting membership in the Association, signed by the President, the Pastor and the Secretary of the congregation.
5. A congregation described under paragraph 2 of this article may become a voting member of the corporation on all matters of concern to the Association except matters of Doctrine and practice thereof, by filing a letter addressed to the Concordia Academy Association of Schools, containing the resolution of the congregation requesting membership in the Concordia Academy Association of Schools, signed by the President, the Pastor, and the Secretary of the congregation.

ARTICLE IV. Governance

The Board of Delegates, through the Executive Council and its called Chief Administrative Officer, shall conduct, manage, and administer all affairs of the Association; rent or lease property; acquire, sell, transfer and convey, mortgage and pledge all real and personal property necessary to conduct the business of the

Association; accept and receive grants and bequests; extend calls with limited tenure and transact any other business necessary to carry out the purpose of the Association.

ARTICLE V. Endowment Fund

The Concordia Academy Legacy Endowment Fund (“The Endowment Fund”) shall be established as a permanent fund of the Concordia Academy Association of Schools. The Endowment Fund shall be subject to the laws of the State of Minnesota, the Articles of Incorporation of the Concordia Academy Association of Schools, the Constitution and By-laws of the association.

The Endowment Fund is created and exists in perpetuity. The Endowment fund shall include one or more subaccounts, solely for the purposes of the school located at 2400 North Dale Street, Roseville, Minnesota; one or more sub-accounts solely for the purposes of the school located at 8201 Park Avenue South, Bloomington, Minnesota; and such other specifically identified sub-accounts as may be established. The Endowment Fund’s principal objectives shall be the promotion and development of growth, mission and vision of the school’s ministry.

The Endowment Fund shall receive and hold all gifts made to The Endowment Fund from sources such as bequests, gift annuities, insurance policies, trusts, or other planned or deferred arrangements, as well as specific cash gifts, and to use them to further the growth, mission, vision and ministry of the school.

ARTICLE VI. Authority

1. The Association shall be a member of the Association of the Lutheran Secondary Schools and shall seek the advice of counselors of education of the church districts. The Minnesota South District’s Board of Directors shall have the privilege to visit the Association’s facilities and faculty to provide such guidance, as they deem appropriate.
2. The Association shall be subject to the policies and practices of the Lutheran Church-Missouri Synod.
3. The Lutheran Church-Missouri Synod has granted Recognized Service Organization status to the Concordia Academy Association of Schools In doing so, the Synod does not endorse the fiscal solvency of the Concordia Academy Association of Schools nor its services or programs and does not express or imply responsibility by the Synod for the debts or other financial obligations of the organization.

ARTICLE VII. Amendments

This Constitution, with the exception Article III, Paragraph 1, may be amended at any regular or special meeting of the Board of Delegates by a two-thirds majority vote of the members present, provided that a written copy of the proposed amendment has been sent to all Board members and to each congregation of the Association at least thirty (30) days in advance of such meeting and provided that at least one-half of the member congregations are represented when the vote upon the proposed amendment is taken.

BY-LAWS OF THE CONCORDIA ACADEMY ASSOCIATION OF SCHOOLS

(Revised March 30, 1978; January 23, 1986; July 17, 1986; January 26, 1995; October 26, 1995; August 12, 1996; April 23, 1998; February 8, 1999; April 26, 2001; April 15, 2004; January 19, 2006, April 19, 2007)

ARTICLE I. Aims and Purposes

The aims and purposes of the Association are to operate schools, known hereafter as Concordia Academy-Roseville and Concordia Academy-Bloomington, which ensure:

1. The diligent teaching of the Gospel of Christ, which is the power of God unto salvation to everyone that believes as taught in the symbols of the Lutheran Church-Missouri Synod for growth in the Christian faith and life;
2. The conduct of the schools to be in keeping with the approved curriculum and academic standards of the State of Minnesota;
3. The maintenance of a well-rounded program of physical education;
4. The provision of facilities and guidance for expression and development of individual student interests and talents;
5. The fostering of daily Christian student fellowship as one of the most powerful factors in building character and training for Christian living;
6. The development of Christian attitudes toward home life and parenthood;
7. The stabilization and strengthening of the congregation and the church at large through the Christian education of the youth; and
8. The development of responsible citizenship and church membership obedient to God's Word.
9. Concordia Academy-Roseville and Concordia Academy-Bloomington shall admit students of any race, color, national and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the schools. Nor does it discriminate in the administration of its education policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE II. Board of Delegates

1. Each member congregation of this Association shall select from its midst up to three (3) delegates. Each delegate and one pastor of each member congregation shall be entitled to vote. Delegates shall report on the activities of the Association regularly to their respective congregations.
2. The Board of Delegates shall ratify the selection of the following officers at its annual meeting; they shall be designated as the Association's Executive Committee: a President, a President-Elect, a Secretary, and a Treasurer. Association officers shall each serve a staggered term of two (2) years (except the President and President-Elect who will serve a three (3) year term as explained below) or until such time that they may be recalled upon a two-thirds majority vote of the Board of Delegates.

3. The President and President-Elect are selected to serve a three (3) year term. The President-Elect position will be filled for the last year of the term of the President.
4. The Chief Administrative Officer and the school principals shall attend all Board of Delegates and Executive Council meetings unless excused by the President.
5. The Executive Council shall initiate a search for Executive Committee members by informing all Association Partner congregations of its intent to seek candidates for needed positions. Candidates shall be drawn exclusively from the communicant membership of the Association's Partner member congregations (Constitution Article III, paragraph 1). Communication regarding a search shall be received at least 90 days prior to the April Delegates meeting. Interviews shall be conducted by the current Executive Committee and CAO, and a recommendation brought to the Executive Council for approval. Upon Council approval, candidates will be presented to the Board of Delegates for ratification at its April meeting.

ARTICLE III. Executive Council

1. The Executive Council shall consist of the Executive Committee, a pastor, and five (5) at-large members.
2. The Executive Committee shall, in case of emergency, make decisions between regularly scheduled Executive Council meetings.
3. The Executive Committee shall appoint a pastor representative and five (5) at-large members to serve two (2) year terms.
4. The Executive Committee shall appoint individuals to fill Executive Committee vacancies for terms that have not expired. Such appointments shall be ratified by a majority of the Delegates present at the next regularly scheduled meeting.
5. Ad Hoc Committees shall be appointed as needed by the Council President or the Chief Administrative Officer.

ARTICLE IV. Governance

1. The purpose of the Executive Council is to efficiently and effectively coordinate and implement the policies and strategic priorities of the schools. The Council will emphasize strategic leadership more than administrative detail. A clear distinction will be established between Council and staff roles as outlined in the Executive Council Policy Manual.
2. The Executive Council, through its Chief Administrative Officer, shall:
 - a. Implement all policies, programs, and decisions of the Executive Council and the Board of Delegates;
 - b. Prepare agendas for all Executive Council and Board of Delegates meetings;
 - c. Provide for the appointment of Ad Hoc Committees deemed necessary for the best interest of the Association;
 - d. Direct specific items of business to Committees;
 - e. Supervise the duties and activities of all Committees;
 - f. Provide bond for the officials charged with the handling of Association funds;

- g. Be authorized to conduct, manage and administer the business of the Association between Board of Delegates' meetings except as limited by the Board of Delegates.

ARTICLE V. Financial Matters

- 1. Members shall assume the payment of an annual financial obligation as prescribed by the Executive Council.
- 2. The membership of a member congregation delinquent in its annual financial obligation may be terminated by the Executive Council.
- 3. The financial affairs of the Association shall be conducted on a fiscal year basis defined as commencing on July 1 and ending on the following June 30.

ARTICLE VI. Meetings

- 1. Board of Delegates
 - a. The Board of Delegates shall ordinarily meet on the third Thursday during the months of January, April, and October. Year-end reports shall be mailed to delegates by July 30.
 - b. The April meeting shall be designated as the Association's annual meeting.
 - c. Special meetings may be called by the Association President, the Executive Council, or upon petition of fifteen (15) delegates. Special meeting announcements shall be mailed to all delegates no later than ten (10) days prior to the date of said special meeting.
 - d. Meetings shall be conducted in accordance with Robert's Rules of Order Revised.
- 2. Executive Council
 - a. The Executive Council shall ordinarily meet monthly.
 - b. Special meetings may be called by the Association President or upon petition of three (3) Council members. Special meeting announcements shall be mailed to all Council members no later than seven (7) days prior to the date of said special meeting.
 - c. Meetings shall be conducted in accordance with Robert's Rules of Order Revised.

ARTICLE VII. Quorum

- 1. The presence of delegates from one quarter of the member congregations shall constitute a quorum for Board of Delegates meetings.
- 2. A majority of the voting membership of the Executive Council shall constitute a quorum.

ARTICLE VIII. Audits

The Executive Council shall be required to have an annual audit made for all Association books by qualified auditors within ninety (90) days of the end of the fiscal year.

ARTICLE IX. Concordia Academy Legacy Endowment Fund

1. The principal of The Concordia Academy Legacy Endowment Fund (“The Endowment Fund”) shall not be expended, except in cases of extreme emergency determined jointly by The Endowment Fund Committee and the Executive Council. Such emergencies and their funding will be prominently included in the regular reporting of The Endowment Fund Committee. Principal is defined as the amount of the original gift.
2. It is anticipated that an annual distribution of funds will be made available to Concordia Academy, Roseville, Minnesota by the Endowment Fund Committee from the sub-accounts maintained specifically for Concordia Academy-Roseville under the Endowment Fund. It is further anticipated that an annual distribution of funds will be made available to Concordia Academy-Bloomington, Bloomington, Minnesota, by the Endowment Fund Committee from the sub-accounts maintained specifically for Concordia Academy-Bloomington under the Endowment Fund. It is further anticipated that one or more additional sub-accounts may be established, from time to time, for such other schools as the Association may establish or acquire and that an annual distribution of funds will be made available by the Endowment Fund Committee from the sub-accounts established for such other schools. Said distributions will be calculated as up to 5% of the average balance of the previous twelve quarters or however many quarters since the fund’s inception, if less than three (3) years. The distribution of funds will only be made from the earned income of the Endowment Fund which includes interest, dividends and realized net gains, attributable to any specific sub-account.. Any portion of the annual, distributable funds not distributed in any given year will be retained in The Endowment Fund for expenditure in future years.
3. The Endowment Fund shall exist under the authority of The Executive Council of the school, which shall create an Endowment Fund Committee to administer the Endowment Fund.
 - a. The Endowment Fund Committee shall report directly to the Council.
 - b. There shall be no more than nine (9) and no fewer than five (5) members. In addition, Endowment Committee members shall include:
 - The Treasurer of the LHSA (Permanent member)
 - The CAO of the LHSA (ex- officio) or his/her designee (non-voting)
 - The Development Director of the LHSA (ex-officio) (non-voting)
 - c. The Executive Council shall ratify the selection of the following officers: Chair, Vice Chair, and Secretary/Treasurer.
 - d. The Endowment Fund Committee members shall be appointed by the Executive Council for three (3) year terms, no more than three (3) members terms expiring in any given year, and may be re-elected.
 - e. Endowment Fund Committee members may not serve more than three full or partial consecutive terms. A former committee member may be reelected after a lapse of twelve (12) months following the completion of the third consecutive term.
 - f. In the event of a vacancy on the committee, The Concordia Academy Executive Council shall at its next regular meeting, upon the recommendation of the existing committee, appoint a member to fill the vacancy.
 - g. An Endowment Fund Committee member may be removed with cause by an affirmative vote of 2/3 (two-thirds) of the committee members present at a duly called meeting, provided that no less than five days and no more than 30 days notice is given for such meeting. Notice of the proposed removal of the member shall be given to each committee member. The action of the Endowment Fund committee shall be forwarded to the Executive Council for approval.
 - h. The Endowment Fund committee may establish subcommittees to assist in the management of the Endowment Fund with Executive Council approval.

- i. No compensation shall be paid to any member of The Endowment Fund for services as a member of the committee.
4. The Endowment Fund Committee is empowered to act as follows:
 - a. Select, contract or terminate the fiscal agent(s) and direct the fiscal agent(s) as to management of the monies and custodial policy involving distribution, rebalancing and asset allocation of the Endowment Fund.
 - b. Develop and implement policies and procedures for the Endowment Fund upon approval from the Executive Council.
 - c. Accept and acknowledge un-restricted, un-designated gifts to The Endowment Fund, or other gifts as specified in the following paragraph.
 - d. Review any proposed gifts containing restrictions or designations that are to be placed in The Endowment Fund with regard to their compliance with the school's mission statement, the Endowment Fund mission statement, compliance with the Gift Acceptance Policy and the tax exempt status of the School. The recommendations of The Endowment Fund Committee to accept or decline a gift for inclusion in The Endowment Fund shall be reported to an appropriate meeting of The Executive Council.
 - e. Invest the monies of The Endowment Fund in such a way as to achieve a reasonable growth of the fund while not incurring significant risk to the principal of the fund.
 - f. Maintain a record of all gifts to The Endowment Fund: the value, the donor, the date and the type of each gift, as well as any formal expression by the donor(s) of the use to which the gift might be designated.
 - g. Maintain a complete accounting of all investments as outlined in the policies, including distributions, expenses for activities, the principal of the fund, and income and earnings of the fund.
 - h. Report to the Executive Council quarterly on the current state of The Endowment Fund. The annual report should include a statement of any distributions made from The Endowment Fund, and of the amount of money currently available for distribution.
 - i. Promote the Endowment Fund frequently and consistently throughout the school, the Association members and the community. Costs for this activity may be charged to The Endowment Fund and paid out of current income.
5. The Endowment Fund Committee shall meet no less than annually to review current funding requests. The Endowment Fund Committee will at that time audit previous approved funding, review current requests and authorize distribution to the school. The action of the Endowment Fund Committee shall then be forwarded to the Executive Council for approval.
6. None of the monies of The Endowment Fund will be used to support the following:
 - a. Attempts to influence legislation.
 - b. Political campaigns on behalf of any candidate for public office.
 - c. In any manner which may be contrary to the policies of the Executive Council and the policies of the Endowment Committee.
7. The Executive Council, in conjunction with the Endowment Committee, shall be jointly responsible for an annual certified audit of The Endowment Fund. The certified audit will be presented to and shall be reviewed by the Executive Council and the Endowment Fund Committee within sixty (60) days of completion of the audit.

8. The Concordia Academy Legacy Endowment Fund shall continue in existence and be used as hereinabove provided, so long as the school shall continue to exist. If one or more of the association schools should cease to exist, then the assets constituting the sub-account established in the Endowment Fund for the benefit of that specific school shall become the property of the Concordia Academy Association of Schools or its successor. If no successor Association exists, then the Endowment Fund shall be distributed to the Minnesota South District of the Lutheran Church-Missouri Synod, stipulating said funds to be dedicated to K-12 Lutheran Education. In all events, the successor must qualify as a 501(c)(3) tax exempt organization under the Internal Revenue Code.

ARTICLE X. Dissolution

Upon dissolution of this Association, the Board of Delegates shall transfer and convey all Association property to the Minnesota South District of the Lutheran Church-Missouri Synod.

ARTICLE XI. Amendments

These By-Laws, with the exception of Article I, paragraph 1, may be amended at any regular or special meeting of the Board of Delegates by a majority vote of the delegates present, provided that all delegates have been notified in writing of the proposed amendment no later than thirty (30) days in advance of the meeting and provided that at least one-half of the member congregations are represented at the meeting.