

**CERTIFICATE
OF
INCORPORATION**

and

BYLAWS

**THE COLORADO
LUTHERAN HIGH SCHOOL
ASSOCIATION**

Denver Lutheran High School
Lutheran High School, **Parker**
3201 West Arizona Avenue
Denver, CO 80219

Deleted: of the Rockies

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**CERTIFICATE OF INCORPORATION
The Colorado Lutheran High School Association**

(As amended May 21, 1956; January 2, 1962;
May 15, 1989; May 17, 1999; October 15, 2001)

KNOW ALL MEN BY THESE PRESENT- That we, M.E. Mayer, H.H. Hellbusch, G.W. Wesch, M.W. Schmidt, Geo. P. Rauscher, Ralph G. Gnagy, Mark Junge, Gust C. Bahr, Carl R. Wilder, August Krentz, John Doyle and C.L. Schiller, citizens of the United States, have associated ourselves together as an Association for the purpose of becoming a body corporate and politic, not for pecuniary profit, under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of Article 14, Chapter 41, 1935 Colorado Statutes Annotated as amended by Chapter 124 of Session Laws of Colorado, 1951, we do hereby make, execute and acknowledge this certificate in writing of our intention so to become a body corporate, under and by virtue of said laws.

Draft changes 7/16/07

Draft changes 11/26/06

ARTICLE I

The Corporate name of this Association, a 501(c) 3 not for profit corporation, shall be **THE COLORADO LUTHERAN HIGH SCHOOL ASSOCIATION.**

ARTICLE II

The Association shall have its principal office in the City and County of Denver, State of Colorado.

ARTICLE III

The purpose of the Association shall be to administer and maintain a Lutheran school(s) and conduct such other lawful purposes as set forth in the Articles of Incorporation. The primary purposes of the Lutheran schools shall be to:

1. Teach and nurture the children of Association and other Christian churches into the Christian faith and life as defined by Holy Scripture and the Lutheran Confessions.
2. Bring unchurched children and their parents to know Jesus Christ as their Savior and encourage them to become responsible members of a Christian church by the power of God's Holy Spirit.
3. Enable each child to achieve his or her God-given potential as a servant in the church and in society by providing the highest quality education available.

The schools operated by the Association shall teach, respect, and not act contrary to the doctrine and practice of the Lutheran Church-Missouri Synod (LCMS) in so far as the (LCMS) remain faithful to ARTICLE IV of the Certificate of Incorporation.

Draft changes 7/16/07

ARTICLE IV

The Association 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 of 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 Apostles 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, and the Formula of Concord. The teaching and administrative staff shall be responsible for maintaining these doctrinal standards in both the curricular and extracurricular program of the school.

ARTICLE V

The qualifications for membership in this Association shall be such as may from time to time be established by the By-Laws of the Association.

ARTICLE VI

The affairs and management of this Association are to be under the control of a Board of Directors. There shall be twelve directors.

ARTICLE VII

The officers of this Association, the Executive Committee, shall consist of a President, a President-Elect, a Secretary, and a Treasurer ALL OF WHOM MUST BE FROM A PARTICIPATING CONGREGATION AND MEMBERS OF GOOD STANDING.

Once elected, the Executive Committee will RECOMMEND eight (8) members at large FROM PARTICIPATING CONGREGATIONS, one of whom will be a called and ordained minister of the Lutheran Church-Missouri Synod. These RECOMMENDED members will be ELECTED by the Board of Delegates.

Draft changes 7/16/07

ARTICLE VIII

The time for which this Association is to exist is not limited, but it shall exist perpetually, unless dissolved according to law.

ARTICLE IX

Changes made at Delegates meeting on 5/14

Deleted: , and the directors shall be elected by the members of the Association at such times and for such terms as shall be provided by the By-laws of the Association.

Deleted: ¶

Deleted: who shall be elected from the Board of Directors, shall consist of a president, a vice-president, a secretary, and a treasurer

Deleted: All officers shall be elected by the Board of Directors at its first meeting following the regular annual meeting of the Association. All officers shall hold their respective offices for a period of one year from the

Deleted: date of election or until their successors are elected and qualified.

The seal of the Association shall be circular in form and shall have inscribed thereon the name of the Association, the year of incorporation, the state of its organization (Colorado), and the words “Corporate Seal.”

ARTICLE X

The Lutheran High School Endowment Fund (**Endowment**) is established in order to provide continuous financial support to assist parents and congregations in carrying out their desire to foster Christian secondary education.

All gifts, bequests, and other property placed in the Lutheran High School Endowment Fund shall be held and invested to provide both income and growth of the principal. The income may be expended at the discretion of the **CEO and/or** donors for purposes necessary to further the goals of The Colorado Lutheran High School Association, such as for student tuition aid and for capital needs.

Deleted: each year

Deleted: Board of Directors

The Lutheran High School Endowment Fund shall be promoted and its assets and investments managed by **the CEO through Board Policy.**
Draft changes 7/16/07

Deleted: a separate Board of Trustees of not less than eight members

Deleted: The Board of Directors of The Colorado Lutheran High School Association is empowered to appoint or remove the Board of Trustees of the Lutheran High School Endowment Fund.

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ARTICLE XI

This Association shall adopt such By-Laws as shall be proper for the government of this Association and not inconsistent with these Articles of Incorporation or the laws of this state.

ARTICLE XII

Whenever at least one-third of the members of the Association shall in writing request the president to submit to the membership a proposed amendment or amendments to the Certificate of Incorporation or whenever the Board of Directors may vote to submit a proposed amendment or amendments to the Certificate of Incorporation, the president shall direct the secretary forthwith to call a special meeting of the members for the purpose of considering said proposed amendment or amendments, for a time not less than thirty or more than sixty days thereafter unless a regular meeting of the Association is to be held within sixty days, in which event no special meeting shall be required, but written notice of the proposed amendment shall be sent to all members not less than thirty days in advance of the meeting. Such amendment or amendments shall be deemed adopted by the affirmative vote of two-thirds of the members present at such meeting. However, Article IV, Confessional Standard, shall not be changed.

Deleted: without a unanimous affirmative vote of the association members in a delegate meeting.

ARTICLE XIII

The question of the dissolution of the Association may be proposed and submitted to the membership in such manner and upon such notice as provided in Article XI hereof for amendment of the Certificate of Incorporation. The Association shall be dissolved upon an affirmative vote of two-thirds of the members present at a meeting of which notice has been given as provided in Article XI hereof.

ARTICLE XIV

Members of the Board of Directors of this Association who shall serve until the first annual meeting of the Association or until their successors are elected and qualified are as follows:

Draft changes 7/16/07

M.E. Mayer G.W. Wesch Geo. P. Rauscher
Mark Junge Carl R. Wilder John Doyle

| Changes made at Delegates meeting on 5/14

BY-LAWS OF THE COLORADO LUTHERAN HIGH SCHOOL ASSOCIATION

(As amended September 15, 1957; January 28, 1963; April 3, 1967; August 22, 1969; November 10, 1975; October 10, 1977; October 24, 1988; May 15, 1989; May 20, 1996; May 17, 1999; October 16, 2000)

Paragraph I – General

The Certificate of Incorporation as filed in the office of the Secretary of the State of Colorado on the 6th day of January, A.D. 1953, shall be the Constitution of this Association.

Any provision hereinafter made shall not be in conflict therewith and shall serve only to augment or amplify the Constitution.

Paragraph II – Membership

A. Full membership of the Association shall consist of congregations belonging to the Lutheran Church – Missouri Synod who desire to support the work of The Colorado Lutheran High School Association and have by resolution of the congregation committed the congregation to support of the Association. Such congregations shall be referred to as Participating Congregations.

B. Associate membership of the Association shall consist of those Christian congregations, other than Lutheran Church – Missouri Synod congregations, who desire to support the work of The Colorado Lutheran High School Association and have by resolution of the congregation committing the congregation to support of the Association and have been accepted by the Board of Directors. Such congregations shall be referred to as Sustaining Congregations. MEMBERS FROM SUCH CONGREGATIONS SHALL NOT VOTE NOR BE ELIGIBLE TO HOLD ELECTIVE OFFICE. Sustaining Congregations may become member of the association in a letter addressed to The Colorado Lutheran High School Association, containing the resolution of the congregation requesting membership in The Colorado Lutheran High School Association, signed by the President, the Pastor and the Secretary of the congregation.

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Draft changes 7/16/07

C. The Association shall be made up of at least three-fourths Lutheran Church-Missouri Synod congregations and all statements containing the word "member", shall refer to both Participating Congregations and Sustaining Congregations.

D. MEMBER Congregations shall elect their delegates in the manner hereinafter prescribed and shall assume their assessed fair share of the financial support of the Association. The membership of a Member Congregation delinquent in its annual financial obligation may be terminated by the Board of Directors.

E. The number and qualifications of delegates, which a MEMBER Congregation shall elect or appoint, shall be as follows:

1. Each MEMBER Congregation shall elect or appoint four delegates.

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2. The four delegates designated by each MEMBER Congregation shall include:

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Deleted: Each Participating Congregation shall elect or appoint one additional lay delegate for every 250 communicant members above 500

a. The pastor of the congregation or one of the pastors if the congregation has more than one.

b. The other three delegates elected or appointed by a Member Congregation shall be voting members of that Congregation.

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Deleted: Board for Parish Education or some¶ similar board.¶

3. All delegates elected or appointed by a Participating Congregation shall be voting members of that congregation. ¶

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Deleted: C. The number and qualifications of advisory delegates which a Sustaining Congregation shall elector appoint shall be as follows:¶
1. Each Sustaining Congregation shall elect¶ or appoint three advisory delegates.

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Paragraph III – Duties of Officers

A. The Delegates shall elect 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 with the following duties.

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Sustaining Congregation shall include: ¶
a. The pastor of the congregation or one of ¶
the pastors if the congregation has more ¶
than one. ¶
b. Two members of the laity, including ¶
any professional educators, who hold positions of responsibility in the congregation’s program of Christian education. ¶

B. President– The President shall preside at all meetings of the Association and the Board of Directors. By virtue of this office, the President or the President’s designate shall be a member of all committees but without a vote in the committee.

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The President shall execute legal documents and instruments in the name of the Association.

Deleted: He may designate any other member of the Board of Directors to represent him on committees, but his representative shall likewise be without a vote in such committees. ¶

CThe President-Elect shall perform all of the duties of the President in the event of the President’s absence or inability to act.

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D. Secretary – The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors, and shall have custody of all such minutes, which shall be kept in an official minute book. A written copy of the minutes of the Association shall be sent to all members after each meeting.

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The Secretary shall attest all legal documents and instruments and affix the seal of the Association thereto.

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E. Treasurer – The Treasurer shall have charge of and be responsible for all financial records, for the funds and securities of the Association and for the proper disbursement of the funds of the Association through the CEO. Monies shall be disbursed as directed by the Board through the CEO.

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The Treasurer and all other persons who handle funds of the Association shall be bonded in such amounts as shall be fixed by the Board of Directors.

F. The terms of office of the Executive Committee shall be three years.

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Paragraph IV – Board of Directors

A. The membership of the Board of Directors shall be divided as follows: The Executive Committee, an ordained minister of a Participating congregation (LC-MS), and seven members at large FROM PARTICIPATING CONGREGATIONS. Directors must be members in good standing of the PARTICIPATING CONGREGATIONS.

Deleted: Two called ministers – ordained; two called ministers – commissioned; and eight laymen.

B. The term of members of the Board of Directors shall be three years. All members may be reelected.

Deleted: B. The Board of Directors at its first meeting following the annual election shall elect from the membership of the Board: The President, The Vice-President, The Secretary, and The Treasurer.¶

C. Vacancies occurring on the Board of Directors between elections shall be filled by appointment by the Board of Directors until the time of the next election.

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D. The Board of Directors shall meet regularly during the year. Special meetings of the Board may be called by the President or upon written request to the President by three members of the Board. 50% of the elected Board members shall constitute a quorum for any regular or special meeting of the Board.

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Paragraph V – Powers and Duties of Board of Directors

A. The purpose of the Board of Directors is to clearly identify the purpose and vision of the Colorado Lutheran High School Association and to efficiently and effectively coordinate and implement the necessary policies and strategic plans, through the CEO, to carry out that vision. The Board of Directors will concentrate on the ends to be achieved in terms of vision, purpose and policy, but will not carry out the day-to-day operations of the association or the administrative details. A clear distinction of roles and responsibilities between the Board of Directors and the CEO and the staff will be clearly outlined in the Board of Directors’ Policy Manual.

B. The Board of Directors, through the CEO or the Board’s designate, shall conduct, manage, and administer all the affairs of the Association.

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C. The Board of Directors shall be empowered to call, contract, or dismiss the CEO, according to Board Policy. The Board of Directors through the CEO shall be empowered to call, contract, or dismiss the teaching staff and other personnel.

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D. It shall be the duty of the Board of Directors, by policy and through the CEO, to establish tuition charges to be paid by students attending the Association Lutheran schools. E. The Board of Directors, by policy and through the CEO, shall be empowered to rent or lease property, to buy, sell, transfer and convey, mortgage and pledge all real and personal property necessary to conduct the business of this Association.

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Deleted: All students attending the Association Lutheran schools are expected to pay tuition in the amount designated for their classification. Classifications are: students from Participating or Sustaining Member congregations, students who are children of full-time staff member of The Colorado Lutheran High School Association, students whose father and/or mothers minister full time in the Lutheran Church – Missouri Synod or in Sustaining Member congregations, and students not included in any of the preceding categories.¶
¶
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Draft changes 7/16/07

F. The Board of Directors, by policy and through the CEO, shall be empowered to accept and receive in the name of the Association bequests, legacies, grants, gifts, and endowments.

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G. The Board of Directors shall be empowered to appoint and provide for all committees and for such special committees, as it may deem necessary for the best interest of the Association.

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H. The Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board, the exercise of this power is required in the general interests of this Association, and in such case the Board of Directors may authorize the proper officers of this Association to make, execute and deliver in the name and behalf of the Association such notes or other evidence of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage or pledge the property of this Association, or any part thereof, as security for such indebtedness, and no action of the part of membership of this Association shall be requisite to the validity of any such note, evidence of indebtedness, mortgage or pledge, subject to the limitation expressed in Paragraph V – E above.

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I. The Board of Directors shall be empowered to transact any and all other business, which it may deem necessary or advisable to carry out the purposes of this Association.

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J. The Board of Directors may appoint Advisory Members to serve on the Board as deemed necessary or advisable to carry out the purposes of this Association.

Paragraph VI – Nominations and Elections

A. The Executive Committee shall initiate a search for Executive Committee members by informing all Association Participating congregations of its intent to seek candidates for needed positions. Candidates shall be drawn exclusively from the communicant membership of the Participating member congregations. Communication regarding a

Deleted: At least 30 days prior to the annual meeting the President shall appoint a committee on Nominations consisting of six members, none of whom shall be members of the existing board, whose duty it shall be to prepare and propose a ballot, designating at least two names for each vacancy to be filled on the Board of Directors, bearing in mind an equitable congregational representation.

Draft changes 7/16/07

search shall be received at least 90 days prior to the May Delegates' meeting. Interviews shall be conducted by the current Executive Committee and the CEO, and a recommendation brought to the Board of Directors for approval. Upon Board approval, candidates will be presented to the Delegates for election at its May meeting.

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B. The Committee on Nominations shall present such a ballot to the members at the next annual meeting. Any member of this Association may propose additional names for the vacancies to be filled.¶

¶ C. All elections shall be by ballot and those receiving the highest number of votes shall be elected.¶

Changes made at Delegates meeting on 5/14

Paragraph VII – Audit

The Board of Directors shall be required to have an annual audit made of all books of the Association by qualified auditors whose report shall be submitted to the Board of Directors and to the members of the Association at the annual meeting.

Paragraph VIII – Meetings

A. The Colorado Lutheran High School Association shall hold at least two meetings per year in October and in May. The May meeting shall be designated as the annual meeting.

Deleted: at which all elections shall take place. Other business may be conducted as necessary

B. Special meetings shall be called by the Secretary upon the written request of at least four members of the Board of Directors or upon the written request from members of the Association representing at least one-third of the participating congregations.

C. All reports shall, if directed, be made in writing and a copy filed with the Secretary.

Deleted: of officers and committees

D. A quorum for any regular or special meeting of the membership shall be one-fourth of the total membership with the further requirement that 50% of the Participating Congregations have at least one member present; provided, however, that for the amendment of the Certificate of Incorporation or for the dissolution of the Association, the quorum shall be 50% of the total membership with the further requirement that two-thirds of the Participating Congregations shall have at least one member present. Draft changes 7/16/07

E. Except as other specifically provided in the Certificate of Incorporation and these By-Laws, the meetings of the Association, the Board of Directors and all committees shall be conducted in accordance with Robert's Rules of Order as then revised.

F. Any parent, student, or friend of Lutheran High School shall be entitled to attend (Delegates') meetings of the Association and to be heard, but he or she shall have no vote.

Paragraph IX – Recognized Service Organization Status

The Colorado Lutheran High School Association is solely responsible for the management and fiscal affairs of the Association and for the payment of any debts and liabilities incurred by the Association.

Recognition by the Lutheran Church – Missouri Synod (i) is not an endorsement of the fiscal solvency of the organization nor of the services of programs offered by the Association, (ii) does not express or imply endorsement of the fiscal solvency of the organization, or (iii) cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of the Association and its subsidiaries and/or affiliates.

Paragraph X – Dissolution

If this Association shall be or become dissolved for any reason, so that there is no acting organization, then the property of whatever nature, kind, or description is to be sold by the Board of Directors. The net proceeds will then be distributed to the association congregation(s) active and supportive at the date the decision is made to dissolve. Such distributions will be in proportion to each congregation's financial contribution to the "churches" area of the sources of funds for the prior three full fiscal years. This will be determined by totaling each individual congregation's budget contribution for that period of three years and calculating that figure as a percentage of the total given in that category by all congregations during that three-year period. That percentage applied to the net proceeds at distribution date(s) will be distributed to each respective congregation determined to be eligible in the sole discretion of the Board of Directors.

Draft changes 7/16/07

Paragraph XI – Amendment of By-Laws

These By-Laws may be amended, altered, changed, added to or repealed at any regular or special meeting of the Association by a majority vote of the members present, provided that the members shall have been notified in writing of the proposed amendment 30 days in advance of the meeting.

MEMBER CONGREGATIONS

“Partners in the Ministry to High School Youth”

Arvada	King of Kings Lutheran Church Peace Lutheran Church
Aurora	Hope Lutheran Church Mount Olive Lutheran Church Peace with Christ Lutheran
Boulder	Mt. Hope Lutheran Church
Brighton	Zion Lutheran Church
Broomfield	Beautiful Savior Lutheran Risen Savior Lutheran Church
Castle Rock	Epiphany Lutheran Church
Commerce City	Our Savior Lutheran Church
Denver	Christ Lutheran Church Emmaus Lutheran Church Faith Lutheran Church Good Shepherd Lutheran Mt. Calvary Lutheran Church Mt. Zion Lutheran Church Redeemer Lutheran Church St. Andrew Lutheran Church St. Johns Lutheran Church Trinity Lutheran Church University Hills Lutheran
Englewood	Immanuel Lutheran Church
Evergreen	Mt. Hope Lutheran Church
Ft. Lupton	Mt. Calvary Lutheran Church
Franktown	Trinity Lutheran Church
Franktown	Grace Lutheran Church
Golden	New Hope Lutheran St. Luke’s Lutheran
Highlands Ranch	Holy Cross Lutheran
Lakewood	Bethlehem Lutheran Concordia Lutheran Holy Shepherd Lutheran Lutheran Church of the Resurrection
Littleton	Ascension Lutheran Church Hosanna Lutheran Church Our Father Lutheran Shepherd of the Hills Lutheran Church

Longmont	Messiah Lutheran Church
Niwot	Divine Savior Lutheran
Northglenn	Gethsemane Lutheran
Wheatridge	Wheatridge Lutheran

Member Congregations as of May 2003