

**Consortium for Classical Lutheran Education
BYLAWS**

Preamble

The undersigned, acting as directors of a nonprofit Consortium in accordance with the provisions of the Uniform Unincorporated Nonprofit Consortium Act, being Chapter 7, Title 53, Indiana Code, do hereby adopt the following bylaws:

Article I

Name, Registration, and Change of Agent

1.1 Name

The name of the Consortium shall be the Consortium for Classical Lutheran Education, hereafter CCLE. For tax purposes, we shall use our historic name, "The Consortium for Classical and Lutheran Education, Inc."

1.2 Registration and Change of Agent

The Board of Directors is authorized to register the name of the authorized agent with the office of the Secretary of State of Indiana, or change the registered agent, pursuant to Indiana Code Section 53-710.

Article II

Duration of Consortium

2.1 Duration

CCLE shall be an association perpetual in its duration.

Article III

Purposes

3.1 Purposes

The purpose of the CCLE is to uphold its mission and vision.

3.1.1 Mission Statement

The mission of the Consortium for Classical Lutheran Education is to promote, establish, and equip individuals and schools committed to confessional Lutheran doctrine and a classical approach to education.

3.1.2 Vision Statement

The Consortium for Classical Lutheran Education will advance and promote classical education within the context of confessional Lutheranism among students, faculty, administrators, pastors, and home educators by providing standards, conferences, professional development, resource materials, and consulting services.

- 3.2 Confession of Faith**
The Consortium and every member accepts without reservation the canonical books of the Old and New Testaments as the inspired and inerrant Word of God and all the Symbolical Books of the Evangelical Lutheran Church as a true exposition of God's Word.

**Article IV
Consortium Membership**

- 4.1 Members**
Members accept without reservation the Confession of Faith, Bylaw 3.2., the "Marks of a Classical Lutheran School," and the "Marks of a Classical Lutheran Educator."
- 4.2 Application**
Members are those whose applications have been accepted through the process determined by the Board of Directors.

**Article V
Board of Directors**

- 5.1 Composition of Board.**
The Board of Directors shall be composed of four (4) Permanent Directors, three (3) Term Directors, and as many Advisory Directors as seems prudent to the Board.
- 5.2 Powers.**
Subject to the provision of the Indiana Code and any limitations herein relating to action required to be approved by the membership, all Consortium powers shall be exercised by or under the authority of the Board of Directors. The business of the Consortium shall be managed under the direction of the Board of Directors.
- 5.3 Election and Term of Office of Directors.**
- 5.3.1** Each of the Permanent Directors shall be chosen and appointed by the Board of Directors.
- 5.3.2** Each of the Term Directors shall serve for a period of three years. Terms of the elected Term Directors shall rotate so that one Term Director is elected at each Annual Meeting to serve for the next three years. Term Directors may be nominated by any Consortium Member and shall be elected by a majority of votes cast by Consortium Members at the Annual Meeting.
- 5.3.3 Advisory Directors**
The Board of Directors may designate nonvoting, Advisory Directors by a two-thirds majority vote of the Board. Their term of service shall continue at the discretion of the Board. Advisory Directors may serve as "at-large" representatives of CCLE.

- 5.4 Vacancies on the Board of Directors**
Any vacancy due to member and/or Board action, death or resignation, may be filled by an affirmative vote of a majority of the remaining directors.
- 5.5 Qualifications of Directors**
5.5.1 Each director on the Board of Directors shall be a Consortium Member and a member in good-standing of a Lutheran congregation. All Term and Permanent Directors must be members in good-standing of a congregation of The Lutheran Church—Missouri Synod.
- 5.5.2** Paid staff members of CCLE are excluded from voting membership on the Board. They are not excluded from being an Advisory Director.
- 5.6 Directors' Meetings and Quorum**
5.6.1 The Board of Directors of the CCLE shall meet from time to time as need dictates.
- 5.6.2** A majority of Directors, including the Chairman or his designee, shall constitute a quorum for the purpose of transacting Board business.
- 5.6.3** The Board may, as circumstances dictate, adjourn to closed session from time to time to address spiritual, personnel or disciplinary concerns.
- 5.6.4** All meetings of the Board shall be conducted according to Roberts' Rules of Order using a pre-published agenda. Minutes of all regular Board meetings will be permanently maintained by the Secretary.
- 5.7 Board Officers**
5.7.1 The Board shall choose a voting Director to serve as Chairman of the Board, who shall preside over the meetings of the Board of Directors. The Chairman shall enjoy full privileges of voting and debate, but shall be precluded from making motions while in the office of Chairman. In the absence of the Chairman, the Board shall choose a Vice-Chairman to act in his place. The Chairman shall sign, with the Secretary, any legal instrument or document approved by the Board of Directors.
- 5.7.2** The Board shall choose a voting Director to serve as Secretary of the Board and the Consortium, who shall cause to be kept minutes of all meetings and actions of Directors, committees, and Consortium Members with the time and place of meeting, the names and number of members present, and the proceedings thereof. The Secretary shall cause notice to be given of all meetings of the Board of Directors and the Consortium, as may be required by the Bylaws. The Secretary shall sign, with the Chairman, any legal instrument or document approved by the Board of Directors. The Secretary shall cause to be kept a membership register, showing the names of all Consortium Members and their addresses.

- 5.7.3** The Board shall choose a voting Director to serve as Treasurer of the Board and the Consortium, who shall cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the Consortium, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The Treasurer shall cause to be deposited all moneys and other valuables in the name and to the credit of the Consortium with such depositories as may be designated by the Board of Directors. He shall cause the funds of the Consortium to be disbursed as properly directed, and he shall render to the Board of Directors an account of all his transactions as Treasurer and of the financial condition of the Consortium.
- 5.8** Board Action
- 5.8.1** The Board will be considered to have acted when, and only when, in a duly-constituted Board meeting or e-mail vote, a proposal is moved, seconded, discussed, and passed by the appropriate majority.
- 5.8.2** No director, officer, staff member or employee of the CCLE may represent anything as being the position of the CCLE unless the position has been duly approved by formal action of the Board of Directors as set forth above.
- 5.9** Ad Hoc Committees
- The Board of Directors may, by resolution passed by a majority, designate such ad hoc committees as may be appropriate, consisting of two or more Directors, and others, as deemed necessary to carry out the activities and purposes of the Board. All committees serve at the pleasure of the Board and may be comprised of Directors and any others who may be approved to serve by a majority vote of the Board.
- 5.10** Removal of Directors
- Any Director may be removed by a majority vote of the Board.

Article VI

CCLE as a Recognized Service Organization of The Lutheran Church—Missouri Synod

- 6.1** Recognition by the Synod (The Lutheran Church—Missouri Synod)
- 6.1.1** is not an endorsement of the fiscal solvency of The Consortium for Classical and Lutheran Education, Inc (CCLE), nor of services or programs offered by CCLE,
- 6.1.2** does not express or imply endorsement of the fiscal solvency of CCLE, or Synod responsibility for the debts or other financial obligations of CCLE, and
- 6.1.3** does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of CCLE or its subsidiaries and/or affiliates.

Article VII
Amendments to the Bylaws

- 7.1 These bylaws may be altered, amended, or repealed by a two-thirds vote of the Board of Directors.**

Approved by the CCLE Board of Directors
5 February 2020