



# **BYLAWS**

**(EFFECTIVE MAY 8, 2024)**

# BYLAWS

## THE LUTHERAN COLLEGIATE BIBLE INSTITUTE

### Table of Contents

Part I .....	General
Part II .....	Membership
Part III .....	Corporation Meetings
Part IV .....	Officers
Part V .....	Board of Regents
Part VI .....	Academic
Part VII .....	Indemnification
Part VIII .....	Amendments

## **PART I GENERAL**

### **Section 1. Name**

The operating name of the institution operated by the corporation shall be The Lutheran Collegiate Bible Institute (LCBI), also known as LCBI High School.

### **Section 2. Head Office**

The registered head office of the corporation shall be located in Outlook, Saskatchewan.

### **Section 3. Execution of Instruments**

All grants, conveyances, deeds, transfers, leases, assignments, releases, discharges and all other instruments shall be made and executed on behalf of the corporation under its corporate seal attested by the signatures of such members of the Board of Regents, elected pursuant to section 11, or such other individuals as are authorized to do so by the Board of Regents.

### **Section 4. Interpretation**

In the interpretation of these bylaws, words and expressions defined in *The Lutheran Collegiate Bible Institute Act* have the same meanings when used in these bylaws. Words in the singular include the plural and vice-versa; words importing gender include all genders and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

**Section 5.** *Bourinot’s Rules of Order*, latest edition, shall be the governing parliamentary law of the corporation, except as otherwise provided in its constitution or bylaws.

**Section 6.** Proxy or absentee voting shall not be permitted in the transaction of any business.

### **Section 7. Financial Matters**

- a. The fiscal year and the budget year of the corporation shall be July 1 to June 30.
- b. The financial accounts of the corporation shall be submitted annually for audit to a professionally designated accountant appointed by the Board of Regents.

## **PART II MEMBERSHIP**

**Section 1.** The following shall be eligible for membership in the corporation:

- a. any congregation of the Evangelical Lutheran Church in Canada (ELCIC) shall become a member of the corporation upon receipt of an

official resolution from the governing body of the congregation confirming the following:

- i. a desire to become a member of the corporation; and
  - ii. a pledge to support the ministry of the corporation.
- b. other Lutheran congregations may become a member of the corporation subject to the approval of the Board of Regents, upon receipt of an official resolution from the governing body of the congregation confirming the following:
- i. a desire to become a member of the corporation;
  - ii. a pledge to support the ministry of the corporation; and
  - iii. an acknowledgement of the Confession of Faith of the corporation.
- c. individuals who are members of any Lutheran congregation which itself is not already a member, may become a member of the corporation subject to the approval of the Board of Regents, upon receipt of a letter confirming the following:
- i. a desire to become a member of the corporation;
  - ii. a pledge to support the ministry of the corporation; and
  - iii. an acknowledgement of the Confession of Faith of the corporation.

Section 2. Parishes and individuals of The Anglican Church of Canada shall have the same rights and privileges as Lutheran congregations and individuals for the purpose of membership.

Section 3. The members noted in PART II, Section 1 and 2 shall have voice and vote at all corporation meetings.

Section 4. **Associate Membership**

- a. Other Christian congregations may apply to become an associate member of the corporation, subject to the approval of the Board of Regents, upon receipt of an official resolution from the governing body of the congregation confirming the following:
- i. a desire to become an associate member of the corporation;
  - ii. a pledge to support the ministry of the corporation; and
  - iii. an acknowledgement of the Confession of Faith of the corporation.
- b. Other Christian individuals may become an associate member of this corporation, subject to approval by the Board of Regents, upon receipt of a letter confirming the following:
- i. a desire to become an associate member of the corporation;
  - ii. a pledge to support the ministry of the corporation; and

- iii. an acknowledgement of the Confession of Faith of the corporation.

Section 5. Associate members shall have voice, but no vote, at all corporation meetings.

Section 6. **Termination of Membership**

Members or associate members may have their membership terminated if:

- a. there is no support for a period of two (2) consecutive years; or
- b. a letter to the Board of Regents is received requesting termination of membership.

**PART III CORPORATION MEETINGS**

Section 1. There shall be an Annual General Meeting (AGM) held in Outlook, Saskatchewan, during the months of September, October or November of each year to carry out the following responsibilities:

- a. elect the members of the Board of Regents;
- b. approve or reject amendments to the constitution or bylaws;
- c. receive reports from the Board of Regents and the President of LCBI; and
- d. make recommendations to the Board of Regents.

Section 2. Notice of the AGM shall be sent to all members and associate members no less than thirty (30) days prior to the meeting.

Section 3. Quorum for the AGM shall be at least fifteen (15) voting members.

Section 4. Special meetings, for specified purposes, shall be called by the Chair of the Board of Regents to be held within ninety (90) days of receiving a request in writing from two-thirds (2/3) of the members of the Board of Regents or from at least ten (10) members of the corporation.

Section 5. **Voting Representation**

- a. All individuals attending the AGM shall advise the AGM Registrar of their name, address and home congregation.
- b. Member congregations may be represented by up to five (5) individuals in attendance, either by resolution from the governing body of the congregation, or, if no such resolution is received by the AGM Registrar prior to the AGM, then the first five (5) individuals of that congregation will be designated as the voting representatives.
- c. All individual members in attendance shall be granted voting privileges once the AGM Registrar confirms their membership in the corporation.

Section 6. The Board of Regents shall appoint a nominating committee. No individual who is eligible for re-election to the Board of Regents may serve on the nominating committee. Additional nominations may come from the floor. All nominations require prior written consent from the nominee.

## **PART IV OFFICERS**

Section 1. The officers of the corporation, specifically the Chair, Vice-Chair, Secretary and Treasurer, shall be the Executive Committee.

Section 2. During the intervals between meetings of the Board of Regents, the Executive Committee shall possess and may exercise (subject to any restrictions which the Board of Regents may from time to time make) all of the powers of the Board of Regents in the management and direction of the operation of the corporation (save and except only such acts as must by the Act or these bylaws be performed by the Board of Regents itself) in such a manner as the Executive Committee may deem best in the interest of the corporation. All actions of the Executive Committee shall be recorded and reported to the Board of Regents at the meeting next succeeding such actions and shall be subject to revision or alteration by the Board of Regents, provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

Section 3. Three (3) members of the Executive Committee shall constitute a quorum.

### **Section 4. Chair of the Corporation**

- a. The Chair of the corporation shall be the Chair of the Board of Regents.
- b. The duties of the Chair shall include to:
  - i. preside at corporation and Board of Regents meetings; and
  - ii. represent LCBI publicly.

### **Section 5. Vice-Chair of the Corporation**

- a. The Vice-Chair of the corporation shall be the Vice-Chair of the Board of Regents.
- b. The duties of the Vice-Chair shall include to:
  - i. preside at corporation and Board of Regents meetings upon the request of the Chair or the Board of Regents; and
  - ii. represent LCBI publicly.

### **Section 6. Secretary of the Corporation**

- a. The Secretary of the corporation shall be the Secretary of the Board of Regents.

- b. The duties of the Secretary shall include to:
  - i. serve as or appoint the AGM Registrar;
  - ii. maintain and verify a membership list;
  - iii. provide notice to all members and associate members of corporation meetings; and
  - iv. keep or cause to be kept all record keeping on behalf of the corporation.

**Section 7. Treasurer of the Corporation**

- a. The Treasurer of the corporation shall be the Chair of the Finance Committee of the Board of Regents, who with the aid of the Business Manager shall:
  - i. be responsible for the proper handling of all funds and the routine business management of the corporation;
  - ii. make full report of the financial affairs of the corporation to the Board of Regents and the members present at the AGM;
  - iii. prepare an annual budget; and
  - iv. ensure an appropriate audit of the finances of the corporation is conducted annually.

**Section 8.** All members of the Executive Committee shall be elected by a majority vote of the Board of Regents at the first duly called meeting of the Board of Regents following the AGM.

**Section 9.** All members of the Executive Committee shall be elected for a term of two (2) years and are eligible for re-election but may not serve more than four (4) consecutive terms.

**Section 10. Vacancies**

- a. If the position of Chair becomes vacant, the Vice-Chair shall assume the duties of Chair until the next duly called meeting of the Board of Regents at which time a new Chair shall be elected to serve until the next AGM.
- b. If the position of Vice-Chair, Secretary or Treasurer becomes vacant, the Chair shall appoint an individual to fill that position until the next duly called meeting of the Board of Regents at which time an election shall be held to fill the position until the next AGM.

**PART V BOARD OF REGENTS**

**Section 1.** Members of the Board of Regents shall be elected at the AGM for a term of four (4) years and are eligible for re-election but may not serve more than two (2) consecutive terms.

- Section 2. In determining eligibility for re-election to the Board of Regents, a term of two (2) years or more shall be counted as a full term.
- Section 3. There must be at least one year interim before a member of the Board of Regents is eligible for election following two (2) consecutive terms.
- Section 4. If a position becomes vacant on the Board of Regents, the Board of Regents may appoint an individual to serve until the next AGM.
- Section 5. All terms of office, except as otherwise provided in these bylaws, shall begin at the conclusion of the meeting at which the election occurred.
- Section 6. **Duties of the Board of Regents**  
The Board of Regents shall:
- a. meet at least twice per year;
  - b. elect the President of LCBI by a two-thirds (2/3) majority vote;
  - c. conduct all business in accordance with the constitution and bylaws;
  - d. meet annually to review the strategic goals and policies that will guide the Board of Regents and Administration of LCBI;
  - e. work to ensure that there is adequate financing to achieve the goals of LCBI and shall see that the business of the corporation is managed responsibly;
  - f. ensure that adequate accounting records are maintained for all accounts; and
  - g. ensure there is an annual audit with a report made in writing annually to the Board of Regents and members at the AGM.
- Section 7. Meetings of the Board of Regents may be called by the Chair, or by the Executive Committee, and shall be called by the Chair upon the written request of a majority of members of the Board of Regents.
- Section 8. Meetings of the Board of Regents may be held provided that fifteen (15) days written notice of such meeting is provided to each member of the Board of Regents.
- Section 9. The Board of Regents may conduct a vote via email. Protocol for conducting these votes shall be outlined in a policy approved by the Board of Regents. Results of the vote shall be recorded in the minutes of the next Board of Regents meeting.
- Section 10. Board of Regents members may participate in a meeting of the Board of Regents by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other. Each Board of Regents member participating in such a meeting by such means is deemed to be present at the meeting.



Section 11. A majority of the members of the Board of Regents shall constitute a quorum.

**Section 12. Removal of Member of Board of Regents**

Any member of the Board of Regents may be removed from office by the following procedure:

- a. A motion of non-confidence may be introduced as a point of order at any time during a duly called meeting of the Board of Regents, provided that the named individual has been informed prior to the meeting and is offered an opportunity to speak at the meeting or provide a written response.
- b. This portion of the Board of Regents meeting shall be moved in camera.
- c. All members of the Board of Regents shall be given an opportunity to speak.
- d. The vote on this motion shall be done by secret ballot.
- e. The individual shall be removed from office only if the motion is passed by least two-thirds (2/3) of the votes cast.

**Section 13. Advisory Members**

The Advisory Members to the Board of Regents shall be:

- a. the President of LCBI;
- b. the Bishop of the Saskatchewan Synod of the Evangelical Lutheran Church in Canada;
- c. the President of the LCBI Alumni Association; and
- d. any other individual(s) as determined by the Board of Regents.

**PART VI ACADEMIC COURSES**

Section 1. The courses offered at LCBI shall be those prescribed by the Department of Education of the Province of Saskatchewan.

Section 2. Religious instruction at LCBI shall be on the list of required subjects for all students in each grade.

Section 3. The members may, at a corporation meeting, establish additional departments when conditions warrant it provided that the resolution is passed by at least two-thirds (2/3) of the votes cast.

**PART VII INDEMNIFICATION**

Section 1. This corporation shall indemnify and hold harmless each member of the Board of Regents, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or

be incurred as a result of occupying the position or performing the duties of a member of the Board of Regents.

Section 2. The corporation shall not indemnify any member of the Board of Regents or any other person for illegal acts, acts of fraud, dishonesty or bad faith.

Section 3. The corporation shall, at all times, maintain in force such liability insurance as may be approved by the Board of Regents.

## **PART VIII AMENDMENTS**

Section 1. Amendments to these bylaws, not conflicting with the constitution, may be made at any meeting of the corporation if passed by a majority vote.