

Amended and Restated Bylaws of Concordia University System

January 2025

PREAMBLE

The Concordia University System is a synodwide corporate entity of The Lutheran Church—Missouri Synod. Bylaw section 3.6.6 is the principal section, without limitation, of Synod Bylaw's applicable to the CUS.

ARTICLE I. Board of Directors and Officers

Section 1.

The Board of Directors of the Concordia University System shall be composed of ten voting members and six nonvoting members (no more than two members elected by the Synod shall be from the same district and no voting member shall be a regent, executive, faculty, or staff member, as defined in Bylaw 1.5.1.1, of a Synod college or university):

Voting Members:

1. Two ministers of religion—ordained elected by the Synod
2. One minister of religion—commissioned elected by the Synod
3. Two laypersons elected by the Synod
4. Four persons appointed by the elected members listed above, after consultation with the President of the Synod and the Institution Advisory Council. At least two of the four must have background experience in higher education administration or accreditation.
5. The President of the Synod or his representative

Nonvoting Advisory Members:

1. One district president appointed by the Council of Presidents
2. One representative designated by the Board of Directors of the Synod
3. One representative designated by the Commission on Theology and Church Relations
4. The Chief Mission Officer of the Synod or his representative
5. One university president chair who is designated by, and is a member of, the Institution Advisory Council and whose institution is a college or university presently in good standing according to Synod Bylaws.
6. One university board of regents chair who is designated by the Institution Advisory Council and whose institution is a college or university presently in good standing according to Synod Bylaws.

**Bylaws
Concordia University System**

p. 2

The advisory university president and university board of regents chair shall be drawn from different institutions. Neither the advisory university president nor the advisory board of regents chair shall participate in the work or the sessions of the board as they relate to the ecclesiastical visitation of any individual college or university.

All directors must be communicant members of congregations that are members of The Lutheran Church—Missouri Synod.

3.6.6.2.1 Persons elected or appointed to the Concordia University System Board of Directors should have demonstrated familiarity with and support of Synod colleges and universities, shall strongly and demonstrably articulate and support the confession and doctrinal positions of the Synod, and shall have demonstrated a high degree of two or more of the following qualifications or background experiences: theological acumen, an advanced degree, higher education administration, higher education accreditation, professional church worker education, administration of or legal counsel to complex organizations, religious nonprofit law, higher education law, or the strengthening of the mission of the Synod's congregations and schools. The President of the Synod (or a designee) and the Secretary of the Synod (or a designee) shall review and verify that nominees are qualified to serve as stated above.

Section 2.

Directors elected by the Synod in Convention shall serve six-year terms and until their successors are duly elected and qualified. Directors appointed to the board shall serve three-year terms. Members shall be ineligible for reelection or re-appointment after serving a total of two successive six-year or three consecutive three-year terms, as further detailed in the Bylaws of the Synod. A person shall cease to be a director at any time that he or she ceases to be a communicant member of a congregation of The Lutheran Church—Missouri Synod. Directors may be removed at any time for cause as prescribed in the LCMS Bylaws. The terms of elected and appointed directors shall be staggered when possible.

Section 3.

A vacancy on the Board of Directors among Directors elected by the Synod in convention shall be replaced by the Board of Directors of the Synod as specified in the LCMS Bylaws. In the event that it is necessary to fill an unexpired term held by appointees to the Concordia University System Board of Directors, the same procedure shall be used that is used for appointing members appointed by the elected members of the board.

Section 4.

An annual meeting and other regularly scheduled meetings of the Board of Directors shall be held at a time and place specified by a resolution of the directors. Special meetings of the

**Bylaws
Concordia University System**

p. 3

Board of Directors shall be held upon call by the President of Concordia University System or upon request of any three of the directors, providing that written or electronic notice of the time and place of any special meeting of directors shall be sent to each director (at the address furnished by that director to the Secretary of Concordia University System) and shall, unless waived, be sent not less than two days before such meeting. The Board shall hold quarterly meetings except as allowed in the Bylaws of the Synod, and may allow for a manner of meeting (e.g., electronic) consistent with the Synod Board of Directors policies. At any meeting, a majority of the voting directors in office shall constitute a quorum.

Section 5.

The Concordia University System Board of Directors shall appoint a President for the Concordia University System. The appointment of the Concordia University System President shall be made according to the process specified in Synod Bylaw 3.6.1.5 [a, (3)-(5)]. The appointment of an interim Concordia University System President shall be made according to the process specified in Synod Bylaw 3.6.1.5 [a, (1)-(2)].

The President as Chief Executive Officer shall have general management and supervision of the business of Concordia University System. He shall be entitled to execute all deeds and other documents as may be authorized by the Board of Directors and shall make such reports as the Board of Directors may require.

Section 6.

Following every regular Synod convention and only after those newly elected have taken office, the Board of Directors shall appoint a Chairman, a Vice Chairman, and a Secretary-Treasurer (all of whom shall be members of the Board) (appointed by the voting members of the board). The powers and duties of the respective officers shall be as follows:

- a. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. The Vice Chairman of the Board of Directors shall preside in the absence of the Chairman.
- b. The Secretary of the Board of Directors shall keep the minutes of all meetings of the Board of Directors, shall be custodian of the seal of Concordia University System, and shall make such reports as the Board of Directors may require.
- c. An assistant secretary may be appointed and shall be entitled to sign such documents as the Secretary may sign, impress the corporate seal on documents, attest to the authenticity of the corporate seal, and perform such other functions as may be directed from time to time by the Board of Directors or the Secretary.
- d. All officers shall hold office until their successors are elected and qualified.

**Bylaws
Concordia University System**

p. 4

Section 7.

The overall responsibility of the Board of Directors of the Concordia University System, in keeping with the objectives of the Constitution, Bylaws, and resolutions of the Synod, is to facilitate ecclesiastical visitation and affirmation of the Synod's colleges and universities and assist with their cooperation and coordination, specifically to assist them with effective and accountable

- (a) preparation of commissioned ministers for service in the Synod and of pre-seminary students for study at a Synod seminary.
- (b) raising up of Lutheran laypersons for lifelong, faithful service to Christ and the neighbor; and
- (c) robust, intentional engagement of all students with the faith taught and practice, with application to their vocations in family, church, and state.

To accomplish these goals and expectations, the Board of Directors of Concordia University System shall

- (a) define and adopt the Lutheran Identity and Mission Outcomes Standards ("Standards") to express the Synod's expectations for all of its college and universities.
- (b) develop and maintain supplemental program standards specific to church worker programs;
- (c) develop and administer financial resources designated to assist the schools in their pursuit of the "Standards," in strengthening of churchly identity, and their achievement of mission outcomes;
- (d) implement, maintain and supervise policies governing the process of formal visitation of the Synod's colleges and universities on the basis of the "Standards"; and
- (e) maintain and supervise the performance of policies governing such visitation, both through (1) regular ecclesiastical and fraternal counsel and encouragement through annual informal visitation and through (2) in-depth ecclesiastical formal visitation and reporting at least once every three years .

In addition, the CUS Board of Directors shall carry out widespread additional responsibilities to

- (f) regularly convene their presidents and, as needed, other leadership to facilitate the schools' coordination, cooperation, and consolidation of operations, in part or in whole, wherever prudent and practically feasible, while not itself assuming any operational or financial responsibility for such efforts;

Bylaws
Concordia University System

p. 5

- (g) review and approve new implementation of and discontinuance (whether actual or constructive) of programs of study leading to professional church work in the interest of the institution(s) and the Synod;
- (h) receive, revise, and recommend to conventions of the Synod for approval any proposals for creating, essentially revising, or renaming programs of study and certification for commissioned ministry
- (h) assist the Synod and its colleges and universities in articulating and advancing the schools' unified public confession and application of the church's doctrine and practice, and, in coordination with the Board of Directors of the Synod, assisting in advancing the common defense of their rights to the free exercise of their confession under the Constitution of the United States and other applicable laws;
- (i) together with districts, congregations, local boards of regents, and national efforts, assist congregations and districts in student recruitment for both professional church work and lay higher education;
- (j) serve as a resource for regents' development of and mandatory training in governance skills especially as they relate to the carrying out of the mission of the Synod's colleges and universities within the mission of the church, and foster regents' growth in aspects of governance related to the expectations of the Standards;
- (k) serve as a resource for the development of lists of potential teaching and administrative personnel, and for the recruitment of highly and variously qualified potential regents, offering in nomination and suggesting for appointment those suitably qualified.
- (l) "create and maintain a *Model Operating Procedures Manual for Faculty and Administration Complaints and Appeal of Termination: Colleges and Universities* subject to approval by the Commission on Constitutional Matters, regarding the handling of faculty and staff complaints and dispute resolution by college/university boards of regents, to include notification of any relevant ecclesiastical supervisor, and monitor compliance with such";
- (m) monitor, inquire into, and report to the President of the Synod regarding the ongoing faithfulness of Synod's colleges and universities to the doctrine, practice, and objectives of the Constitution of the Synod (Const. Art. II and III);
- (n) facilitate, together with respective boards of regents, the processes of president selection and participate in the prior approval process for all initial full-time theology appointments to college/university faculties, facilitated by the CUS President;
- (o) monitor and report to the Synod on the enrollment, graduation, placement, and retention rates in programs leading to candidacy for commissioned ministry or to

**Bylaws
Concordia University System**

p. 6

seminary enrollment and advise the schools on the Synod's worker needs and opportunities for coordination;

(p) in addition to providing its own report, review and respond in each Synod convention *Workbook* to a detailed triennial strategic report prepared by the Institution Advisory Council, summarizing the state and outlook for church worker preparation and confessional Lutheran lay education, campus, and ethos; and

(q) participate with the Board of Directors, Council of Presidents, and respective board(s) of regents in determinations to consolidate, relocate, separate, or divest a college or university).

Section 8.

The Directors shall not be liable for error of judgment, or for any action done or step taken or omitted, or for anything that the Board of Directors may do or refrain from doing in good faith. Directors shall serve without compensation but shall be reimbursed for expenses incurred in carrying out their duties and responsibilities as directors.

ARTICLE II. The Executive Committee

Section 1.

The Executive Committee of Concordia University System shall be composed of its Chairman, Vice Chairman, Secretary-Treasurer, one elected director (who shall be appointed every three years following a regular Synod convention by the CUS Board of Directors after those newly elected have taken office), and the President of the Concordia University System (nonvoting advisory).

Section 2.

The Executive Committee shall have authority to act for the Board of Directors in all matters delegated to it by specific action or by policy of the Board of Directors. However, all actions by the Executive Committee are subject to the requirements of Synod Bylaw 1.5.3.2:

(a) Executive committees may not perform acts specifically required by statute or by legislation or the Constitution, Bylaws, and resolutions of the Synod to be performed by the agency, nor may they overturn actions of the agency.

(b) All executive committee actions shall be reported to plenary sessions of the agency.

Section 3.

Any action taken by the Executive Committee pursuant to the powers herein granted may be accepted as a valid act of Concordia University System by transfer agents, title companies, or any other party dealing with Concordia University System.

**Bylaws
Concordia University System**

p. 7

Section 4.

The Executive Committee shall meet at such time and place as the Executive Committee shall determine. At any meeting of the Executive Committee a majority of the members of the Committee shall constitute a quorum. Every decision by a majority of those present and voting shall be valid as an act of the Executive Committee.

Section 5.

The Executive Committee shall present a written report of its activities to the Board of Directors at each meeting of the Board of Directors.

Section 6.

The members of the Executive Committee shall not be liable for any error or judgment, or for any action or step taken or omitted, or for anything that the Executive Committee may do or refrain from doing in good faith. Members of the Executive Committee shall serve without compensation but shall be reimbursed for expenses incurred in carrying out their duties and responsibilities as members of the Executive Committee.

ARTICLE III. Books, Records, and Reports

Section 1.

The books of Concordia University System shall be audited annually by a certified public accountant selected by the Board of Directors. A copy of the annual audit of Concordia University System and any supplementary audits shall be furnished to the members of its Board of Directors promptly upon their completion. At the next meeting of the Board of Directors following the completion of an audit, the Board of Directors shall review and consider the audit, and its action with respect thereto shall be recorded in the minutes of such meeting.

Section 2.

The books of Concordia University System shall be open for inspection at all reasonable hours to any individual or committee authorized by resolution of its Board of Directors. In addition, disclosure of the financial books and records of the corporation shall be made to member congregations of The Lutheran Church—Missouri Synod in accordance with the following provisions:

- a. The following information shall not be disclosed:
 1. Information that would violate the expected confidentiality of students, donors, and other beneficent entities.

Bylaws
Concordia University System

p. 8

2. Personnel files or other information that would violate the expected confidentiality of officers and employees.
 3. Information that relates to in-process negotiations of financial matters.
 4. Information the disclosure of which would break a legal obligation of the Concordia University System or any of the System institutions (or Synod) or affect pending litigation or claims against the Concordia University System or any of the System institutions (or Synod).
 5. Information that is preliminary in nature or otherwise has not been finalized in its form and content.
- b. Concordia University System shall share, upon request, its quarterly financial statements as reported to its Board of Directors.
 - c. Requests for detailed financial information or the inspection of financial records shall be made in writing to the Synod's Board of Directors by a member congregation of Synod and shall state the records desired and the time period to be covered. Any inspection of financial records shall be done by a member(s) of the congregation or its stated authorized agent at a mutually agreeable time and place.
 - d. All information produced for normal publication or distribution shall be provided free of charge. All requests for information involving research or compilation shall be billed to the member congregation requesting the information on the basis of actual costs. No information shall be released until payment is received.
 - e. The Concordia University System Board of Directors may decline to provide information requested if the board can demonstrate by clear and convincing evidence that the member's request is with the specific intent to cause harm to Concordia University System or to any of the System institutions or with the sole intent of deliberately and significantly disrupting the operations and affairs of Concordia University System or one of its entities or agencies.
 - f. Any declination to provide information or limit inspection shall be explained in writing.
 - g. Challenges to any board decisions declining to provide information or to limit inspection shall be reviewed under the Synod's dispute resolution process.

Section 3.

As promptly as possible after each meeting, the Board of Directors and the Executive Committee shall provide to the members of the Board and the members of the Institution Advisory Council minutes of their respective meetings held during such year.

**Bylaws
Concordia University System**

p. 9

Section 4.

The Board of Directors shall give the CUS Board of Directors and the Institution Advisory Council periodic reports, at least quarterly, of the investments, receipts, and disbursements of Concordia University System.

ARTICLE IV. Amendment of Bylaws

The Bylaws of Concordia University System may be amended by the Board of Directors adopting a resolution by a two-thirds majority vote approving the proposed amendment(s).

Written notice of the proposed amendment(s) to Concordia University System Articles of Incorporation and/or Bylaws shall be given to the members of the Concordia University System Board of Directors no fewer than ten, or if notice is mailed by other than first-class or registered mail, thirty, nor more than sixty days prior to the meeting at which such amendment(s) shall be considered. Delivery of notice electronically by email shall be considered the equivalent of delivery by first-class or registered mail for these purposes.

The governing instruments of the Concordia University System shall be in conformity with the Synod's Constitution, Bylaws, and applicable resolutions of the Synod in convention. Before becoming effective, such governing instruments, and any amendments thereto, shall be reviewed and approved by the Board of Directors of the Synod and the Commission on Constitutional Matters.