



## ARTICLES OF INCORPORATION WITH BYLAWS

As amended May 25, 2023

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## **ARTICLE I**

### **Name**

#### **ARTICLES OF INCORPORATION OF LUTHER COLLEGE DECORAH, IOWA**

**1.01.** The name of this corporation shall be Luther College.

## **ARTICLE II**

### **Duration**

**2.01.**Duration for the corporation shall be perpetual.

## **ARTICLE III**

### **Purposes and Objects**

**3.01.** The purposes and objects of the corporation include any legitimate activity, but primarily the corporation shall:

(a) Establish and maintain a Lutheran educational institution of collegiate rank at Decorah, Iowa that shall give men and women a liberal and thorough Christian college education which will prepare them for service to society and, in particular, to the Evangelical Lutheran Church in America by helping to supply faithful servants ordained and lay, in every field of Christian endeavor; provide suitable grounds and buildings therefor; engage teachers; provide libraries, apparatus and equipment; grant academic degrees, both honorary and in course; establish and administer endowment funds for the benefit of the institution.

(b) Own, hold, control, mortgage, sell and otherwise dispose of real, personal, and mixed property, incident to the carrying on of said business, and convenient in the accomplishment of the purposes for which the corporation is created and organized, and to receive gifts, devises and bequests.

(c) Purchase, own, hold, improve, cultivate, manufacture, lease, sell, assign, transfer, convey, partition, or otherwise dispose of; mortgage, pledge or otherwise encumber; and to deal in and with property of every nature and description whether located within or without the State of Iowa, including but not being limited to lands and any interest or estate therein, buildings, structures, warehouses, factories, and any kinds of types of commodities or merchandise, and notes, accounts, bonds and stocks; all as may be necessary for this corporation to promote and carry out the purposes for which it is organized.

(d) Guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bond, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof, to exercise all rights, powers and privileges of ownership; all as may be incident to the purposes of this corporation.

(e) Issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or otherwise.

**3.02.** It is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation. The corporation

shall be operated exclusively for those purposes allowed an exempt organization under §501(c)(3) of the Internal Revenue Code as amended in its regulations as they now exist or as they may hereafter be amended. Specifically,

(a) No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation; nor shall this corporation participate in or intervene in (including the publishing or distributing of statement) any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulations of funds or any other activities prohibited to taxes and charitable corporations at that time by the Internal Revenue laws and other laws of the United States of America, or of any laws of the State of Iowa, or any other state where such activities of this corporation are conducted.

(b) This is a corporation without stock, no part of the net earnings shall inure to the benefit of any private individual except as reasonable compensation for services rendered, goods received, and other property of or valuable things which may be acquired by the corporation for the accomplishment of these objects.

(c) No dividends shall be declared by this corporation. Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation has been located exclusively for such purposes.

## **ARTICLE IV**

### **Membership**

**4.01.** The members of this corporation shall be those individuals holding the following positions and offices:

(a) The members of the Evangelical Lutheran Church in America Church Council, or the succeeding body of the Evangelical Lutheran Church in America or its successor (the "Church Council"), as such members are appointed in accordance with the discipline and usage of the Evangelical Lutheran Church in America, or its successor. Such members of the Church Council shall remain members of the Corporation until they no longer serve as members of the Church Council

(b) The members of the Board of Regents of this corporation.

(c) The president of the College operated by this corporation.

(d) The officers of the administration of the College.

**4.02.** Advisory members and visitors of the corporation shall be those designated by the constitution of the Evangelical Lutheran Church in America in accordance with its usage and practice.

## **ARTICLE V**

### **Principal Office and Registered Agent**

**5.01.** The location of the principal office of the corporation shall be 700 College Drive,

Decorah, Iowa. The name of its current registered agent at such address is Jenifer K. Ward.

## **ARTICLE VI**

### **Meetings**

**6.01.** The meetings of the members of the Corporation shall be held on an annual or less frequent periodic basis and shall be held at such time and place as is set forth in the notice of meeting.

**6.02.** Notice of meetings of the corporation shall be given to the members at least ten (10) days before such meeting by the Secretary of the corporation. The Secretary of the Corporation shall take fair and reasonable steps to notify all of the members, including providing written notice of the meeting to the President, the Board of Regents, and the Secretary of the Church Council. Proxy voting is prohibited at a meeting of the members of the corporation.

**6.03.** All matters submitted to a vote of the members at any meeting shall be decided by a majority of the votes cast.

**6.04.** The presiding officer of the Church Council of the Evangelical Lutheran Church in America, or its successor ("Church Council"), shall preside at meetings of the membership of the corporation.

## **ARTICLE VII**

### **Management and Control**

**7.01.** The management of the business and affairs of this corporation and the supervision of the curriculum and instruction and policies of the College shall be vested in a Board of Regents.

**7.02.** The Board shall consist of not less than twelve nor more than thirty-one members, including the President of the College. The President shall be an ex-officio member, without vote. At least one (1) member of the Board of Regents shall be a bishop of the Evangelical Lutheran Church in America. Such Regent(s) shall be elected by members of the Board of Regents. The expiration of such bishop's term of office, resignation or removal as a bishop of the Evangelical Lutheran Church in America shall be deemed such bishop's tender of his or her resignation as a member of the Board of Regents. The Board of Regents may accept or reject such resignation in its sole discretion. If the Board rejects such resignation, such bishop shall continue to serve until the end of his or her term, or until such bishop's earlier death, resignation, or removal. A representative from the Evangelical Lutheran Church in America Churchwide Organization is welcome to attend Board Meetings.

**7.03.** Regents are elected by the Board and their election shall be submitted for ratification by the Corporation.

**7.04.** The President of the College shall be elected by the Board of Regents for a term of four (4) years and shall be an active member of a congregation of the Evangelical Lutheran Church in America or another local Christian community of faith. A newly elected president must have an appreciation for the importance of higher education in the Lutheran tradition and a commitment to Luther College as a leader among the colleges and universities of the Evangelical Lutheran Church in America.

**7.05.** Candidates for the Board of Regents shall be nominated by a process set forth in the bylaws.

**7.06.** At least fifty (50) percent of the members of the Board of Regents shall be members of congregations of the Evangelical Lutheran Church in America.

**7.07.** A vacancy in the membership of the Board of Regents shall be filled by the Board. Ratification will occur at the next meeting of the corporation.

**7.08.** The Bylaws may provide for the awarding of regent emeritus status based on years of service and contributions to the Board of Regents. A regent emeritus shall have no voting rights.

## **ARTICLE VIII**

### **Capital Stock**

**8.01.** This corporation shall have no capital stock and shall issue no capital stock.

## **ARTICLE IX**

### **Exemption from Liability for Debt**

**9.01.** The private property of the members, regents and officers of this corporation shall not be liable for any of the debts or liabilities of the corporation.

**9.02.** Members of the corporation performing volunteer services for the corporation are not liable on the debts and obligations of the corporation and the same persons are not personally liable for a claim based upon an act or admission of the person and the performance of the person's duties within the corporation, except for the acts or admissions which involve intentional misconduct or knowing violation of the law or for transactions in which the person derives an improper personal benefit.

### **Indemnification**

Every person who is or has been an officer, regent, or member of the corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding of which he or she may be involved by reason of being director, or officer, or regent, whether or not continuation of the director, or officer at the time such costs and expenses are imposed or incurred. As used herein the term cost and expenses shall include but not limited to council fees and amounts of judgment against and amount paid in settlement by any such director or officer other than amounts paid to the corporation provided that no such officer or director shall be so indemnified.

## **ARTICLE X**

### **Amendments**

**10.01.** Following approval by the Board of Regents of Luther College, any amendments to these Articles of Incorporation shall be approved at a meeting of the members of the corporation by a majority of those present and voting.

## **ARTICLE XI**

### **Bylaws**

**11.01.** Bylaws not inconsistent with these Articles of Incorporation may be adopted, amended or repealed by the Board of Regents without referral to, or action by, the members of the corporation.

# BYLAWS OF LUTHER COLLEGE

## I. BOARD OF REGENTS

**1.01.** The Board of Regents (also referred to herein as the “**Board**”) shall be elected in the manner prescribed in the Articles of Incorporation. Candidates for membership on the Board of Regents shall be nominated by the Governance Committee of the Board.

**1.02.** Regular meetings of the Board of Regents shall be held three times each year, the exact time and place of said meetings to be determined by the President of the College or the Chair of the Board of Regents (also referred to herein as the “**Chair**”).

Special meetings shall be called by the President of the College or by the Chair with written notice emailed or mailed at least five days previous to the day of meeting to each member of the Board at the last known email or mailing address specifying the purpose, time and place of meeting. Special meetings may be held at any time or place if a majority of the members are present and waive notice as to purpose, time and place of meeting. The Chair is required to call a special meeting of the Board whenever five or more members request in writing that such a meeting be called.

Notwithstanding the preceding paragraph, any action may be taken by the Board of Regents without a meeting if such action is recorded in a written consent signed by all members of the Board of Regents, in one document or in separate identical counterparts thereof, including emailed and/or facsimile signature, filed in the corporation's minute book, all as authorized and prescribed by Section 504.822 of the Code of Iowa, as the same may be amended from time to time.

**1.03.** Regents whose elections have been ratified at the meeting of the corporation and Regents elected to fill vacancies shall assume office forthwith.

**1.04.** At the May meeting of even numbered academic years, the Board shall elect Board officers, an Executive Committee of the Board and a Governance Committee of the Board. Board officers assume office on June 1 of that same year.

**1.05.** Except as otherwise provided in the Articles of Incorporation or in these Bylaws or by resolution of the corporation, The Board of Regents has authority for the general management of the affairs of the College; shall oversee the quality of all academic and student life programs and services consistent with the College’s educational mission and standards of excellence; shall have charge of the disposition and management of funds, gifts, and legacies belonging to the College; shall keep the buildings and other property of the College in good repair; shall procure needed land, buildings, libraries, apparatus, and equipment; shall establish the policies and rules and regulations which may be necessary for the efficient organization and administration of the College; shall authorize the granting of degrees, both honorary and in course, upon nomination by the Faculty and shall make provisions for the performance of such other services in connection with the conduct of the College as they deem necessary.

**1.06.** The Board of Regents shall have authority over the accounts of all organizations at the College that handle funds audited at least once a year.

**1.07.** Deeds of conveyance, mortgages, satisfaction of mortgages, contracts and other such documents shall be executed according to guidelines established by the Board.

**1.08.** A quorum of the Board of Regents shall consist of a majority thereof.

**1.09.** In addition to other committees specifically outlined in the Bylaws, the Board of Regents may establish standing committees. Upon assuming office, the Chair of the Board shall appoint committee members and nominate committee chairs. The chairs of the standing committees shall be subject to ratification by the Board and shall assume office on June 1 of the year of election.

**1.10.** Members of the Board of Regents shall be elected for four-year terms. A regent may serve a total of three terms (12 years).

**1.11.** After completing three terms, Regents may be renominated for an additional three terms but may not be renominated for election without interruption for at least a period of two years.

## **II. OFFICERS OF THE BOARD OF REGENTS**

**2.01.** The officers of the Board of Regents shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Treasurer need not be a member of the Board of Regents. Ex-officio members of the Board of Regents shall not be eligible for the offices listed above.

**2.02.** The said officers shall be elected by the Board of Regents for a term of two years and shall hold office until their successors have been elected and shall have qualified. The said officers shall be elected pursuant to the written process adopted and ratified by the Board of Regents.

## **III. CHAIR OF THE BOARD OF REGENTS**

**3.01.** The Chair of the Board of Regents shall preside at the meeting of the Board.

## **IV. VICE-CHAIR OF THE BOARD OF REGENTS**

**4.01.** The Vice-Chair of the Board of Regents shall execute the duties of the Chair in the Chair's absence or inability to act.

## **V. SECRETARY AND ASSISTANT SECRETARY**

**5.01.** The Secretary shall keep a record of all the transactions of the Board of Regents and shall have responsibility for the seal. These documents shall at all times be open to the inspection of the Board of Regents or any member of the Board. Together with the Chair and the President, the Secretary shall sign all diplomas given in evidence of degrees granted by the College.

**5.02.** In the event that the Secretary is not available for executing a document, the Secretary can empower an Assistant Secretary, who has been duly appointed by the Board but who need not be a member of the Board, to sign the document.

## **VI. TREASURER**

**6.01.** The Treasurer shall receive and shall have the custody of all moneys and securities of the College, except as otherwise provided by the College; shall take such measures for their safekeeping, and shall make payments therefrom under such conditions, as the Board of Regents may direct.

**6.02.** The Treasurer shall give a bond, to be approved by the Board of Regents, in such sum as the Board of Regents shall require.

**6.03.** The Treasurer shall prepare an annual statement of the financial condition of the College for the Board of Regents and at other times shall prepare a statement of such financial condition whenever the Board of Regents may require it. The Treasurer's books shall at all times be open to the inspection of the Board of Regents or any member of the Board and shall be audited at least once a year.

**6.04.** In case of protracted absence on the part of the Treasurer or inability to act, the Board of Regents shall make temporary provision to care for the duties of this office. In case of vacancy in the office of Treasurer, the Board shall fill it for the unexpired term.

## **VII. THE EXECUTIVE COMMITTEE**

**7.01.** The Board Executive Committee shall be composed of the Chair, Immediate Past Chair, Vice-Chair, Secretary of the Board, three additional board members elected by the Board, and the Chairs of standing committees of the Board. Interim vacancies in the Executive Committee shall be filled by appointment by the Governance Committee.

**7.02.** The Executive Committee shall have such powers and exercise such authority as the Board of Regents may delegate to it or vest in it.

## **VIII. THE GOVERNANCE COMMITTEE**

**8.01.** The Board shall elect four of its members to serve as members of the Governance Committee. Terms shall be for two years. The Vice-Chair of the Board of Regents will serve as chair of the Governance Committee. The Board Chair and the President shall serve as ex-officio members. Interim vacancies shall be filled by appointment by the Chair of the Board.

**8.02.** The Institutional Planning and Board Affairs Committee shall have the following duties:

- a. To oversee strategic planning, including the identification and tracking of benchmark indicators.
- b. To nominate persons to serve as officers of the Board of Regents, members of the Executive Committee, and members of the Governance Committee. The procedures the Governance Committee shall follow in nominating said persons is outlined in the written process for election of board officers, adopted and ratified by the Board of Regents.
- c. To identify, cultivate, and nominate candidates for Board membership.
- d. To conduct orientation and self-evaluation of the Board and assessment of the President.
- e. To bring forth recommendations to the Board for emeritus status. Regent emeritus status will be awarded based on years of service and contributions to the Board.
- f. To perform such other duties as the Board may delegate from time-to-time.

## **IX. PRESIDENT OF THE COLLEGE**

**9.01.** The President shall be the executive head of the College, the Faculty, and other College personnel, and shall report annually to the Board of Regents or whenever required by them and to the corporation concerning the work and needs of the College. The Board delegates to the President the authority to oversee the day-to-day management activities of the College, subject to the oversight and approval of the Board.



**9.02.** [This section intentionally left blank]

**9.03.** [This section intentionally left blank].

**9.04.** The President shall cause to be prepared the budget for each year to be submitted to the Board of Regents for its approval in a format acceptable to the Board.

**9.05.** In case of protracted absence or an incapacitation on the part of the President, an administrative officer designated by the Board shall assume the President's duties until such time as the Board of Regents shall make temporary provision to care for the duties of the President's office. In case of vacancy in the office of President, the Board of Regents shall fill it in the manner prescribed in the Articles of Incorporation.

## **X. OFFICERS OF ADMINISTRATION**

**10.01.** The Board of Regents shall (a) approve the hiring of such administrative officers of the College as the Board determines is necessary for the good conduct of the College, (b) define the duties of such administrative officers for the day-to-day management of the College, and (c) approve the compensation of such administrative officers.

**10.02.** The officers for the administration of the College shall be the President, the Provost of the College, one or more Vice Presidents, Treasurer, and any other officer so designated by the Board of Regents.

## **XI. FACULTY**

**11.01.** The Board of Regents, upon recommendation of the President, shall grant tenure to certain tenure track Faculty members and prescribe the conditions of tenure.

**11.02.** The Faculty of the College shall consist of the President, the Provost of the College, full-time faculty members holding the rank of instructor or higher, and part-time faculty members who hold either tenured or tenure-line appointments. Others with part-time teaching responsibilities who have previously taught at least seven full courses or the equivalent at the College, and faculty members with primary responsibilities outside the classroom, will also be considered Faculty in years in which they teach at least one full course or the equivalent. In addition, staff who hold appointments as librarians and archivists shall be considered Faculty.

**11.03.** All responsibilities of Faculty set forth in these Bylaws are subject to oversight and approval of the President and the Board, consistent with the Board's overall authority for the general management of the College. The Board may establish such processes as they determine appropriate from time-to-time to seek information on and review recommendations and actions of Faculty taken pursuant to these Bylaws or otherwise may approve, reject, and/or modify certain recommendations and action of Faculty as the Board deems necessary for the good conduct and sound general management of the College.

**11.04.** The Board will consult with those faculty committees relevant to College matters before the Board, as determined to be appropriate by the Board in the spirit of shared governance.

**11.05.** [This section intentionally left blank]

**11.06.** The Faculty, which includes the President and the Provost, with the oversight of the Board of Regents, shall establish the College's departments of instruction, courses of study,

requirements for the admission to the College and for graduation, nominate candidates for degrees. The Faculty shall establish the procedures, including the election or selection of such faculty committees, as may be required to carry out faculty responsibilities set forth in these Bylaws. The Faculty shall in coordination with the College administration establish procedures for suspension or expulsion of students whenever such action is necessary for the welfare of the College. Written procedures or policies that Faculty seek to have adopted by the College to govern faculty responsibilities under the Bylaws or to otherwise apply to the College's Faculty at large, such as, but not limited to any Faculty Handbook, must be approved by the Board. The Board retains the authority to make final decisions on whether to adopt any particular policy or procedure, and the content of such policy or procedure. Following Board review and approval of written procedures, policies, or Faculty Handbook to govern faculty responsibilities under the Bylaws, the Board thereafter must review and approve any subsequent revisions to such policies, procedures, or Faculty Handbook.

**11.07.** [This section intentionally left blank]

**11.08.** In case the President deems it necessary, the President may dismiss a Faculty member or other faculty of any rank and any other staff member with a teaching appointment and shall report such action to the Board of Regents. The faculty member may appeal the dismissal decision to the Board of Regents to the extent permitted by appeal procedures approved by the Regents, and the Regents' decision on any such appeal is final.

**11.09.** In case of complaints of misconduct by the President, any such charge made shall be presented directly to the Board of Regents in writing, properly signed and verified. The decision of the Board of Regents on such charge is final.

## **XII. INDEMNIFICATION OF REGENTS AND OFFICERS**

**12.01.** The College shall indemnify the Regents and officers of the College, in the manner and to the fullest extent now or hereafter permitted by law, in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the College in their capacities of Regents or officers as the case may be. Persons who are not Regents or officers of the College may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Regents. The provisions of this Article shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption hereof, and to persons who have ceased to be Regents, officers or employees and shall inure to the benefit of their heirs, executors and administrators. The Board of Regents may, but shall not be obligated to, purchase and maintain insurance, with respect to the indemnification provided herein, as shall be permitted by law.

## **XIII. AMENDMENTS**

**13.01.** Bylaws not inconsistent with the Articles of Incorporation may be adopted, amended, or repealed by the Board of Regents without referral to, or action by, the members of the corporation.