

CONCORDIA LUTHERAN SCHOOLS OF OMAHA, INC.

SECOND AMENDED & RESTATED BYLAWS

BYLAW I

Purpose & Powers

1.1 Purpose. The purpose of Concordia Lutheran Schools of Omaha, Inc. (Corporation) shall be as are now or may hereafter be set forth in its Articles of Incorporation, including any amendments and restatements thereof (Articles).

1.2 Powers. The Corporation shall have such powers as are now or may hereafter be set forth in the Articles and these Bylaws or are granted by the Nebraska Nonprofit Corporation Act.

BYLAW II

Offices

2.1 Registered Office. The Corporation shall have and continuously maintain in the State of Nebraska a registered office and a registered agent.

BYLAW III

Members

3.1 Membership. Members of the Corporation shall consist of Christian church congregations qualified and admitted as set forth in this Bylaw III.

3.2 Membership Classifications. The Corporation shall admit members according to the following membership classifications, subject to the privileges, conditions and restrictions set forth in these Bylaws:

a. LCMS Members. Any member congregation of The Lutheran Church—Missouri Synod (LCMS) may apply for and be admitted as a member of the Corporation (LCMS Member). LCMS Members shall at all times comprise at least two-thirds (2/3) of the total of all members of the Corporation. LCMS Members may be represented in the Delegate Assembly and individuals from LCMS Members may be elected and serve as members of the Board of Directors.

b. Associate Members. Any Christian congregation not affiliated with the LCMS may apply for and be admitted as an associate member of the Corporation (Associate Member). Associate Members shall not comprise greater than one-third (1/3) of the total membership of the Corporation, and such may be reason for denial or revocation of Associate Member status according to procedures established by the Board of Directors. Associate Members may be represented in the Delegate Assembly and vote thereat, but individuals from Associate Members may not be elected to serve as members of the Board of Directors. Unless a provision hereof specifically states the class of membership to which it applies, the use of the term "Member" hereinafter shall be deemed to refer collectively to both LCMS Members and Associate Members.

3.3 Admission Requirements. The Board of Directors shall establish application and admission procedures and requirements for Members. Applicants shall only be admitted as Members upon the approval of the Board of Directors, which determination shall be made in the sole discretion of the Board of Directors.

3.4 Removal and Withdrawal. Any Member may be removed by the Board of Directors in its sole discretion upon not less than sixty days (60) days prior notice thereto, provided that the Corporation shall refund the pro-rated portion of annual dues which may have been paid thereby. Any Member may withdraw from membership in the Corporation upon not less than sixty days (60) days prior notice thereto, provided that any and all financial obligations to the Corporation are satisfied prior to the date of withdrawal. In either case, such congregation shall have no power to nominate any candidate for the Board of Directors during such notice period. The term of any Delegate to the Delegate Assembly or member of the Pastoral Advisory Committee from such congregation shall automatically terminate as of the withdrawal date, but the term of any Director from such congregation shall continue until the expiration of the term thereof unless sooner terminated due to death, resignation or removal, as set forth herein.

3.5 Delegates. Each Member shall be represented at annual and special meetings of the Corporation by delegates in the Delegate Assembly (Individually, Delegates, and collectively, Delegate Assembly). Delegates may be elected or appointed according to any reasonable means, processes and qualifications and for any length or number of terms which each Member may determine. Each Member shall continuously maintain a list of the names and addresses of all Delegates, and shall provide same to the Corporation annually prior to the annual meeting of the Corporation, or whenever updated.

3.6 Delegate Representation. Each Member shall be represented in the Delegate Assembly by a minimum of five (5) Delegates each, plus one (1) additional Delegate for every five (5) students from such congregations enrolled in a school

operated by the Corporation. The student count shall be determined from the number of students enrolled from Member congregations as of the first day of school of the then current fiscal year. The total number of Delegates from LCMS Members shall never be less than two-thirds (2/3) of the total number of Delegates in the Delegate Assembly, and if such is the case, the number of Delegates from LCMS Members shall be uniformly increased by one (1) Delegate, or such higher number as may be minimally necessary to achieve such two-thirds (2/3) ratio.

3.7 Annual Meeting. The Annual Meeting of the Corporation (which may also be referred to as the Annual Meeting of the Delegate Assembly) shall be held each year during the first full week of May, or as soon thereafter as possible, at a time and place designated by the Board of Directors, for the purposes of electing Directors, approving the annual budget for the succeeding fiscal year, and transacting such other business as may come before the meeting.

3.8 Special Meetings. Special meetings of the Corporation (which may also be referred to as the special meetings of the Delegate Assembly) may be called by the President or Chief Executive Officer for specific purposes. Special meetings of the Corporation shall be called by the President or Chief Executive Officer when a written request, executed by three (3) Directors or signed by ten percent (10%) of the Delegate Assembly, is served upon the President or Chief Executive Officer. Special meetings shall be held at a time and place designated by the President or Chief Executive Officer.

3.9 Notice of Meeting. Notice of any meeting of the Corporation shall be written.

a. Written Notice. Written notice stating the date, time and place of the meeting, and such additional information as may be required by NEB. REV. STAT. § 21-1955, as it now exists or may hereafter be amended, and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by United States mail or by electronic mail delivery confirmed, to each Delegate. Notice to the Members shall constitute notice to the Delegates.

b. Waiver by Attendance. The attendance of a Member at a meeting of the Corporation, by and through one or more representative Delegates, waives objection to lack of notice or defective notice of same, or that a particular item is not within the purpose or purposes described in the notice, unless a Delegate objects on behalf of their Member congregation to the holding of the meeting at the beginning of the meeting or to the transaction of such item when same is presented.

3.10 Record Dates. Every Member at the close of business on the business day preceding the day notice is given is entitled to notice, by and through the record Delegates thereof. Every Delegate representing a Member on the date of the meeting shall be entitled to vote at the meeting. When a determination of Delegates entitled to vote at a meeting of the Corporation has been made as provided herein, such determination shall apply to any adjournment thereof.

3.11 Voting List. The Secretary shall maintain the voting list of the Corporation. The list shall consist of a list of all Members entitled to notice, including the name and address of their representative Delegates.

3.12 Quorum; Participation. The presence of twenty percent (20%) of all Delegates at a meeting of the Corporation shall constitute a quorum at said meeting. If no quorum is present, a majority of the Delegates present may adjourn a meeting of the Corporation from time to time without notice, other than an announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

3.13 Proxies. Proxy voting is prohibited.

3.14 Voting.

a. Each Delegate shall be entitled to one (1) vote on each matter voted on at a meeting of the Corporation. If a quorum is present, the affirmative vote of a majority of the votes entitled to be cast by Delegates at the meeting on the subject matter shall be the act of the Corporation, unless the vote of a greater number is required by the Articles, these Bylaws or by statute.

b. In elections for Directors, each Delegate entitled to vote shall have a total number of votes equal to the number of Directors to be elected. Such votes may not be cast cumulatively for one candidate.

3.15 Action without Meeting. Any action which may be taken at a meeting of the Corporation, may be taken without a meeting if the action is approved by one or more written consents describing the action taken and signed by not less than eighty percent (80%) of voting Delegates. The record date for determining Delegates entitled to vote on an action without a meeting shall be the date the first Delegate signs such consent. Written notice of approval of an action without a meeting of the members shall be provided to all Delegates which have not signed such consent.

BYLAW IV

Board of Directors

4.1 General Powers. The Board of Directors shall have charge of all business and legal affairs of the Corporation, and of maintaining doctrinal standards of the Corporation.

4.2 Number. The Board of Directors shall be comprised of not less than nine (9) nor more than twelve (12) Directors, as follows:

a. Eight (8) Directors shall be elected by the Delegate Assembly at the Annual Meeting of the Corporation from the nominees supplied as set forth in Bylaw 4.3.

b. One (1) Director from a LCMS Member shall be elected by the Pastoral Advisory Committee, as set forth in Bylaw 6.2.

c. The Board of Directors may, from time to time appoint up to three (3) additional Directors with experience or expertise in matters relevant to the affairs of the Corporation, such that their presence would enhance the overall management of the Corporation by the Board of Directors. Such Directors may be, but are not required to be, from Member congregations, but each must maintain membership in good-standing with a Christian congregation.

d. Anything herein to the contrary notwithstanding, no greater than four (4) Directors shall be from any one LCMS Member at any one time.

4.3 Director Nominations.

a. Candidates. Each LCMS Member shall be entitled to nominate no more than three (3) Director candidates per election, and not per vacancy, from amongst the membership of such congregation.

b. Restrictions. Except as otherwise set forth herein, persons employed or called by the Corporation shall be ineligible to serve as a member of the Board of Directors, and, no person may be nominated, elected or appointed to serve concurrently on the Board of Directors and as a member of the Delegate Assembly. Nothing herein shall prohibit an individual from resigning from a current position to assume another.

4.4 Election & Tenure. The term of office for a Director shall be three (3) years, and each Director shall be limited to two (2) consecutive terms of office,

except that the term of office for the Director elected by the Pastoral Advisory Committee shall be one (1) year only and limited to six (6) consecutive years in office. Notwithstanding the foregoing, the eight (8) Directors elected by the Delegate Assembly shall serve staggered terms such that the term of no more than three (3) nor less than two (2) of such Directors commences in any given year, as corresponds to the then existing vacancies.

4.5 Directors ex officio. The Chief Executive Officer and each of the principals of the schools operated and maintained by the Corporation shall be Directors *ex officio*, as shall any other agents, employees or staff members which the Board of Directors shall specifically appoint. Directors *ex officio* shall be entitled to attend all meetings of the Board of Directors and to participate fully in all deliberations. Directors *ex officio* may be excluded from special meetings of the Board of Directors upon an affirmative vote of two-thirds (2/3) of the Directors present. No Director *ex officio* shall be vested with the responsibility of a Director, be counted toward a quorum or be entitled to vote.

4.6 Regular Meetings. Regular meetings of the Board of Directors shall be held at the principal office of the Corporation, or wherever decided upon by the Board of Directors, monthly, or whenever directed by the Board of Directors. Such regular meetings shall be held for the transaction of such business as may come before the meeting, without further notice to the Directors. The Board of Directors may provide for the holding of additional regular meetings by resolution.

4.7 Special Meetings. Special meetings of the Board of Directors may be held when the Board of Directors so decides, when called by the President or Chief Executive Officer or when a written request executed by three (3) Directors is served upon the President or Chief Executive Officer, to be held at such time and place as shall be designated in the notice of the meeting.

4.8 Notice of Meetings.

a. Notice of Regular Meetings. Regular meetings of the Board of Directors may be held without notice.

b. Notice of Special Meetings. Notice of the time and place of a special meeting of the Board of Directors shall be given to each Director at least two (2) days before said meeting by telephone at the telephone number as it appears in the records of the Corporation, by facsimile at the facsimile telephone number as it appears in the records of the Corporation, or by electronic mail at the electronic mail address as it appears in the records of the Corporation. Said notice shall state the date, time and place of the special meeting. Neither the business to be transacted at

nor the purpose of any special meeting of the Board of Directors need be specified in either the notice or waiver of notice of such meeting, unless required by statute.

c. Waiver by Attendance. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the meeting does not comply with the Nebraska Nonprofit Corporation Act.

4.9 Quorum. Fifty percent (50%) of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.10 Telephonic Attendance. Directors may participate in a meeting of the Board of Directors through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting consent thereto. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

4.11 Manner of Acting.

a. Formal Action by Directors. Except as otherwise required by these Bylaws or by statute, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie vote of the Directors, the matter or action voted on shall not be approved.

b. Formal Action by Directors to Dissolve or to Liquidate. Any action of the Board of Directors which results in the dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation shall be a valid act of the Board of Directors if approved by an affirmative vote of two-thirds (2/3) of all Directors. Such action shall require subsequent ratification by an affirmative vote of two-thirds (2/3) of all voting Delegates present at a meeting of the Corporation to be effective.

c. Informal Action by Directors. No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that an action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Directors entitled to vote.

4.12 Resignation. A Director may resign from the Board of Directors at any time by giving written notice to the President, Secretary or Chief Executive Officer,

upon which such resignation shall become effective. The acceptance of such resignation shall not be necessary to make it effective.

4.13 Removal. Any Director, including appointed Directors, may be removed, without cause, at any meeting of the Delegate Assembly by an affirmative vote of a majority of all voting Delegates present.

4.14 Vacancies. A vacancy on the Board of Directors of the Corporation, whether created by death, resignation or removal of a Director, may be filled by affirmative vote of the remaining Directors for the unexpired term of his or her predecessor in office. In the event that the vacancy occurs in the directorship held by the electee of the Pastoral Advisory Committee, then such body shall elect a replacement Director from a LCMS Member from amongst its members. Any Board-appointed Director may be replaced, if the Board of Directors deems appropriate, by subsequent appointment of the Board of Directors.

BYLAW V

Officers

5.1 Officers. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and Chief Executive Officer, and any subordinate officers to fill offices as may be subsequently created by the Board of Directors. Except as set forth herein, officers may, but are not required, to be members of the Board of Directors. The Chief Executive Officer shall be called or contracted by the Corporation, which Call or contract shall be proposed by the Board of Directors and ratified by the Delegate Assembly. The Chief Executive Officer shall be a rostered worker of the LCMS.

5.2 Election and Tenure. The President, Vice-President, Secretary and Treasurer of the Corporation shall be elected by the Board of Directors at the first regular meeting thereof following the Annual Meeting of the Corporation. Each such officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

5.3 Duties and Authority of Officers.

a. President. The President shall be the chairperson of the Board of Directors, shall preside at all meetings of the Delegate Assembly, shall be the secondary executive officer of the Corporation following the Chief Executive Officer, shall have control and management of the business and affairs of the Corporation subject to the control of the Board of Directors and the Chief Executive

Officer, and shall perform such other duties as may be assigned thereby. In the absence of the Chief Executive Officer, or in the event of his or her death, resignation, inability or refusal to act, the President shall be the principal officer of the Corporation, and shall have such powers and perform such duties as are incident to such office.

b. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or the absence of any such designation then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign and shall perform such other duties as from time to time may be assigned by the President, the Chief Executive Officer or by the Board of Directors.

c. Secretary. The Secretary shall attend and keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, have general charge of the corporate minute books of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Chief Executive Officer or by the Board of Directors.

d. Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Chief Executive Officer or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

e. Chief Executive Officer. The Chief Executive Officer shall act as the principal officer of the Corporation. Subject to the control of the Board of Directors, the Chief Executive Officer shall in general supervise, manage and control all of the business and affairs of the Corporation, and shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time. The Chief Executive Officer, may sign, with the President, Secretary or any other proper officer of the Corporation

thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. Additional duties of the Chief Executive Officer shall be as set out specifically in the Call or contract by the Board of Directors or otherwise as directed by the Board of Directors.

5.4 Resignation. Any officer may resign from his or her office at any time by giving written notice to the President, the Secretary or Chief Executive Officer, upon which such resignation shall become effective. The acceptance of such resignation shall not be necessary to make it effective.

5.5 Removal. Any officer may be removed, without cause (except in the case of the Chief Executive Officer, in which case removal shall only be according to the terms of the Call or contract), at any meeting of the Delegate Assembly by an affirmative vote of a majority of all voting Delegates present or by an affirmative vote of two-thirds (2/3) of the Directors.

5.6 Vacancies. A vacancy occurring in any office shall be filled by a person appointed by an affirmative vote of a majority of the Board of Directors for the unexpired term of his or her predecessor in office. A vacancy in the office of the Chief Executive Officer shall be filled by Call or contract of the Corporation.

5.7 Contract Rights. The election or appointment of an officer does not itself create employment or compensation rights.

BYLAW VI

Committees

6.1 Creation of Committees. The Board of Directors may create such committees from time to time as it deems necessary. The Board of Directors shall select the members and designate the Chair of each such committee. All such committees shall have the duties and responsibilities and shall possess such authority as may be assigned by the Board of Directors.

6.2 Pastoral Advisory Committee. In addition to the foregoing, the Corporation shall have a standing Pastoral Advisory Committee which shall consist of at least one (1) pastor from each member congregation of the Corporation.

a. The Pastoral Advisory Committee shall oversee the spiritual welfare of the schools operated by the Corporation, including the religious

curriculum, encourage congregational support and serve as liaison between the Board of Directors and member congregations.

b. The members of the Pastoral Advisory Committee shall elect one (1) of its members to serve a term as Committee Chairman, and one (1) of its members from a LCMS Member to serve a one (1) year term on the Board of Directors as set forth in Bylaw 4.2(b). Two-thirds (2/3) of the members of the Pastoral Advisory Committee must be appointed by LCMS Members.

BYLAW VII

Contracts, Loans, Checks, Deposits & Gifts

7.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. At the direction of the Board of Directors, the President, the Chief Executive Officer or any one or more other Directors may negotiate and consummate for the Corporation all arrangements appropriate, convenient or necessary for any loan to the Corporation. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President, the Chief Executive Officer or any one or more Officers of the Corporation as may be directed by the Board of Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation by the duly authorized officers, agents and employees of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Board of Directors may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which

the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

BYLAW VIII

Fiscal Year

8.1 The fiscal year of the Corporation shall begin on July 1 and end on June 30 each year.

BYLAW IX

Indemnification of Directors, Officers
Employees & Agents

9.1 To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, Delegate, employee or agent of the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

9.2 To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, Delegate, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

9.3 To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director,

officer, Delegate, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

9.4 The indemnity provided for by this Bylaw IX shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Bylaw IX be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

BYLAW X

Prohibition Against Sharing in Corporate Earnings

10.1 No Director, officer, Delegate, LCMS Member, Associate Member or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended (the Code).

BYLAW XI

Exempt Activities

11.1 Notwithstanding any other provision of these Bylaws, no officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Code.

BYLAW XII

Nondiscrimination Policy

12.1 The Corporation shall admit students of any race, color, national or ethnic origin to all of the rights, privileges, programs and activities generally accorded and made available to students attending schools of the Corporation and the Corporation shall not discriminate on the basis of race, color, national or ethnic origin in administering its educational policies, admission policies, scholarship and loan programs, or athletic and other school-administered programs.

BYLAW XIII

Recognized Service Organization Status

13.1 LMCS, through its Board for Congregational Services, grants Recognized Service Organization (RSO) status. In granting the Corporation RSO status, the LCMS does not endorse the fiscal solvency of the Corporation nor its services or programs and does not express or imply responsibility by the LCMS for the debts or other financial obligations of the organization. The Corporation itself shall be solely responsible for the management and fiscal affairs of the Corporation and for the payment of any debts and liabilities incurred by the Corporation.

BYLAW XIV

Miscellaneous

14.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act, the provisions of the Articles or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

14.2 Loans Prohibited. No loans shall be made by the Corporation to an officer or Director. Any Director who votes for or assents to the making of a loan to an officer or Director shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

14.3 Rules & Policies. The Board of Directors may adopt, amend or repeal Rules or Policies (not inconsistent with the Articles or these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, boards, committees and employees.

BYLAW XV

Amendments to Bylaws

15.1 These Bylaws, or any provision of same, may be amended, restated, repealed or replaced at any time in the manner and form provided by the Nebraska Nonprofit Corporation Act.

The undersigned, the President and Secretary of the Corporation, hereby certify that the above are the true and accurate Second Amended & Restated Bylaws of the Corporation as adopted by the members of the Corporation on August 17, 2008.

Dan L. Vehle, President

Rachael A. Meinders, Secretary

