BYLAWS

OF

LUTHERAN SOCIAL SERVICES OF CENTRAL OHIO

REVISED

MARCH~~MARCH~~ ___, 2025~~OCTOBER 1, 2019~~

BYLAWS OF

LUTHERAN SOCIAL SERVICES OF CENTRAL OHIO

ARTICLE I
NAME

The name of this corporation is Lutheran Social Services of Central Ohio. Any reference in these bylaws to LSS-Central Ohio shall be deemed synonymous with Lutheran Social Services of Central Ohio.

ARTICLE II
RELATIONSHIP TO CHURCHES

It is the intent of this corporation to be affiliated with or recognized by one or more of the Lutheran church bodies in accordance with criteria and provisions for affiliation and/or recognition established from time to time by the church bodies.

If and while the corporation is a Recognized Service Organization by the Lutheran Church – Missouri Synod ("Synod") or has a similar status with any other church body, such recognition or status (i) is not an endorsement of the fiscal solvency of the corporation, nor of services or programs offered by the corporation, (ii) does not express or imply endorsement of the fiscal solvency of the corporation, or responsibility by the Synod or any such other church body for the debts or other financial obligations of the corporation, and (iii) does not cause the Synod, and any other such church body or their governing structures (e.g. districts, synods, dioceses) or congregations to incur or be subject to the liabilities or debts of the corporation or its subsidiaries and/or affiliates

ARTICLE III
MISSION STATEMENT

Lutheran Social Services of Central Ohio is a private nonprofit organization dedicated to the expression of Christian love and the fulfillment of justice through the provision of advocacy and needed human services to the people of Central and Southeast Ohio.

In order to effectuate these purposes and, to the extent permitted by the Articles of Incorporation and these bylaws, the corporation is authorized to carry on or undertake any businesses, activities or transactions which a corporation may lawfully carry on or undertake under the Nonprofit Corporation Law of Ohio.

ARTICLE IV

MEMBERSHIP

Section 1. Members of this corporation shall consist of one or more incorporated congregations of the Evangelical Lutheran Church in America, Lutheran Church - Missouri Synod, or other Lutheran congregations which:

a) have previously provided financial or volunteer support to the corporation; or

b) are located within the corporation's service area (as defined in consultation with the appropriate Lutheran church judicatories); and

c) declare in writing their intent to support the purpose and work of the corporation.

Section 2. Associate members of this corporation shall consist of other (non-Lutheran) Christian congregations that provide financial or volunteer support of this

corporation and declare in writing their intent to support the purpose and work of this corporation. Representation of an associate member congregation shall have voice but no vote at corporation meetings.

Section 3. For the purpose of transacting business at corporation meetings, each member congregation shall be entitled to elect annually one delegate for each one-hundred confirmed members or fraction thereof in excess of fifty, except that no member congregation shall be entitled to fewer than two delegates, nor more than 20 delegates. Each delegate shall have one vote on any matter submitted to a vote of the member congregation. Except as provided in Article V, Section 4 below. The affirmative vote of a majority of delegates present shall be necessary for the authorization or taking of any action to be voted upon at such meetings.

ARTICLE V
MEETINGS

Section 1. The Annual meeting of the corporation shall be held during the third month following the end of the fiscal year of the corporation at such time and place as may be designated by a majority of the Board of Directors by written notice to each member and associate member congregation not less than thirty (30) days prior to the meeting.

Section 2. Special meetings of the corporation shall be called upon the written request of no less than one-third of the member congregations or one-third of the Board of Directors or at the direction of the Chair. Notice stating the time, place and purpose of any special meeting shall be mailed to each member and associate member congregation at least ten (10) days prior to the meeting.

Section 3. Any person who is a member of a member congregation or associate member congregation may attend any meeting of the corporation and shall have voice but no vote.

Section 4. Twenty-five delegates shall constitute a quorum at all meetings of the corporation. If at any duly called and noticed meeting of the corporation a quorum of delegates does not exist, a majority of the Board of Directors shall constitute a quorum for such meeting and affirmative vote of a majority of the Board of Directors at such meeting shall constitute the authorization or taking of any action to be voted upon at such meeting.

Section 5. Every member entitled to vote at a meeting of the corporation may be represented and may vote by a proxy or proxies appointed by an instrument in writing, provided such instrument shall be filed with the Secretary before the person holding such proxy shall be allowed to vote thereunder. No proxy shall be valid after the expiration of two (2) years from the date of its execution unless the member executing the proxy shall have specified therein a different length of time for the proxy to continue in force.

Section 6. Meetings of the corporation may be held through conference telephone or similar communications equipment if all persons participating can hear each other. Participation by a member in a meeting pursuant to this Section 6 shall constitute the member's presence at such meeting, provided the member notifies the Secretary in writing prior to the meeting of the name of the person so participating on behalf of the member.

Section 7. All votes at meetings of the corporation may be by ballot or viva voce, as the chairman of the meeting may determine.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by a Board of Directors of no less than nine (9) and no more than twenty-one (21), voting members, a majority of whom ~~must~~ shall be elected by the Board of Directors and shall belong to a congregation which is a member of this corporation and a least 14% of whom shall belong to a Lutheran Church – Missouri Synod congregation.

As provided below, the Board of Directors shall have the responsibility to hold a meeting each month throughout the year. No other individual, entity or committee (including, but not limited to, an executive committee authorized by the Board of Directors) has reserve approval authority or veto power over the Board of Directors with regard to, and in connection with, the corporation's Health Resources and Services Administration (HRSA)-approved health center program. This will not preclude, however, action of the Executive Committee (see below) taken on behalf of the Board of Directors in emergencies, on which the full Board of Directors will subsequently vote.

~~a)~~ Directors shall be elected, by ballot, at a meeting of the Board of Directors ~~at the Annual Meeting of the corporation~~ for terms not exceeding three years. At

Formatted: Indent: Left: 1.01", No bullets or numbering least one-third of the Directors shall be elected each year. The Directors shall elect from their ranks the following officers ~~of the corporation~~: The Chair, Chair Elect and Secretary. A Chair Elect shall be elected every other year for a one-year term. At the completion of that term, the Chair Elect becomes the Chair for a two-year term~~,~~ and then serves as Immediate Past Chair (not an officer) for one year. Therefore, the first year of the Chair's term is concurrent with the term of the Immediate Past Chair. The second year of the Chair's term is concurrent with the term of the Chair Elect. Directors shall be elected under this Article only after consultation with, and receiving the input of, the members of this corporation. A Director may be removed from the Board of Directors if the office is vacated, as provided in Section 7 below, or for any other reason upon the vote of a majority of the Directors, by ballot, at a meeting of the Board of Directors.

~~b)~~a) A Director's term of office shall begin at the first meeting of the Board of Directors following his or her election and shall continue until a successor has been elected and qualified.

~~c)~~b) No person may serve as a Director for more than two consecutive terms, nor for more than seven and one-half consecutive years. (The fulfilling of an unexpired term shall constitute a one term period, if the period of the unexpired term is more than eighteen months.) Notwithstanding the foregoing limitations, if a person is selected as Chair or Chair Elect by the Board of Directors, then that person shall ex officio, continue to be a member of the Board of Directors for the remainder of the term (or terms) of office set forth above. At the expiration of such term or terms, the person shall cease to be a member of the Board of Directors and a vacancy shall exist for the unexpired term. Such vacancy may be filled by the Board of Directors as provided by law.

~~d)~~c) ~~Reasonable~~ Although the corporation presently has a waiver with regard to service on the Board of Directors by a patient of the corporation's health center, reasonable efforts ~~shall~~ will be made to include on the Board of Directors one or more persons who have personally experienced homelessness, represent homeless individuals, have expertise in homelessness, or work with individuals experiencing homelessness.

Section 2. Regular meetings of the Board of Directors shall be held at such times and places as the Board may from time to time determine, except that at least twelve (12) monthly meetings of the Board of Directors shall be held each year.

Section 3. Special meetings of the Board of Directors may be called by the Chair or at the written request of no less than one-third of the Directors. Notice stating time, place and purpose of any special meeting shall be mailed to each Director at least ten (10) days prior to the meeting, except that attendance by a Director at said meeting shall constitute a waiver of such notice.

Section 4. The Board of Directors may act without a meeting only by unanimous written consent of all Directors.

Section 5. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Any vacancy occurring in the Board of Directors shall be filled at the next regular meeting of the Board by an affirmative vote of a majority of the Directors present and shall be subject to the approval of the members at the next meeting of the corporation. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. The Board shall consider vacant the office of any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors. The Chair shall notify each director in writing who is absent for two consecutive regular meetings, that a third consecutive absence shall be considered a voluntary resignation.

Section 8. No Director shall receive any emolument for his or her service but may be reimbursed for expenses associated with attendance at each regular and special meeting of the Board.

Section 9. Any reference in these bylaws to "Directors" or "Board of Directors" is synonymous with the terms "trustees" or "Board of Trustees," respectively, as those terms are used in Ohio Nonprofit Law, Ohio Revised Code, Chapter 1701, as the same may be amended.

Section 10. Responsibilities of the Board of Directors shall include:

a) Approval of an annual budget, including an annual healthcare for the homeless budget;

b) Approval of an annual financial audit;

c) Long term strategic planning, including regular updates of mission, goals and plans;

d) Evaluation of the corporation’s progress in meeting annual and long-term goals;

d)

e) Selection of services to be provided by the corporation;

f) Selection of the hours of services provided by the corporation;

g) Selection of the service delivery sites of the corporation;

h) Selection, evaluation and dismissal of the President and Chief Executive Officer of the corporation;

i) Selection, evaluation and dismissal of the Project Director of the health center, as well as the scope of such job duties, as provided in Article VIII, below. All actions taken in connection with the health center Project Director (as provided under Article VIII) shall be documented in the minutes of the meeting of the Board of Directors.

~~i)~~j) Establishment of general policies and procedures of the corporation;~~ and~~

k) Approval of all grant applications and requests regarding scope of project which require Director approval, including such applications and requests under the Public Health Service Act §330; and

~~j)~~l) Attend monthly meetings of the Board of Directors.~~.~~

ARTICLE VII

OFFICERS

Section 1. The officers of this corporation shall be Chair, Chair Elect, President, one or more Vice Presidents, a Treasurer, and Secretary, and one or more Assistant Secretaries. The Chair, Chair Elect, and Secretary shall be Directors. The President shall not be a Director but shall be entitled to attend and participate in all meetings of the Board of Directors and committees thereof.

a) The Chair Elect and the Secretary shall be elected at an organizational meeting of the Board of Directors held within 15 days following the Annual Meeting of the corporation. An officer shall be elected when such person receives a majority of the ballots cast and shall serve until a successor is duly elected and qualified.

b) A Secretary shall be elected annually for a one-year term. No person shall serve as Secretary for more than three (3) years in any five (5) year period.

c) The President may appoint one or more persons as Vice President, provided that the title indicates a limited scope of authority (e.g., Vice President - Administration).

d) The President may appoint the Treasurer.

Section 2. Any officer or a committee member elected by the Board of Directors or appointed by the President may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 3. The duties of the officers, other than the President, shall be as follows:

a) The Chair shall preside at all meetings of the corporation, Board of Directors and its Executive Committee. The Chair shall be an ex-officio member of all other Board-established committees, and shall have the privilege, but not the obligation of attendance, voice, or vote. The Chair shall have the authority to sign on behalf of the corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The Chair shall act in the place and stead of the President in the event that the office of President is not filled or in the event that the person then serving as President is incapacitated.

b) The Chair Elect shall perform the duties of the Chair in the absence of the Chair, at the Chair's request, or in the event of the Chair's inability or refusal to act; and when so acting, shall have all the power of and be subject to all the restrictions upon the Chair. The Chair Elect shall perform such other duties as from time to time may be assigned by the Chair or Board of Directors.

c) The Vice President(s) shall perform such duties and have such authority as is specifically delegated to them by the President; however, no Vice President shall have any authority to act in the place and stead of the President in his/her absence.

d) The Secretary shall certify the minutes of all meetings of the members, Board of Directors, and its Executive Committee; provide certified copies of records of the corporation or actions of the Board; attest to corporate authority; be custodian of the corporate records; and perform such other duties as may be assigned by the Chair or the Board of Directors. The Secretary shall perform the duties of the Chair Elect when that office is vacant.

e) The Treasurer shall perform such duties as are provided by law.

f) The Assistant Secretary, or Secretaries, shall certify copies of official corporate records or actions by the Board, and attest to corporate authority.

ARTICLE VIII
PRESIDENT; PROJECT DIRECTOR OF HEALTH CENTER

Section 1. The President shall be the chief executive officer of the corporation and shall, in general and subject to the other provisions of these bylaws, supervise and control all of the business and affairs of the corporation in accordance with the policies established by the Board of Directors.

Section 2. The Board of Directors shall elect the President following consultation with the President/Bishop of the jurisdictional units of member congregations.

Section 3. The President shall attend meetings of the corporation and the Board of Directors and shall be an ex officio member of all committees with the privilege of voice, but not vote. The President shall present regular reports to the Board of Directors and to the Executive Committee.

Section 4. The President shall have authority to borrow monies subject to such limitations as are from time to time established by the Board and sign all documents on behalf of the corporation, and otherwise act as authorized by the Board of Directors.

Section 5. The President shall have responsibility for the employment and discharge of employees consistent with the policies of the Board of Directors.

Section 6. There shall be a Project Director (or equivalent titled deemed appropriate by the Board of Directors) for any health center program of the corporation. The Board of Directors shall define the scope and duties of the Project Director and, in all events, shall evaluate, select, terminate, and/or dismiss the Project Director. The Project Director shall be responsible for the proper conduct of the health center program, subject to the direction of the Board of Directors and other key management staff. All employment actions taken by the Board of Directors with respect to the Project Director shall be documented in the minutes of the applicable meeting of the Board of Directors for which such action was taken.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of the corporation, or in a corporation in which this corporation is, directly or indirectly, the sole member or sole shareholder, or in a corporation where such person is serving as a director at the express request of this corporation, and that person's heirs and legal representatives shall be indemnified by the corporation against expenses and liabilities actually and necessarily incurred in connection with the defense of either 1) any action, suit or proceedings to which such officer or director may be a party defendant; or 2) any claim of liability asserted, by reason of such person's being or having been a director or officer of the corporation. Without limitation, the term "expense" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself. In order to be entitled to indemnification, it must be determined that there was no gross negligence or willful misconduct on the officer or director's part, that such officer or director acted in good faith in what that person thought was the best interest of the corporation and, with respect to indemnification for criminal prosecutions, it must be determined that such officer or director did not have reasonable cause to believe such conduct was unlawful.

The preceding determinations shall be made by 1) the court having jurisdiction of the action, suit or proceeding against such director or officer of a suit involving his right to indemnification; or 2) by a majority of the directors of the corporation then in office other than those involved in such matter (whether or not such majority constitutes a quorum) or, if there are not at least two directors of the corporation then in office, other than those involved in such matter, by a majority of a committee selected by the Board of Directors of three or more persons (not including any person involved in such matter) who are, to the extent possible, representatives of members of the corporation; and who may be directors or officers of the corporation, provided that such indemnity in case of a settlement shall not be allowed by such directors or committee unless it is found by independent legal counsel (meaning a lawyer who is not a director or officer or employee of the corporation, and is not a partner or professional associate of a director, officer, or employee of the corporation) that such settlement is reasonable in amount and in the interest of the corporation. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law and shall not be deemed to be a limitation on the Corporation's ability to indemnify other persons.

ARTICLE X
COMMITTEES

Section 1. There shall be an Executive Committee consisting of the Chair, the Chair Elect, the Secretary, the Immediate Past Chair, and, unless otherwise designated by the Board of Directors, the Chairs of all standing Board committees.

The Secretary (an officer), the Chair of the Finance Committee, and two members-at-large shall be board members and selected annually at the Board's organizational meeting. These members shall serve until the next organizational meeting of the Board and until their successors are elected and qualified. No person shall serve as member-at-large for more than three (3) years in any five (5) year period. The Immediate Past Chair shall also be invited to serve on the Nominations/Board Development Committee.

a) The Executive Committee shall meet no less than four times annually, which meetings shall be at times other than those scheduled for meetings of the Board of Directors. Special meetings of the Executive Committee shall be called by the Chair of the Board.

b) ~~Subject to the other provisions of these Bylaws, ~~While no other individual, entity or committee has reserve approval authority or veto power over the Board of Directors with regard to, and in connection with, the corporation's HRSA-approved health center program, t~~T~~he Executive Committee shall manage the affairs and property of the corporation between regular meetings of the Board of Directors, within the limits of policies established by the Board, and~~ between meetings of the Board the Executive Committee shall have the authority to act on all matters which the Board could act unless the Board shall have restricted this authority~~ in a manner consistent with these bylaws. The Executive Committee shall appoint annually a Committee on Nominations which shall nominate persons to serve as Directors and officers; the Executive Committee shall oversee the development of personnel policies and salary and wage guidelines; and the Executive Committee shall set the salary and compensation paid to the President and review annually his or her performance.

c) A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting.

~~c)~~d) All Executive Committee actions will be presented to, and ratified by, the Board of Directors at its next regular or special meeting.

Section 2. There shall be a Finance Committee appointed annually by the Executive Committee. Membership is not limited to Board members, except that the Chair and Vice Chair shall be Board members, and the Chair elected by the Board.

a) The Finance Committee shall meet no less than four (4) times annually, which meetings shall be at times other than those scheduled for meetings of the Board of Directors. Special meetings of the Finance Committee shall be called by the Chair of the committee.

b) The Finance Committee shall monitor the financial affairs of the organization and subsidiaries, including the budget(s), investments, and the annual audit. It shall report on the financial affairs of the corporation and all subsidiaries at each regular Board meeting.

Section 3. The Board of Directors may from time to time establish such other committees and task forces for such purposes and duration as determined by the Board of Directors. Membership in such other committees and task forces shall be appointed by the Chair, and may be removed by the Chair whenever, in the Chair's

judgment, the best interests of the corporation would be served thereby. Such committee members are not required to be members of the Board.

ARTICLE XI
FINANCES

Section 1. The church affiliate status of this corporation shall not cause any Lutheran church body to incur or be subject to the liabilities of debts of the corporation. Moreover, this corporation shall be fully responsible for the management of its fiscal affairs and for any liabilities and debts it may incur.

Section 2. This corporation shall conform with the regulations of the Internal Revenue Code under which it is appropriately granted tax -exempt status as a nonprofit corporation.

Section 3. The Board of Directors, with or without the service of professional counsel, shall administer the endowment funds of the corporation in accordance with the applicable laws of the State of Ohio and, in the case of bequests, in a manner consistent with the intent of the donor. The financial condition of the agency shall be reported annually to the corporation.

Section 4. All financial accounts of the corporation shall be audited annually by a certified public accountant chosen by the Board of Directors.

Section 5. The Board of Directors shall be responsible for approving the annual operating and capital expenditure budgets and operating plan.

ARTICLE XII
SUBSIDIARY CORPORATIONS

The Board of Directors shall have power to establish subsidiary corporations for the execution of any of LSS-Central Ohio's objectives or purposes. Any such subsidiary corporation shall not adopt, amend or repeal any Articles of Incorporation or bylaw or take any action that would impair the income tax exempt status of LSS-Central Ohio without specific approval by the affirmative vote of a majority of the Board of Directors of LSS-Central Ohio.

Each subsidiary shall be required to report regularly on its activities and finances to the Board of Directors, which may grant funds to any such subsidiary on the terms and conditions that the Board of Directors may from time to time determine.

ARTICLE XIII
AUXILIARIES

Section 1. There may be such auxiliary bodies of this corporation (or of its subsidiaries) as the Board of Directors shall authorize from time to time.
All such bodies shall report regularly to the Board and shall have no power to bind the corporation without its consent.

Section 2. Membership, purposes, and powers of such auxiliaries shall be determined by their bylaws, or rules of procedure, which shall be subject to the continuing approval of the Board of Directors.

Section 3. The term of existence of any such auxiliary shall be subject to the approval of the Board of Directors; further, the relationship of such auxiliary body to this corporation may be terminated by the Board of Directors at any time.

ARTICLE XIV
DISSOLUTION

In the event of the dissolution of this corporation, the residual assets of the corporation shall be distributed to either: 1) the jurisdictional units of the corporate members in an amount determined by the corporate members; or 2) to a corporation providing like services which is affiliated with one or more of the Lutheran church bodies and which is tax-exempt under Section 501(c)(3) of the Internal Revenue Code. Such determination shall be made by the members of the corporation in accordance with applicable law.

ARTICLE XV
AMENDMENTS

Section 1. Subject to the other Sections below, t~~T~~hese bylaws may be amended or repealed and new bylaws adopted by a majority of the Board of Directors at a duly called regular or special meeting of such Board of Directors.~~voting representatives present at any regular or special meeting of the corporation, if at least five (5) days written notice is given of intentions to alter, amend, repeal, or adopt new bylaws at such meeting.~~

Section 2. Any proposed changes to these bylaws shall be submitted to the jurisdictional units of the Lutheran church bodies with which this corporation is affiliated for their review and consultation prior to the Board of Directors approving any such changes to these b~~b~~ylaws~~the effective date of any such changes~~.

These bylaws shall replace or supersede any existing constitution or bylaws until such time as these documents are~~ can be~~ properly amended or repealed.

Section 3.

Amendments have been made to these bylaws so that the corporation's health center complies with the "Health Center Program Compliance Manual" (as amended from time to time) (HCPCM) while such health center applies for or receives federal award funds under federal law that subjects it to the provisions of the Health Resources and Services Administration (HRSA). The members of the corporation may, at any time, or from time to time, require the Board of Directors to amend these bylaws in a manner contrary to HRSA requirements as stated in the HCPCM, realizing that upon adoption of any such amendments, the corporation's health center may not be in compliance with health center program requirements under the HCPCM and HRSA.

Section 4.

Revised 09/25/11 (Article X (Committees), SECTION 1, Para. 1)
Revised 09/22/13 (Article IV (Membership), SECTION 2, Incorporation of Associate Member Congregations); and (Article V (Meetings), SECTIONS 1, 2, 3, to include Associate Member congregations to verbiage).
Revised 09/14/14 (Article V (Meetings) SECTIONS 5, 6, 7 to include voting by proxy and meetings by communication equipment
Revised 04/18/18 (Article VI (Board of Directors) SECTION 2, specifying monthly Board Meetings
Revised 04/18/18 (Article IV, (Membership), SECTION 3, refers to change in wording in Article V (Meetings), SECTION 4.
Revised 04/18/18 (Article V, (Meetings), SECTION 4, permitting the Board to vote on behalf of the membership if quorum of the membership is not met.
Revised 10/01/19 (Article II, (Relationship to Churches), second paragraph to prevent judicatories from incurring LSS-related liability by reason of their granting accreditation or recognition status to LSS.
Revised 10/1/19 (Article VI (Board of Directors), SECTION I, LCMS requires specification of this minimum representation on the board for LSS to maintain Recognized Service Organizational status with that judicatory.
NOTE TO DRAFT: ADD 2025 AMENDMENTS