

**CODE OF REGULATIONS OF**  
**LIGHTHOUSE BEACON FOR YOUTH FOUNDATION, INC.**

**ARTICLE I**

**Location**

Section 1.1. Location. The principal office of the LIGHTHOUSE BEACON FOR YOUTH FOUNDATION, INC (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place, as shall be fixed from time to time by duly adopted resolutions of the Member.

**ARTICLE II**

**Member**

Section 2.1. Member. The sole member of the Corporation shall be LIGHTHOUSE YOUTH SERVICES, INC., an Ohio nonprofit corporation.

**ARTICLE III**

**Board of Trustees**

Section 3.1. Powers and Duties. The entire direction and management of the affairs of the Corporation shall be vested in its Board of Trustees who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements necessary to carry out the purposes and activities of the Corporation. A trustee shall perform his or her duties as a trustee of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation.

Section 3.2. Number of Trustees. The number of trustees shall consist of not less than three (3) persons and shall be such greater number determined by the Member from time to time.

Section 3.3. Term of Office.

- a) The trustees shall hold office for one year, or until their successors are elected and qualified. Trustees may be reelected to successive terms.

Section 3.4. Appointment of Trustees. The trustees shall be appointed by the Member at its annual meeting. Additional Trustees may be appointed at the discretion of the Member.

Section 3.5. Removal. Any trustee may be removed by the Member at any time with or without cause. In addition, any trustee may be removed by the affirmative vote of a majority of the Board of Trustees with or without cause.

Section 3.6. Vacancies. Any vacancy that may occur in the Board of Trustees through death, resignation, removal, incapacity, or any other cause may be filled for the unexpired term by the Member.

Section 3.7. Meetings. Meetings of trustees shall be held at any time or place within or without the State of Ohio pursuant to resolution of the trustees or to a call signed by the Chair or any two trustees. Written notice of any meeting of the Board of Trustees stating the time and place thereof shall be provided not less than five days before each meeting, to each director unless the trustees have a fixed and regular time and place for such meeting, in which case no notice shall be required for such meeting. Notice of any meeting may be waived in writing either before or after such meeting.

Section 3.8. Quorum and Voting.

Section 3.8.1. The presence of fifty percent (50%) of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees.

Section 3.8.2. At all meetings of the Board of Trustees, each trustee shall be entitled to cast one vote on any question coming before the Board at the meeting. A majority vote of the trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business.

Section 3.9. Action Without Meeting. Any action may be authorized or taken by the Board of Trustees without a meeting upon the affirmative approval thereof in writing or writings signed by all the members of the Board of Trustees. Any electronic communication that contains an affirmative vote or approval of a Trustee is a signed writing for the purposes of this section.

Section 3.10. Attendance Through Authorized Communications Equipment. Meetings of the Board of Trustees may be held through any authorized communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

## **ARTICLE IV**

### **Officers**

Section 4.1. Officers; Tenure. The officers of the Corporation shall be a Chair, a Secretary, and CEO. All officers shall serve a term of one year but may be appointed for successive terms. All officers shall be appointed by the Member at its annual meeting. The Chair must also be then serving on the LYS Inc. Board of Trustees.

Section 4.2. Chair. The Chair shall preside at all meetings of the Board of Trustees. The Chair shall supervise the carrying out of the policies adopted or approved by the Board. The Chair shall have such powers and perform such duties as the Board of Trustees may prescribe from time to time.

Section 4.3. Secretary. The Secretary shall ensure that accurate minutes of all meetings be kept and shall be custodian of the records, documents and papers of the Corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Regulations. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Section 4.4. CEO. The Member shall appoint the Chief Executive Officer to serve at the pleasure of the Member. The CEO shall have general executive powers, as well as specific powers conferred by the Member. The CEO shall be primarily responsible for all management and administration of the Corporation.

Section 4.5. Signature Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by the CEO of LIGHTHOUSE YOUTH SERVICES, INC. or an officer with the consent of the Member.

Section 4.6. Vacancies. In the event any vacancy occurs in any office of the Corporation through death, resignation, incapacity, or any other cause, the Member may fill such vacancy by election of a successor to hold office during the unexpired term of the officer whose office shall be vacant.

## **ARTICLE V**

### **Committees**

Section 5.1. Committees. The Board of Trustees may in its discretion appoint such committees which shall have such powers and perform such duties as prescribed by the Board of Trustees. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Trustees shall otherwise provide. All committees shall at all times be subject to the control and direction of the Board of Trustees and shall report all actions taken between Board meetings immediately following such action.

## ARTICLE VI

### Miscellaneous

Section 6.1. Amendments. The Corporation's Articles of Incorporation and these Regulations may be amended, repealed or restated by the Board of Trustees with the consent or approval of the Member at any time.

Section 6.2. Indemnification. The Corporation shall indemnify each person to the full extent permitted by any applicable law made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as

- a) a trustee, officer, employee, or member of a committee, or volunteer of the Corporation or,
- b) a trustee, officer, partner, employee or agent of another organization or employee benefit plan, who while a trustee or, officer or employee of the Corporation, is or was serving the other corporation at the request of this Corporation or whose duties as a trustee, officer or employee of this Corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, volunteer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section. Notwithstanding any of the foregoing, the Corporation shall not indemnify any person with respect to any matter in which such person shall be finally determined or adjudged in such action, suit or proceeding to have been liable for criminal or willful misconduct in the performance of such duties, actions or omissions, or to have taken an action or failed to act with a deliberate intent to cause injury to the Corporation, or with reckless disregard for the best interests of the Corporation.

Section 6.3. Insurance. The Corporation may, but shall not be obligated to, purchase and maintain insurance or behalf of any person who is or was a trustee, officer, employee, volunteer, or a member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

Section 6.4. Authority to Borrow, Encumber Assets. No trustee, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Member.

Section 6.5. Deposit of Funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

Section 6.6. Conflicts of Interest.

Section 6.6.1. Gifts. No trustee, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking, a contractual donative employment, financial or other beneficial relationship with the Corporation, which relationship may be substantially affected by that trustee's, officer's, employee's, or contractor's performance of his or her duties to the Corporation without first making a disclosure of such conflict of interest to the Board of Trustees.

Section 6.6.2. Disclosure. No trustee, officer or employee may:

- (1) Have a direct or indirect financial interest, or engage in any outside employment or activities, which conflict substantially, or have the appearance of conflicting substantially, with his or her corporate responsibilities or duties, without:
  - a. previously having informed the Board of Trustees of any significant facts known to him or her indicating that a transaction to be approved or policy to be adopted by the Board may not be in the best interest of the Corporation; and
  - b. disqualify himself or herself from a vote affecting his or her interest or position if the Board of Trustees determines that a substantial conflict exists.
  - c. engage directly or indirectly, in financial, business, trade or professional transactions as a result of, or in primary reference upon, information obtained through his or her employment, or the discharge of his or her corporate responsibilities.
- (2) previously having informed the Board of Trustees of his or her interest or position which would be affected by a matter under consideration by the Board;
  - a. previously having informed the Board of Trustees of any significant facts known to him or her indicating that a transaction to be approved or policy to be adopted by the Board may not be in the best interest of the Corporation; and
  - b. disqualify himself or herself from a vote affecting his or her interest or position if the Board of Trustees determines that a substantial conflict exists.
  - c. engage directly or indirectly, in financial, business, trade or professional transactions as a result of, or in primary reference upon, information obtained through his or her employment, or the discharge of his or her corporate responsibilities.

Section 6.7. Dissolution. If deemed advisable by the Member, the Corporation may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation,

dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

**CERTIFICATE OF ADOPTION**

The Code of Regulations was originally adopted by the Board of Trustees effective as of the 5th day of July 2001. It was amended effective as of the 17th day of May 2017 and has now been duly amended and adopted by the Board of Trustees effective as the 22<sup>nd</sup> day of January, 2020.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: Secretary