

Revised: January, 2020

CODE OF REGULATIONS
OF
LIGHTHOUSE YOUTH SERVICES, INC.

ARTICLE I

MANAGEMENT

The entire direction and management of the affairs of Lighthouse Youth Services, Inc., d/b/a Lighthouse Youth & Family Services (the “Agency”) shall be vested in its Board of Trustees. The Board of Trustees shall have complete discretion over the business activities, funds, and properties of the Agency, and shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Agency. The Agency will at all times qualify as a charitable organization under the applicable sections of the Internal Revenue Code and as an organization to which Ohio corporations may make gifts under the provisions of Section 1701.13 (D) of the Ohio Revised Code as now in effect or hereafter amended, and any other similar or applicable provisions of the laws of Ohio hereafter enacted.

ARTICLE II

MEMBERS

The members of the Agency shall be those persons who serve as Trustees and their respective memberships shall last during their respective terms of office as Trustees. The Trustees shall have all the rights and privileges of members as are provided under Ohio nonprofit corporation law including Section 1702.14 of the Ohio Revised Code.

ARTICLE III

TRUSTEES

Section 1 – Number

The Board of Trustees shall consist of no fewer than 15 members as determined from time to time by the Board.

Section 2 – Term of Office

The Trustees shall be elected to serve for three years (or to complete the three-year term of a former Trustee). They may be elected to two subsequent three year terms after which they must rotate off unless elected to an office. Founding Trustees (i.e., those who have served 15 years or longer as of October 15, 1996) are exempt from term limits.

Section 3 – Ex Officio Trustee

The Chief Executive Officer shall be an ex-officio voting trustee of the Board. The Board may appoint other individuals to serve as ex-officio Trustees.

Section 4 – Nomination of Trustees

The Governance Committee shall nominate a slate of candidates for election at the annual meeting of the Board and shall nominate candidates to fill vacancies on the Board due to death, resignations, removals or expansion in the number of Trustees.

Section 5 – Termination of Trusteeship

Unless there are extenuating circumstances as determined by the Governance Committee, any Trustee shall be terminated from the Board of Trustees if in any fiscal year such Trustee fails to attend one-half of the meetings of the Board of Trustees. Any Trustee may be removed from the Board of Trustees by the affirmative vote of two-thirds of the Trustees present and voting at a meeting if there is a quorum.

Section 6 – Resignations from the Board of Trustees

In the event that a Trustee resigns from the Board of Trustees, the Board of Trustees may, in its discretion; either elect an interim Trustee to complete the term of the resigning Trustee or may leave such position vacant until the next annual meeting.

Section 7 – Conflicts of Interest

(SEE EXHIBIT A, CONFLICT OF INTEREST POLICY)

Section 8 – Board Member with Lived Experience

The Board of Trustees shall have at least one member with lived experience of homelessness as a youth or young adult. Such member(s) should be between the ages of 24 and 35 by the start of appointment, and initially serve a one year term appointment that can be renewed annually to serve a full three year board term. Although periodic turnover of members with lived experience is preferred, the Board may, in its discretion, vote to extend such a member's term for additional one year terms if in the best interests of the Agency, but not beyond a total of six years. All other rights, qualifications, and requirements applicable to board members apply. Board leadership will ensure that these member(s) receive the necessary support to participate fully.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

Section 1 – Place

Unless otherwise approved by a majority of the Board of Trustees, each meeting of the Board of Trustees and any committee thereof shall be held in such place within the vicinity of metropolitan Cincinnati, Ohio, or other Lighthouse facilities, as shall be specified in the notice of the meeting.

Section 2 – Annual Meeting

The annual meeting of the Board of Trustees shall be held in the third quarter of each calendar year, or at any time determined by the Board, at which meeting there may be elected Trustees to fill any vacant or new positions. Any other business may be transacted at the annual meeting without specific notice of such business being given, except such as may require specific notice under the law of the State of Ohio or under a provision of these Regulations. If the annual meeting is not held for some reason, a special meeting shall be called to conduct the business to be transacted at the annual meeting.

Section 3 – Regular Meeting

Regular meetings of the Board of Trustees shall be held bi-monthly.

Section 4 – Special Meeting

Special meetings of the Board of Trustees shall be called by the Chair upon the written request of any Board officer or of any five Trustees.

Section 5 – Notice of Meetings

A notice of each annual, regular, or special meeting of the Board of Trustees shall be given in writing to each Trustee not less than seven days before the meeting. The notice for any special meeting of the Board of Trustees shall specify the purpose of the meeting. No Trustee or officer may be removed from office by vote of Trustees except at a meeting for which the notice specified that such action will be presented for vote.

Section 6 – Meetings Without Notice

Meetings of the Board of Trustees may be held at any time without notice, provided all of the Trustees are present and/or duly waive notice of such meeting. The attendance of any Trustee at any such meeting without protesting the lack of proper notice at the commencement of the meeting shall be deemed to be a waiver of notice of such meeting.

Section 7 – Quorum

At all meetings of the Board of Trustees, one-third of the entire Board shall constitute a quorum.

Section 8 – Voting

Each Trustee shall be entitled to one vote on each matter submitted for a vote of the Board. Voting for the election of Trustees may be by mail, electronic communication, or written ballot filed with the Secretary before the meeting.

Unless a higher requirement is specifically provided for under the laws of the State of Ohio or under a provision of the Regulations, the affirmative vote of the majority of the Trustees present at the meeting, if there is a quorum, shall be required to approve any proposal including the election of Trustees.

Section 9 – Proxy

No Trustee shall be entitled to vote by proxy, except for the election of Trustees which vote may be by mail, electronic communication, or written ballot filed with the Secretary before the meeting.

Section 10 – 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 11 – 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 V

BOARD OFFICERS

Section 1 – Number

The Officers of the corporation shall be a Chair, a President and Chief Executive Officer, a Vice-Chair, Treasurer, and Secretary. The Board may elect Vice-Chairs, Assistant Treasurers, or Assistant Secretaries as needed. No person may hold more than one office.

Section 2 – Election

The Board of Trustees shall elect the Officers (other than the President) from their number at the annual meeting after the election to fill existing vacancies on the Board of Trustees.

Section 3 – Term for Officers other than the President

The term of an elected officer shall be two years. No elected officer shall serve more than one two (2) year term unless there are extenuating circumstances as determined by the Board of Trustees. Under no circumstance shall any elected officer serve more than two consecutive 2-year terms in the same office. The term of officers shall begin on the date of election and shall continue for the two (2) year term and until their successors are elected. The Board may remove

or suspend any Officer upon the affirmative vote of two-thirds of the Trustees present and voting at a meeting. In the event of such removal or suspension, the officer will be duly apprised of the cause(s) for such action by written communication.

ARTICLE VI

DUTIES OF OFFICERS

Section 1 – Chair

The Chair shall preside at all meetings of the Board of Trustees and shall in general be the executive head of the Board to see that its acts and decisions are carried out. The Chair shall be an ex-officio member of all other standing committees. The Chair shall have the power and authority to delegate any or all duties to any other Trustee.

Section 2 – President and Chief Executive Officer

The Board of Trustees shall appoint a President and Chief Executive Officer to serve at the pleasure of the Board. The President and CEO shall be the Chief Executive Officer of the Agency and shall have general executive powers, as well as specific powers conferred by the Board of Trustees. The President shall be primarily responsible for all management and administration of the Agency.

Section 3 – Vice Chair

A Vice Chair shall chair the Administrative Committee. In the absence of the Chair, a Vice Chair, as approved by the Board, shall have all the powers and perform all the duties of the Chair. The Vice Chair(s) shall perform such other duties as shall be assigned by the Board of Trustees, the Administrative Committee, or the Chair.

Section 4 – Treasurer

The Treasurer shall ensure the proper maintenance and integrity of the financial records of the Agency. He or she shall be responsible for the selection of depositories for the funds of the Agency. He or she shall present an annual budget for approval by the Board of Trustees at its July meeting. He or she shall perform such other duties as shall be assigned by the Board of Trustees, the Administrative Committee, or the Chair.

Section 5 – Secretary

The Secretary shall ensure that a record of all proceedings of the Board of Trustees are kept and shall perform such other duties as shall be assigned by the Board of Trustees, the Administrative Committee, or the Chair.

ARTICLE VII

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1 - Committees

The Board of Trustees may create committees which shall have such powers and perform such duties the Board of Trustees prescribes. The Board of Trustees may fill vacancies in, change the membership of, or dissolve any such committee. Standing committees of the Board are the Executive Committee, the Governance Committee, the Human Resources Committee and the Finance Committee. Additional committees may be established by the Board of Trustees.

Section 2 – Committee Charters

Each committee of the Board must have a clear charter, describing the purpose of the committee; membership; operations; authority; and responsibilities. The committee charters must be approved by the Board of Trustees.

Section 3- Meetings

Each committee shall meet as directed by its chair. A majority of committee members shall constitute a quorum to transact the business of each committee. Each committee may act upon the majority vote of those members present at a meeting at which a quorum is present. Each committee shall elect a secretary who shall ensure a record is kept of all proceedings of the committee. All committees at all times shall be subject to the control and direction of the Board of Trustees and shall report all actions taken at the next succeeding meeting of the Board of Trustees.

Section 4 – Ad Hoc Committees-

Ad Hoc Committees may be established, as needed, by Board committee chair, or by the Board Chair. These Ad Hoc committees are time limited. They examine issues in depth and report their findings and recommendations to the entity which created them. Upon discharge of their duties, these Ad Hoc committees are thus dissolved upon the authority of the establishing entity.

ARTICLE VIII

MISCELLANEOUS

Section 1 – Indemnification of Trustees, Officers and Employees

The Agency shall and does hereby agree to indemnify any trustee, officer, or employee, to the full extent permitted by the provisions of Ohio Revised Code 1702.12(E)(1)-(5) as they now exist or may hereafter be amended, which provisions, in their entirety, are incorporated by this section, including serving at the request of the Agency as a trustee, director, officer, partner, member, employee, or agent of another organization. In addition, the indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or the Regulations of this Agency, or any agreement, or otherwise, both as to action in official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to

be a trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person. The Agency may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Agency.

Section 2 – Authority to Borrow, Encumber Assets

No trustee, officer, agent or employee of the Agency 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 the Board of Trustees. The Board of Trustees may grant general or limited authority for any of the above purposes.

Section 3 – Fiscal Year

Unless otherwise fixed by the Board of Trustees, the fiscal year of the Agency shall be the calendar year ending on June 30.

Section 4 – Amendments

These Regulations or the Agency’s Articles of Incorporation may be altered, amended, added to or repealed at any annual, regular or special meeting of the Board of Trustees by the action of two-thirds of the total number of the Trustees then serving; provided however, that notice of any such proposed change or changes to such documents shall be included with the notice of such meeting.

Section 5 – Dissolution

The Board of Trustees may dissolve the Agency pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Agency, the Agency shall, after paying or making provision for the payment of all the liabilities of the Agency, dispose of all assets of the Agency as provided in the Articles of Incorporation of the Agency.

CERTIFICATE OF ADOPTION

The foregoing Code of Regulation was duly adopted by the Board of Trustees effective as of the 15th day of January, 2020.

Elena M. Comeaux Secretary
Print Name