

CODE OF REGULATIONS OF
NEW LIFE PROPERTIES, INC.

ARTICLE I
Management

Section 1.1. Management. The entire direction and management of the affairs of NEW LIFE PROPERTIES, INC. (the “Corporation”) 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 Corporation, and shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Corporation. The Corporation 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
Member

Section 2.1. Member. The sole member of the Corporation shall be LIGHTHOUSE YOUTH SERVICES, INC., an Ohio nonprofit Corporation (“LYS”).

ARTICLE III
Board of Trustees

Section 3.1. Number of Trustees. The number of the Trustees shall not be less than seven (7) as determined by the Member from time to time.

Section 3.2. Term of Office and Qualifications. The Trustees shall hold office for one year, or until their successors are elected and qualified. Trustees may be reelected to successive terms.

Section 3.3. 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 3.4. Vacancies. Any vacancy that may occur in the Board of Trustees caused by death, resignation or otherwise, may be filled by appointment by the Member.

Section 3.5. Duties. The Trustees, in accordance with high ethical principles, shall establish the operating and program polices of the Corporation, and shall conduct any activities necessary for the good operation of the Corporation.

Section 3.6. Meetings of Trustees. 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. Five days written notice of such meeting shall be given each Trustee unless the Trustees have fixed a regular time and place for such meeting, in which case no notice shall be required for any meeting. Notice of any meeting may be waived in writing either before or after such meeting.

Section 3.7. Compensation. No Trustee shall receive compensation for their services.

Section 3.8. Quorum. The presence of fifty percent (50%) of the Board of Trustees then serving shall constitute a quorum at any meeting of the Board of Trustees.

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. Composition. The officers of the Corporation shall be a Chair, a Secretary, and CEO. The Chair must also be then serving on the Board of Trustees of Lighthouse Youth Services.

Section 4.2. Tenure and Election. All officers of the Corporation shall be appointed by the Member at its annual meeting and shall hold office for one year or until their successors are elected and qualified.

Section 4.3. Removal. Any officer may be removed either for or without cause, by the Member.

Section 4.4. Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, and such further powers and duties as from time to time may be conferred by the Board of Trustees.

Section 4.5. 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:
- (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. Distribution of Assets. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations organized and operated exclusively for charitable, cultural, educational, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

CERTIFICATE OF ADOPTION

The foregoing Code of Regulations was duly adopted by the Board of Trustees effective as of July 2004 and has been duly amended effective as of the 10th day of February, 2011, the 20th day of January, 2016, the 27th day of June, 2017, and the 12th day of December, 2019

Signature: Amy Susskind

Printed Name: Amy Susskind

Title: Secretary