



**Bylaws of  
Bethesda Lutheran Communities, Inc.**  
*(As Revised February 17, 2018)*

**TABLE OF CONTENTS**

<b>ARTICLE I: NAME .....</b>	<b>2</b>
<b>ARTICLE II: OBJECT .....</b>	<b>2</b>
<b>ARTICLE III: MEMBERS.....</b>	<b>2</b>
Section 1. Membership Qualifications and Voting Rights.....	2
Section 2. Qualifications for Friends of Bethesda. ....	2
<b>ARTICLE IV: MEETINGS OF THE MEMBERSHIP.....</b>	<b>2</b>
Section 1. The Annual Meeting. ....	2
Section 2. Special Meetings.....	3
Section 3. Quorum Requirement. ....	3
Section 4. Devotional Requirement. ....	3
Section 5. Report to the Membership. ....	3
<b>ARTICLE V: BOARD OF DIRECTORS .....</b>	<b>3</b>
Section 1. Authority and Responsibilities of the Board of Directors.....	3
Section 2. Meetings of the Board of Directors.....	4
Section 3. Composition and Directorship Requirements.....	4
Section 4. Terms of Directors.....	5
Section 5. Director Election Year Classes.....	6
Section 6. Director Term Limit.....	6
Section 7. Vacancy in the Board of Directors.....	6
Section 8. Nomination and Election of Directors.....	7
<b>ARTICLE VI: OFFICERS.....</b>	<b>7</b>
Section 1. Officer Positions.....	7
Section 2. Vacancy in Board Member Officer Positions.....	7
Section 3. Duties and Authority of Officers.....	8
<b>ARTICLE VII: COMMITTEES .....</b>	<b>9</b>
Section 1. The Executive Committee.....	9
Section 2. The Business Committee.....	10
Section 3. The Audit Committee.....	11
Section 4. The Governance Committee.....	12
Section 5. Subcommittees.....	14
Section 6. Ad Hoc Committees.....	14
<b>ARTICLE VIII: EMPLOYEE PENSION TRUST.....</b>	<b>14</b>
<b>ARTICLE IX: PARLIAMENTARY AUTHORITY.....</b>	<b>15</b>
<b>ARTICLE X: AMENDMENT OF BYLAWS.....</b>	<b>15</b>
Section 1. Amendment by Members.....	15
Section 2. Amendment by the Board of Directors.....	15
<b>ARTICLE XI. FINANCIAL DISCLAIMER RESPECTING RECOGNIZED SERVICE</b>	
<b>ORGANIZATION STATUS .....</b>	<b>15</b>

## **ARTICLE I: NAME**

The name of the Corporation is Bethesda Lutheran Communities, Inc. (“Bethesda” or “Corporation”). The fiscal year of the Corporation shall begin on the first day of September and end on the 31st day of August of each year.

## **ARTICLE II: OBJECT**

The mission of the Corporation is to enhance the lives of people with intellectual and developmental disabilities through services that share the good news of Jesus Christ.

## **ARTICLE III: MEMBERS**

### **Section 1. Membership Qualifications and Voting Rights.**

The Articles of Incorporation set forth the qualifications for membership in the Corporation and the voting qualifications for members. The member dues required by the Articles of Incorporation shall be five dollars (\$5.00) per year for an annual membership and at least one hundred dollars (\$100.00) for a lifetime membership.

### **Section 2. Qualifications for Friends of Bethesda.**

The Articles of Incorporation set forth the qualifications for membership in Friends of Bethesda. Friends of Bethesda are supporters of the Corporation, but are not members of the Corporation and do not have the privilege of voting at member meetings. The dues of Friends of Bethesda shall be five dollars (\$5.00) per year for an annual membership and at least one hundred dollars (\$100.00) for a lifetime membership.

## **ARTICLE IV: MEETINGS OF THE MEMBERSHIP.**

### **Section 1. The Annual Meeting.**

The Annual Meeting shall be held on the third Saturday of November in each year at the principal office of the Corporation, in the City of Watertown, County of Jefferson and State of Wisconsin, or on such other date in each year or at such other place as may be determined by the Board of Directors, for the transaction of any proper and necessary business.

When designated by the Board of Directors, attendance at the Annual Meeting through the use of communications technology as specified below shall be and is considered present in person attendance at the Annual Meeting, and those members who attend the Annual Meeting through the use of communications technology shall have the same rights, privileges, duties and responsibilities as those members who

actually attend the Annual Meeting. If the Board determines that attendance through the use of communications technology may be used for an Annual Meeting, it shall make a designation permitting such attendance in the announcement of the Annual Meeting. For a member meeting to be permitted through the use of communications technology, any or all members shall be able to participate in the meeting through the use of a computer system, telephone or any other means of communication by which either: (i) all participating members may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating member, and (iii) each participating member is able to immediately send messages to all other participating members.

## **Section 2. Special Meetings.**

Special meetings of the Corporation may be called by the Board of Directors. A special meeting must be called by the Chairman of the Board if requested in writing by any twenty-five (25) members of the Corporation, providing announcement thereof in each case is made by mail to all members of the Corporation at least fifteen (15) days prior to the holding of such meeting. If designated by the Board of Directors, a special meeting may be conducted through the use of communications technology in the same manner as permitted for the Annual Meeting.

## **Section 3. Quorum Requirement.**

Thirteen (13) members in good standing shall constitute a quorum at any meeting of the membership of the Corporation.

## **Section 4. Devotional Requirement.**

All meetings shall be opened with a devotion.

## **Section 5. Report to the Membership.**

Within a reasonable time after the Annual Meeting or any special meeting, a written summary of the business of the meeting shall be mailed or otherwise delivered to the members.

# **ARTICLE V: BOARD OF DIRECTORS**

## **Section 1. Authority and Responsibilities of the Board of Directors.**

The affairs and business of the Corporation shall be governed by a Board of Directors elected in the manner hereafter provided in these Bylaws. The Board of Directors shall govern and act in compliance with all applicable legal standards. Requests for Board of Directors action shall come from or through the President and Chief Executive Officer, except that (1) executive staff may make such requests directly in the event of a vacancy of the position, or the incapacity or death of the President and Chief Executive Officer; and (2) the Audit Committee shall receive and respond

appropriately to reports from any source regarding accounting concerns, internal controls, auditing matters or potentially illegal activities.

The Board of Directors shall employ the President and Chief Executive Officer. The President and Chief Executive Officer is the principal executive employee responsible for the day to day management and control of the Corporation, reports directly to the Board of Directors, and is charged with implementing the Board of Directors' decisions. The Board of Directors may, in its discretion, appoint an ad hoc Search Committee for the purpose of locating potential candidates. The Board of Directors shall make the final candidate selection. The Board member officers shall negotiate the terms of employment.

The Board of Directors shall issue calls for persons to serve in any chaplain position in the Corporation.

## **Section 2. Meetings of the Board of Directors.**

The Board of Directors shall have a regular meeting once every three months, ordinarily in February, May, August and November. Special meetings of the Board may be called by the Chairman of the Board, or upon the written request of three directors.

Meetings of the Board of Directors shall be at the principal office of the Corporation, or at a location designated by the Board or Chairman of the Board. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of a computer system, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and (iii) each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of communication technology, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting through communication technology is deemed to be present in person at the meeting.

A majority of directors in attendance shall constitute a quorum. The Board of Directors or any of its committees may take action by written consent without a meeting.

At any Board of Directors meeting, any item or matter shall be placed on the agenda for the meeting at the request of the Chairman of the Board or of any two directors.

## **Section 3. Composition and Directorship Requirements.**

The Board of Directors shall be comprised of from nine(9) to twenty (20) directors. The Chairman of the Board shall determine the number of directors in consultation with the Chairperson of the Governance Committee. Directors shall be members in good standing of the Corporation, or in the case of Other Christians shall be

individual Friends of Bethesda, in conformity with Article VI of the Articles of Incorporation.

Clergy/Church Worker and congregational affiliation composition standards vary by the number of directors and are as follows:

Total # of Directors	Clergy (LCMS, WELS, ELS) or LCMS Rostered Church Worker Required Minimum	The Lutheran Church - Missouri Synod Required Minimum	Other Lutheran/Other Christian Maximum
20	3	10	10
19	3	10	9
18	3	9	9
17	3	9	8
16	3	8	8
15	3	8	7
14	2	7	7
13	2	7	6
12	2	6	6
11	2	6	5
10	2	5	5
9	1	5	4

The Board of Directors does not lose its power to act if its composition does not meet the above range and composition standards. In that event, it shall act to achieve compliance with the composition standards as soon as practicable.

#### **Section 4. Terms of Directors.**

Subject to the below, each director shall be elected for a term of three (3) years. For directors elected during a regular October member election, the election term shall begin at the adjournment of the regular November Board of Directors meeting next held after the election, and shall end at the adjournment of the regular November Board of Directors meeting held three years after the election. The election term for a director elected by the Board of Directors to fill a vacancy shall begin at the adjournment of the meeting where elected and end when the term would have ended for the director who vacated the position. The election term for a director elected by the Board of Directors to fill an available, open director position at a time other than a regular October member election shall begin at the adjournment of the meeting where elected, and the director

shall be required to stand for election at the next regular October member election. The term of a director shall end immediately upon disqualification under Article III, section 3 of the Bylaws or upon the vote of 2/3 of the directors present at a Board of Directors meeting, providing that such 2/3 majority is also a majority of all directors.

#### **Section 5. Director Election Year Classes.**

The terms of the directors shall be staggered so that at least three (3) directors are elected each year. In the event that, due to resignation or other cause, this election year class allocation requirement is not met, the Governance Committee shall assign one or more directors to another election year class to meet the requirement. The Governance Committee may also, in its discretion, change election year class assignment to improve the balance of the election year classes. In making class changes, the Governance Committee shall meet the requirement through a method that changes the election year class of the fewest directors possible. If a director is assigned to another election year class, the director's term and election cycle shall be that of the newly assigned class, except if applicable the director's last eligible election term shall be for one or two years as needed to permit the director to reach the director's term limit.

#### **Section 6. Director Term Limit.**

For purposes of the term limits described herein, the time of service need not be continuous. If intermittent, only time actually served as a director shall count toward the term limit. A director initially elected before October 1, 2015 and during a regular October member election shall be ineligible to serve as a director after having completed twelve (12) years of service. A director initially elected before October 1, 2015 and by the Board of Directors to fill a vacancy or an available, open director position shall be ineligible to serve as a director after having completed twelve years of service measured from the director's initial regular October member election; except that the term limit for a director elected to an available, open director position during May 2015 who then served as a director of Bethesda Lutheran Foundation, Inc. (Foundation) shall be the director's remaining available term of service on the Foundation.

A director initially elected on or after October 1, 2015 and during a regular October member election shall be ineligible to serve as a director after having completed nine (9) years of service. A director initially elected on or after October 1, 2015 and by the Board of Directors to fill a vacancy or an available, open director position shall be ineligible to serve as a director after having completed nine years of service measured from the director's initial regular October member election.

For persons not serving as a director for four or more continuous years and elected by the Board to fill a vacancy or an available, open director position during 2015, any prior director term limits shall be inapplicable.

#### **Section 7. Vacancy in the Board of Directors.**

When there is a vacancy in the Board of Directors that the Chairman of the Board determines should be filled; or if the Chairman of the Board determines that an available, open director position should be filled at a time other than a regular October member election; the Governance Committee shall promptly provide notice of the need to fill the available director position to all directors and solicit proposed candidates from them. The Governance Committee shall thereafter recommend to the Board of Directors a candidate who meets the requirements for the director position. The candidate shall be presented to the Board of Directors for election to the director position. If the Board of Directors does not elect a candidate, another candidate shall be presented following the same procedures.

### **Section 8. Nomination and Election of Directors.**

The Governance Committee shall identify and select non-incumbent candidates for director elections, and make arrangements for and supervise the conduct of the annual directors election consistent with these Bylaws and the policies of the Corporation.

## **ARTICLE VI: OFFICERS**

### **Section 1. Officer Positions.**

The Corporation shall have Board member officers consisting of a Chairman of the Board, Vice-Chairman of the Board, Secretary and a Treasurer. No individual shall hold more than one such office at one time.

The Chairman of the Board, Vice-Chairman of the Board, Treasurer and Secretary shall be members of the Board of Directors. The Chairman of the Board shall have served at least one full year as a Bethesda or Foundation director. Any director shall be eligible to serve as the Vice-Chairman of the Board, Secretary and Treasurer. The Board member officers shall be elected annually by the Board of Directors at its annual regular Board of Directors meeting in November. Where there is more than one candidate for an office, the election for that office shall be by written ballot. Where there is one candidate for an office, the candidate shall be declared elected to the office by acclamation and no written ballot shall be required.

The Corporation shall have a President. The President shall be the President and Chief Executive Officer of the Corporation hired by the Board of Directors, and shall hold the office of President as an incident of and while occupying that position.

With the approval of the Board of Directors, the President may designate principal executive employees of the Corporation as officers of the Corporation. Any officers so designated shall have an officer title including the phrase "Vice President."

### **Section 2. Vacancy in Board Member Officer Positions.**

In the event of a vacancy in any one of the Board member officer positions, the Chairman of the Board, with the approval of the Governance Committee, shall fill said vacancy by appointment.

### **Section 3. Duties and Authority of Officers.**

The principal duties of the officers shall be as follows:

The Chairman of the Board shall preside at all meetings of the members of this Corporation, the Board of Directors, and the Executive Committee, and perform such other duties as may be prescribed by the Board of Directors from time to time or as may be prescribed by the Bylaws of the Corporation.

The Vice-Chairman of the Board shall perform all duties of the Chairman of the Board in the absence or inability of the latter to act.

The Secretary shall be responsible for the creation of the minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee; shall develop and maintain systems to keep and appropriately secure the minutes and records of the Board of Directors; shall attend to the correspondence of the Corporation, countersign all documents required by the Board of Directors and attach the corporate seal thereto, if necessary; and perform such other duties as may be required by the Board of Directors or by the Bylaws.

The Treasurer shall have supervision of and responsibility for all funds of the Corporation.

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs. The President shall sign and execute contracts and other written instruments in the name of the Corporation, and shall have the general powers and duties usually vested in the office of President of a corporation.

Any officers designated as Vice Presidents shall have the powers and duties designated by the President and approved by the Board of Directors.

Each and all of said officers of the Corporation shall also have the further powers and shall discharge the duties not herein before specifically mentioned which are usually incidental to their respective offices in similar corporations organized under the laws of the State of Wisconsin and such other or further powers and duties as may from time to time be given and granted or required by the Bylaws of the Corporation or by due resolution of its members or Board of Directors.

Any one officer of the Corporation may sign conveyances of property valued at \$250,000 or less in its behalf. Any two officers of the Corporation may sign conveyances of property with a value greater than \$250,000. Any one officer of the Corporation may sign a receipt, acknowledgement or other instrument reflecting receipt of property by the Corporation.

## **ARTICLE VII: COMMITTEES**

The Corporation shall have the following standing committees: Executive Committee, Audit Committee and Governance Committee. Additionally, the Corporation shall have such subcommittees and ad hoc committees as may be created from time to time.

### **Section 1. The Executive Committee.**

The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman of the Board, Secretary, and Treasurer. The Chairman of the Board shall be the chairperson of the Executive Committee. The President and Chief Executive Officer shall be advisory to the Executive Committee. The Executive Committee shall meet as needed, and at least once between each quarterly Board of Directors meeting. Meetings shall be called by the Chairman of the Board or may be called on the request of two (2) members of the committee. The minutes of the Executive Committee shall be disseminated to all directors as soon as possible. The Executive Committee shall have the following authority and responsibilities:

- A. The Executive Committee shall have the power to transact all business necessary between meetings of the Board of Directors in conformity with policies established by the Board of Directors.
- B. The Executive Committee shall facilitate the creation and maintenance of a strategic plan for the organization. The Executive Committee shall on an ongoing basis monitor the strategic plan and evaluate how staff are meeting its goals. At the February meeting, the Executive Committee shall report on and review the strategic plan with the Board of Directors, along with its recommendations for any modifications or additions thereto.
- C. The Executive Committee shall review the proposed annual budget prepared by staff, and shall recommend adoption by the Board of Directors of an annual budget. The Executive Committee shall provide all directors with a recommended annual budget at a time reasonably in advance of the regular August meeting of the Board of Directors.
- D. The Executive Committee shall annually evaluate the performance of the President and Chief Executive Officer, and shall present a summary report to the full Board of Directors.
- E. The Executive Committee shall determine the compensation paid and benefits provided to the President and Chief Executive Officer.
- F. The Executive Committee shall serve as a Compensation Committee with the duty to review and make findings as to the reasonableness of (i) the

compensation paid and benefits provided to the President and Chief Executive Officer, and (ii) the recommendations of the President and Chief Executive Officer for the compensation ranges and benefit levels for Vice President level executive staff and all other persons whom it determines to be in a position to exercise substantial influence over the affairs of the Corporation within the meaning of section 4958 of the Internal Revenue Code (“Disqualified Persons”). In doing so it shall:

1. Identify all Disqualified Persons, and annually report the identity of such persons to the Board of Directors.
2. Periodically review and determine the reasonableness of the compensation and benefit levels of the President and Chief Executive Officer.
3. Periodically review and determine the reasonableness of the recommendations of the President and Chief Executive Officer for the compensation ranges and benefit levels of other Disqualified Persons.
4. Consider all incentives, perquisites, deferred compensation and anything of value when considering the reasonableness of compensation or benefit levels.
5. Obtain from sources outside the Corporation objective, market comparable compensation and benefit level data.
6. Document its considerations and determinations in written reports.
7. At least annually report its activities and findings to the Board of Directors.

## **Section 2. The Business Committee.**

The Business Committee shall consist of three (3) to five (5) directors appointed at the discretion of the Chairman of the Board, who shall also appoint its chairperson.

The Chairman of the Board shall be an ex-officio member, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum. The President and Chief Executive Officer shall be advisory to the Business Committee.

The Business Committee shall provide governance level oversight and review, and shall on an ongoing basis report to the Board of Directors its analyses and recommendations, regarding:

- A. Financial health, performance and forecasting.

- B. Bethesda's business model, and business planning to improve performance in current or potential markets.
- C. Business strategy, including existing and new lines of service and markets.
- D. Strategic finance issues, such as debt management, capital structure and asset management, including management of Bethesda's real estate portfolio.
- E. Organizational systems and infrastructure.
- F. Bethesda's strategic plan as it relates to these business issues.

The Business Committee shall consult, coordinate with and support the Executive Committee in its annual review of the proposed budget and in its strategic planning process as it relates to business issues within the scope of the Business Committee. The Business Committee shall consult, coordinate with and support Bethesda Lutheran Foundation, Inc. ("Foundation") on matters of shared interest.

### **Section 3. The Audit Committee.**

The Audit Committee shall consist of the Treasurer and three (3) to eight (8) other directors appointed at the discretion of the Chairman of the Board. The Treasurer shall be the chairperson of the Audit Committee.

The Chairman of the Board shall be an ex-officio member, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum. The President and Chief Executive Officer shall be advisory to the Audit Committee.

The Audit Committee shall have the following authority and responsibilities:

- A. The Audit Committee shall oversee the accounting practices and policies of the Corporation.
- B. The Audit Committee shall annually engage independent auditors to examine the finances and accounting systems of the Corporation, and to submit an audit report to the Board of Directors at its November meeting. The independent auditors shall report directly to the Audit Committee. The Audit Committee shall convey to the independent auditors that they are accountable to the Audit Committee and ultimately the Board of Directors.
- C. The Audit Committee shall resolve any disagreements between management and the independent auditors regarding financial reporting. This authority shall not be delegated to management or the Board of Directors.
- D. The Audit Committee shall have the power to retain and terminate the

services of independent auditors, outside legal counsel, investigators or other consultants as necessary to fulfill its responsibilities as stated herein.

- E. The Audit Committee shall have the power to require management and others to attend its meetings and provide pertinent information as necessary. It may conduct executive sessions with independent auditors, the President and Chief Executive Officer, any executive staff and other staff or contracted consultants to review any matter relating to the finances and accounting systems of the Corporation or significant risks or exposures facing the Corporation.
- F. The chairperson of the Audit Committee has the power to independently retain independent auditors, outside legal counsel, investigators or other consultants as necessary if the chairperson determines, after reasonable deliberation, that such retainer is in the best interests of the Corporation under the circumstances and the Chairman of the Board consents to the retainer. In this event, the chairperson shall report such action(s) to the Audit Committee as soon as reasonably possible considering the best interests of the Corporation.
- G. The Audit Committee shall review all legal and regulatory matters that may have a material impact on the Corporation's financial statements.
- H. The Audit Committee shall promptly report to the Board of Directors any noteworthy findings or potentially damaging circumstances that have the potential to materially and adversely affect the Corporation.
- I. The Audit Committee shall oversee the Corporation's ethics and compliance program, including its code of ethics, conflicts of interest policy and whistleblower non-retaliation policy.
- J. The Audit Committee shall establish procedures to receive and respond appropriately to reports from any source regarding accounting concerns, internal controls, auditing matters or potentially illegal activities.
- K. The Audit Committee shall at least annually report its activities and findings to the Board of Directors.
- L. The Audit Committee shall on an ongoing basis consult and coordinate with the Audit Committee of Foundation.

#### **Section 4. The Governance Committee.**

The Governance Committee shall consist of four (4) to nine (9) directors appointed at the discretion of the Chairman of the Board, who shall also appoint its chairperson.

The Chairman of the Board may appoint himself to serve on the Governance Committee. If not so appointed, the Chairman of the Board shall be an ex-officio member, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum. The President and Chief Executive Officer shall be advisory to the Governance Committee.

The Governance Committee shall have the following authority and responsibilities:

- A. The Governance Committee shall evaluate the performance of directors.
- B. The Governance Committee shall determine whether incumbent directors seeking an additional term will be placed on the ballot for re-election.
- C. The Governance Committee shall identify and select candidates for director elections where the director position is not occupied by an incumbent director.
- D. The Governance Committee shall make arrangements for and supervise the conduct of the annual directors and officers elections consistent with these Bylaws and the policies of the Corporation.
- E. The Governance Committee shall provide for an appropriate orientation for new directors.
- F. The Governance Committee shall provide for ongoing training and development for all directors.
- G. The Governance Committee shall promptly provide notice of a director vacancy to all directors and solicit proposed replacement candidates from them, and shall thereafter recommend to the Board of Directors for its election a candidate who meets the requirements for the vacant director position.
- H. The Governance Committee shall review and determine whether it will approve any officer appointments by the Chairman of the Board to fill a mid-term officer vacancy.
- I. The Governance Committee shall ensure compliance with the composition requirements for the Board of Directors. It shall assign directors to election year classes and designate directors for purposes of clergy, synodical or congregational affiliation as provided in the Board composition requirements herein.
- J. The Governance Committee shall on an ongoing basis assess and seek to improve the functioning of the Board of Directors and its systems of governance.
- K. The Governance Committee shall periodically review the governing documents (Articles of Incorporation, Bylaws and Board governance policies),

and recommend any changes it deems advisable to the Board of Directors.

The Governance Committee shall not have the authority to review or recommend proposed amendments to the Foundation bylaws. These matters shall be referred directly to the Board of Directors.

#### **Section 5. Subcommittees.**

A standing committee may create one or more subcommittees to assist with or more efficiently conduct the work of the standing committee. A subcommittee shall be advisory to the standing committee only. The chairperson of any subcommittee shall be a member of the standing committee. The standing committee chairperson shall appoint the members of a subcommittee. Subcommittee members may include any member of the Board of Directors or any other person selected by the standing committee chairperson. The Chairman of the Board shall be an ex officio member of any subcommittee. A standing committee chairperson shall be an ex officio member of any subcommittee advisory to the standing committee.

#### **Section 6. Ad Hoc Committees.**

Ad hoc committees may be created as deemed necessary by the Board of Directors or the Executive Committee. These committees shall be advisory to the Board of Directors or any of its committees and shall have no other legal status. Unless the enabling resolution appoints the members and chairperson of an ad hoc committee, the Chairman of the Board shall appoint the members of an ad hoc committee and its chairperson. An ad hoc committee may include any member of the Board of Directors or any other person selected by the Chairman of the Board. The Chairman of the Board shall be an ex officio member of any ad hoc committee. If an ad hoc committee is advisory to a standing committee, the standing committee chairperson shall be an ex officio member of the ad hoc committee. The initial charge to the committee shall advise the ad hoc committee when and to whom it should make its report and recommendations. Each ad hoc committee shall automatically cease to exist as soon as it has completed its assigned task unless extended by a resolution of the Board of Directors or the Executive Committee.

### **ARTICLE VIII: EMPLOYEE PENSION TRUST**

The trustees of the Employee Pension Trust shall consist of the Treasurer; the President and Chief Executive Officer; and from one (1) to three (3) directors appointed at the discretion of the Chairman of the Board. In trustee meetings, the President and CEO shall act as the meeting chairperson. The trustees shall determine and administer the benefits of the Pension Trust and manage the funds available for investment in a prudent manner, and shall take such steps as are necessary to maintain the Pension Trust as a qualified tax exempt trust under the Internal Revenue Code. The trustees

shall annually give a financial report on the status of the Pension Trust to the Board of Directors.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the business of the Board of Directors in all cases to which they are applicable to the extent they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

## **ARTICLE X: AMENDMENT OF BYLAWS**

### **Section 1. Amendment by Members.**

These Bylaws may be amended at the Annual Meeting of the Corporation, or at a special meeting of the Corporation, by a two-thirds (2/3) vote of the members present, provided that not less than ten (10) days before the meeting the members are given written notice stating the nature of the proposed amendment(s).

### **Section 2. Amendment by the Board of Directors.**

These Bylaws may be amended at a regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of the directors present, provided that not less than ten (10) days before the meeting the directors are given written notice stating the nature of the proposed amendment(s).

## **ARTICLE XI. FINANCIAL DISCLAIMER RESPECTING RECOGNIZED SERVICE ORGANIZATION STATUS**

Recognition by the Synod (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 Synod responsibility for the debts or other financial obligations of the Corporation; and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of the Corporation or its subsidiaries and/or affiliates.