

AMENDED AND RESTATED
CODE OF REGULATIONS
OF
COUNCIL FOR HEALTH AND HUMAN SERVICES MINISTRIES

*Reviewed by the Board of Directors and recommended for approval by the Annual Gathering
November 14, 2017*

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AMENDED AND RESTATED
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OF
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ARTICLE ONE
NAME AND PRINCIPAL OFFICE

Section 1.1. Corporate Name.

The name of the corporation shall be “Council for Health and Human Service Ministries,” an Ohio nonprofit corporation (the “**Council**”).

Section 1.2. Principal Office.

The principal office of the Council shall be at 700 Prospect Avenue, Cleveland, Ohio 44115, or such other place as may be designated from time to time by the Board of Directors.

ARTICLE TWO
RELATIONSHIP, PURPOSE AND NONPROFIT OPERATION

Section 2.1. Relationship.

The Council is related in covenant to the United Church of Christ (“UCC”) through a primary relationship with the United Church of Christ Board. The Constitution and Bylaws of the UCC recognizes the Council as an organization composed of institutions and programs in health and human services related to the UCC. The Council is granted voting representation on the United Church of Christ Board and General Synod.

Section 2.2. Mission and Purpose.

The mission and purpose of the Council is, in keeping with its covenant with the UCC, to sustain and advance the work of health and service as a ministry of the Church of Jesus Christ embodied in its member ministries, the UCC and the church universal. In pursuit of its mission and purpose and in keeping with its covenant with the UCC, the Council will:

- (a) Provide appropriate resources and counsel for its Members (as hereinafter defined) and local, regional and national settings of the UCC on strategies for effective relationships and mutual ministry.
- (b) Effectively monitor, communicate and manage the legal, regulatory and administrative dimensions of institutional relationships to the UCC.
- (c) Represent the positions and perspectives of its Members within the policy making bodies of the UCC and related or relevant ecumenical and secular entities.

(d) Research and, when feasible, implement programs which promote responsible Christian stewardship through leverage of the collective resources of its Members and/or the church.

(e) Promote collegial sharing and cooperative ventures between its Members.

(f) Devise programs that develop organizational leadership with an understanding of and commitment to Christian service and the mission of the UCC.

(g) Systematically interpret and promote the ministries of its Members within all appropriate settings of the UCC.

Section 2.3. Nonprofit Operation.

All of the assets and the earnings of the Council shall be used exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time-(the “Code”) in the course of which operation:

(a) No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its Members, Directors, (as hereinafter defined) officers, or any other private person or individual except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(b) No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office except as authorized under [Section 501\(c\)\(3\) of the Code](#).

(c) Notwithstanding any other provisions contained herein, the Council shall not carry on any activities not permitted to be carried on by a corporation which qualifies as exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2.4. Dissolution.

The Council may be dissolved by the affirmative vote, at a duly called and convened meeting of the Members of the Council, of both Representatives (as hereinafter defined) (present either in person or through the use of Authorized Communication Equipment) of each of at least two-thirds (2/3rds) of the total number of Members of the Council present either in person or through Authorized Communication Equipment. No vote with respect to dissolution may be cast by proxy. Notice of a meeting of Members to consider a proposed dissolution of the Council shall be given as provided in this Code of Regulations and must specifically state that a dissolution of the Council will be considered at the meeting. In the event of the dissolution of the Council, all of its property, both real and personal, including, to the extent permitted by applicable law, its records and files (both paper and electronic), shall be transferred to the UCC, or its successor; provided

that any corporation receiving the assets of the Council must be exempt from taxation under the provisions of Section 501(c)(3) of the Code.

Section 2.5. Merger.

The Council may be merged with another corporation exempt from taxation under the provisions of Section 501(c)(3) of the Code, either as the dissolving or the surviving corporation, by the affirmative vote, at a duly called and convened meeting of the Members of the Council, of both Representatives (present either in person or through the use of Authorized Communication Equipment) of each of at least two-thirds (2/3rds) of the total number of Members of the Council present either in person or through Authorized Communication Equipment. No vote with respect to merger may be cast by proxy. Notice of a meeting of Members to consider a proposed merger shall be given as provided in this Code of Regulations and must specifically state that a merger will be considered at the meeting.

**ARTICLE THREE
MEMBERS**

Section 3.1. General.

The Members of the Council (the “Members”) shall be limited to organizations meeting the “Membership Criteria” set out below (the “Membership Criteria”) and which have been (i) first approved for membership in the Council by a majority vote of the Board of Directors of the Council at a duly called and convened meeting of the Board and (ii) elected to membership in the Council by a majority vote of the Representatives of Members present (either in person or by Authorized Communication Equipment) at a duly called and convened meeting of the Members.

Membership Criteria

- (a) The organization must be a corporation in good standing in the state of its incorporation.
- (b) The organization must provide a determination or other evidence of current status as an organization exempt from taxation under Section 501(c)(3) of the Code.
- (c) The organization must be appropriately licensed and/or accredited to provide all services it offers.
- (d) The organization must have received from the UCC Conference in which its principal corporate office is located, formal recognition under the UCC’s Covenantal Inclusion Policy established by action of the Executive Council on October 14, 2002, titled “Executive Council Policy on Covenantal Inclusion of the Health and Human Services Institutions in the United Church of Christ” (the “Covenantal Inclusion Policy”) from the UCC Conference in which its principal corporate office is located.
- (e) The organization must endorse the Philosophy, Mission and Vision of the Council.

(f) The organization must meet such other requirements or criteria as many from time to time be established by the Board of Directors of the Council.

Section 3.2. Voting Rights.

Section 3.2.1. Exclusive Member Rights. The Members shall, in the manner provided in this Code of Regulations, have the exclusive right to vote with respect to each of the following matters as well as any other matters that may be brought before the Members for a vote (collectively, the “**Exclusive Member Rights**”):

- (a) Elect new organizations to Membership in the Council.
- (b) Elect the Nominating Committee.
- (c) Elect the Elected Members (as hereinafter defined) of the Board of Directors of the Council.
- (d) Approve (i) all changes in the dues structure of the Council and (ii) any other fees or assessments.
- (e) Approve all amendments to this Code of Regulations and to the Articles of Incorporation of the Council.
- (f) Dissolution of the Council and distribution of its assets.
- (g) Merger of the Council.

Section 3.2.2. Voting Process. Each Member shall be entitled to designate two Representatives to attend meetings of the Members of the Council on behalf of such Member (each a “**Representative**”) and each Representative shall be entitled to cast one vote on behalf of the Member with respect to each question coming before a meeting of the Members. A Member may vote only through its designated Representatives and those Representatives must be designated by the Member, to the satisfaction of the Council, in advance of the vote to be taken. Each Representative so designated by a Member may cast only one vote and no Representative may cast a vote on behalf of another Representative or vote by proxy.

Section 3.3. Other Privileges. In addition to the Exclusive Member Rights, Members shall also be entitled to the “UCC Privileges and Interactive Benefits” listed below.

Section 3.3.1. UCC Privileges.

- (a) Listing in the UCC Yearbook, the Council Directory and such other recognitions and listings as may relate to health and human service institutions of the UCC.
- (b) Relationship to Conferences, churches and church members of the UCC for mission and fund raising purposes, subject to the conditions and limitations set forth in the Covenantal Inclusion Policy.

(c) Participation in the member benefit programs available through the Council.

Section 3.3.2. Interactive Benefits.

(a) Opportunity to share in the programs, services and fellowship of the Council, its staff and resources.

(b) Participation (without vote unless a Member) in all meetings of the Membership, special projects and similar activities and eligibility for membership on the policy and program bodies of the Council.

(c) Extending and receiving mutual assistance from Members, Provisional Members (as hereinafter defined) and Subsidiary Members (as hereinafter defined).

Section 3.4. Provisional members and Subsidiaries.

Section 3.4.1. Provisional Members.

Those organizations that have met the Membership Criteria and been approved for membership by vote of the Board of Directors but not yet elected to membership by vote of the Members shall, following the affirmative vote of the Board of Directors and payment of all applicable dues and assessments, become “**Provisional Members.**” A Provisional Member shall not have a right to vote but shall be entitled to the UCC Privileges and Interactive Benefits.

Section 3.4.2. Subsidiary Members.

Those separately incorporated organizations directly controlled by a Member of the Council or Provisional Member and meeting the Membership Criteria (recognition under the Covenantal Inclusion Policy may be achieved through recognition of the controlling Member OR Provisional Member) shall, following approval by the Board of Directors, become Subsidiary Members. A Subsidiary Member shall not have a right to vote but shall be entitled to the UCC Privileges and Interactive Benefits.

Section 3.5. Obligations of Membership.

All Members and Provisional Members shall be obligated to the following:

(a) Active Participation in meetings, educational programs and special projects of the Council.

(b) Meeting, when requested, with representatives of the Council concerning any questions about compliance with requirements of membership of itself or a related Subsidiary Member.

(c) Payment of dues, fees and assessments. Dues, fees and assessments related to a Subsidiary Member are assessed to and paid through the related Member or Provisional Member.

(d) Providing the Council, as requested, current financial and service information on operations, including the operations of all separate not-for-profit corporations (including Subsidiary Members) in which the Member or Provisional Member has a financial interest and/or management and governance control, and such other information as may be requested in compliance with this Code of Regulations, policies and/or procedures of the Council, UCC Conferences and the UCC.

Section 3.6. Termination of Membership.

The membership in the Council of a Member or Provisional Member may be terminated by a two-thirds (2/3) majority vote of the Voting Members of the board of Directors present at a duly called and convened meeting of the Board of Directors in the event of a continued failure of any such Member or Provisional Member to meet the applicable requirements and/or obligations for such organization's continued membership in the Council. A Member or Provisional Member may terminate the membership in the Council of a related Subsidiary Member upon notice to the Council and upon termination of membership in the Council of a Member or Provisional Member, the membership in the Council of all related Subsidiary Members shall also terminate.

Section 3.7. Resignation.

Any Member or Provisional Member may resign from the Council at any time. The resignation shall not relieve such Member or Provisional Member from any obligations to the Council incurred or commitments made prior to the date of resignation.

Section 3.8. Prohibition on Assignment or Transfer of Membership.

Neither membership in the Council nor any right arising therefrom may be transferred or assigned by the organization holding such membership interest nor may it or any right arising therefrom be transferred or assigned by the merger or consolidation of the organization holding such membership interest into another corporation or other entity.

Section 3.9. Annual Meeting and Special Meetings.

Section 3.9.1. Annual Meeting.

An annual meeting of the Members shall be held on such date and at such time and place as established, in advance, by the Board of Directors. At each annual meeting, the President and the Board of Directors shall report on the activities of the Council and Members shall elect members of the Nominating Committee and Elected Directors and consider such other business as may be brought before the Members.

Section 3.9.2. Special Meetings.

Special meetings of the Members may be called by the Board of Directors or at the written request (by mail, facsimile transmission, e-mail or other form of written electronic communication) of twenty percent (20%) of the Members. The Board of Directors shall determine the date, time and place of each special meeting.

Section 3.9.3. Notice.

Notice of each annual or special meeting stating the place, date and time of the meeting shall be delivered to each Member by mail, facsimile transmission, e-mail or other form of written electronic communication at the address most recently furnished to the Council by mail, facsimile transmission, e-mail or other form of electronic communication at least thirty (30) days before the date of the meeting. Except as may be otherwise provided in this Code of Regulations, any matter may be voted upon at any such annual or special meeting; provided that, if any of the following matters are to be voted on at any meeting, notice of the meeting shall include a description of the matter: (a) amendment to the Council's Articles of Incorporation or Code of Regulations, (b) delivery or execution of Articles of Merger, (c) disposition of all or substantially all of the Council's property, (d) dissolution of the Council, or (e) conflict of interest transactions. Upon the written request by mail, facsimile transmission, e-mail or other form of written electronic communication of twenty percent (20%) of the Members submitted to the President or Secretary of the Council (at least ten (10) days before notice of the meeting is given to the Members) that a particular matter be raised at an annual or special meeting, the notice for such meeting shall include a description of the matter. Notice delivered by facsimile transmission, e-mail or other form of written electronic communication shall be deemed delivered upon transmission to the Member's address as it then appears on the records of the Council. Notice by mail shall be deemed delivered when deposited in the United States mail addressed to the Member at the Member's address as it then appears on the records of the Council and with postage thereon.

Section 3.9.4. Waiver.

Any Member may waive notice of any meeting at any time. The waiver must be in writing (including by facsimile transmission, e-mail or other form of written electronic communication). Attendance at a meeting by any single Representative designated by a Member shall constitute a waiver of notice of such meeting except where such Representative (a) objects to the transaction of any business because the meeting is not lawfully convened, and (b) does not vote for or assent to the objected action.

Section 3.9.5. Authorized Communication Equipment.

A meeting of the Members may be held through the use of "**Authorized Communication Equipment**" (as that is defined in the Ohio Nonprofit Corporation Law R.C. Chapter 1702) and a Representative designated by a Member may participate in any meeting of the Members through the use of Authorized Communication Equipment.

Section 3.9.6. Quorum.

At any duly called and convened meeting of the Members, at least thirty percent (30%) of the Members must be represented at such meeting by at least one Representative (participating either in person or by Authorized Communication Equipment) in order to constitute a quorum for transaction of business at such meeting; provided that the presence of a quorum alone may not permit certain business to be conducted if other provisions of this Code of Regulations establish additional requirements.

Section 3.9.7. Act of Members.

Except as may be provided otherwise in the Articles of Incorporation or this Code of Regulations, an affirmative vote by a majority of the Representatives of Members present at a duly called and convened meeting at which a quorum is present shall determine each question submitted to the Members for decision; provided that this Code of Regulations may establish additional requirements for the conduct of certain business. No vote may be cast by proxy.

ARTICLE FOUR BOARD OF DIRECTORS

Section 4.1. General Powers.

Subject to the Exclusive Member Rights, the business and property of the Council shall be managed and controlled by the Board of Directors of the Council. The Board of Directors may exercise all such powers of the Council and do all such lawful acts and things as are not by any provision of law, the Articles of Incorporation or this Code of Regulations, required to be exercised or done by the Members.

The Board of Directors shall elect a President and Chief Executive Officer of the Council (the “**President**”) who shall be a fulltime employee of the Council as well as such other officers as contemplated by this Code of Regulations or as the Board of Directors may otherwise determine to be necessary and/or appropriate.

Subject to the provisions of Article Six of this Code of Regulations, the Board of Directors may, by general resolution, delegate to committees and/or officers of the Council such powers as the Board of Directors may see fit.

Section 4.2. Number and Qualifications.

Section 4.2.1. Number.

The Board of Directors shall consist of not more than eighteen (18) individuals, namely the President (who shall serve, *ex officio*, with voice but not vote), not less than ten (10) and not more than twelve (12) (as established from time to time by a duly adopted resolution of the Board of Directors) Directors elected by the Members of the Council (collectively, the “**Elected Directors**”) and five (5) individuals to be appointed by the Elected Directors (the “**Appointed Directors**”). The Elected Directors, Appointed Directors and President shall, collectively, be referred to as the “**Directors**” and each individually as a “**Director**” and the Elected Directors and

Appointed Directors, but not including the President shall be referred to as the “**Voting Directors.**”

Section 4.2.2. Qualifications.

(a) **Elected Directors.** Each Elected Director must be an employee or member of the governance body of a Member. If at any time an Elected Director ceases to meet these qualifications, his or her term as an Elected Director shall end on the date he or she no longer meets these qualifications.

(b) **Appointed Directors.** Each Appointed Director must be a representative of the UCC National and/or Conference staff, a designated Representative from the Christian Church (Disciples of Christ), a Nollau Scholar, or other person determined by the Elected Members of the Board to have extensive experience with the Council. If at any time the Elected Members of the Board determine that an Appointed Director ceases to meet these qualifications, his or her term as an Appointed Director shall end on the date of such.

(c) **Representation of Membership.** Every effort shall be made to assure that the Elected Directors and the Appointed Directors represent the scope of the health and human service organizations which comprise the Members and the ministries of those Members.

Section 4.3. Election.

(a) **Elected Directors.** The Members shall, by affirmative vote of a majority of the Representatives of the Members present (either in person or through Authorized Communication Equipment) at a duly called and convened meeting of the Members elect persons to fill the positions of Elected Directors whose terms are expiring. In the event of a vacancy in the position of Elected Director, whether created by death, resignation, removal, failure to meet qualifications or any other reason except future expiration of term, the unexpired term of such vacant directorship shall be filled by action of the affirmative vote of the majority of the Elected Directors present (either in person or through Authorized Communication Equipment) at a duly called and convened meeting of the Board of Directors. All positions of Elected Directors shall be filled from a slate of nominees submitted by the Nominating Committee or from persons nominated at such meeting by an Elected Director.

(b) **Appointed Directors.** The Elected Directors shall, by affirmative vote of a majority of the Elected Directors, present (either in person or through Authorized Communication Equipment) at a duly called and convened meeting of the Board of Directors, elect (i) persons to fill positions of Appointed Directors whose terms are expiring and (ii) persons to fill the unexpired term of any Appointed Director whose position has become vacant as a result of death, resignation, removal, failure to meet qualifications or any other reason. Such positions shall be filled from a slate of nominees submitted by the Nominating Committee or from persons nominated at such meeting by an Elected Director.

Section 4.4. Terms of Office.

Except as necessary to achieve “staggered terms,” the term of office of each Elected Director and each Appointed Director shall be three (3) years or until his or her successor is elected and takes office. In order to achieve “staggered terms” for both Elected Directors and Appointed Directors, the terms of approximately one-third (1/3) of the total authorized Elected Directors and Appointed Directors shall expire each year, and the positions due to be vacated shall be filled prior to that time. In the event that the number of Elected Directors is modified or that it otherwise becomes necessary in order to achieve staggered terms for Elected Directors or Appointed Directors, one or more Elected Directors or Appointed Directors may be elected for a term of one (1) year or two (2) years (a “**Lesser Term**”). At the time of election of either an Elected Director or an Appointed Director, the length and date of expiration of the term (“**Termination Date**”) shall be established.

The term of office of each Elected Director and each Appointed Director respectively elected to fill the office of an Elected Director or Appointed Director whose term is expiring (a “**Retiring Director**”) shall begin on the later of the (i) Termination Date of the Retiring Director or (ii) the date on which such Elected or Appointed Director is elected or takes office and end on the later of (i) midnight of the Termination Date designated for such Elected or Appointed Director at the time of his or her election or (ii) the date on which the successor of such Elected or Appointed Director is elected and takes office.

The term of office as a Director of the President of the Council shall coincide with his or her term as President of the Council.

An Elected or Appointed Director shall be eligible to serve for a maximum of two (2) consecutive full three (3) year terms, plus any unexpired term and/or any Lesser Term. An Elected or Appointed Director shall be eligible for re-election thereafter upon expiration of one (1) year.

Section 4.5. Diversity.

Elected and Appointed Directors shall reflect (i) diversity in racial and ethnic identity and gender (including sexual orientation), (ii) the Open and Affirming Covenant adopted by the Board of Directors, (iii) diversity in geographic location and in representation of service sectors of Members, and (iv) diversity in skills and experience.

Section 4.6. Meetings.

(a) **Annual Meeting.** The annual meeting of the Board of Directors shall be held each year immediately following the annual meeting of the Members and at the same location as the annual meeting of the Members.

(b) **Regular Meetings.** Additional regular meetings of the Board of Directors shall be held during the year on such dates and at such places as may be determined annually by the Board.

(c) **Special Meetings.** Special meetings of the Directors may be called by the Chair or the President. The Chair and the President shall each be required to call a special

meeting of the Board of Directors upon the written request of one-half (1/2) or more of the Voting Directors then in office. Special meetings shall be held at the place, time and date designated in the notice of the special meeting.

(d) **Meetings by Authorized Communication Equipment.** Directors or non-director committee members may participate in and act at any meeting of the Board of Directors or a committee through the use of Authorized Communication Equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.7. Quorum and Manner of Acting.

A majority of the Voting Directors then in office present either in person or by Authorized Communication Equipment, shall constitute a quorum, and, unless a higher number is required by any specific provision of this Code of Regulations, the act of a majority of the Voting Directors present (in person or by Authorized Communication Equipment) shall be the act of the Board of Directors. No Voting Director may act by proxy on any matter. If fewer Voting Directors than a quorum are present at any meeting, a majority of those present may adjourn the meeting to a different place, date and/or time, without further notice to any Director present at the time the meeting is adjourned; provided, however, that notice of the place, date and time to which such meeting is adjourned shall be given to each Director who is not present at the time the meeting is adjourned, which notice shall comply with Section 4.10 of this Article Four.

Section 4.8. Resignations.

Except for the President who serves *ex officio*, any Director may resign at any time by giving a written notice to the Council delivered to the Chair, Vice Chair or President of the Council. Such resignation shall take effect at the time specified therein, or if no time is so specified, immediately upon receipt by the Council.

Section 4.9. Removal of Directors.

Except for the President who serves *ex officio*, any Director may be removed from the Board by a two-thirds (2/3) majority vote of the Voting Members present and voting at any duly constituted regular or special meeting of the Board of Directors called for such purpose.

Section 4.10. Notice.

Notice stating the place, day and time of the meeting shall be delivered to each Director by mail, facsimile transmission, e-mail or other form of written electronic communication not less than five (5) nor more than forty (40) calendar days before the date of the meeting. If sent by electronic means, such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the address as shown in the records of the Council with postage thereon prepaid.

Notice may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless a Voting

Director, upon arriving at the meeting (if the objection is with respect to notice of the meeting itself) or prior to the vote on any matter as to which the Voting Director asserts that proper notice was not given, objects to the lack of notice and does not vote for or assent to any action as to which the Voting Director asserts lack of required notice.

Section 4.11. Informal Action.

Any action of the Board of Directors may be taken without a meeting if written consent to such action by each duly elected, qualified and acting Voting Director is executed and returned to the Secretary, in person, by U.S. mail or other delivery service, by facsimile transmission or as an electronic record (e.g., by e-mail or other electronic transmission), which electronic record may be signed using an electronic signature.

**ARTICLE FIVE
OFFICERS**

Section 5.1. Officers.

The officers of the Council shall be a Chair, a Vice Chair and a Treasurer who shall be elected from among the Elected Directors (the Appointed Directors shall not be eligible to hold office), a President who will be an *ex officio* member of the Board of Directors and an Secretary who will not be a member of the Board of Directors but shall be an employee of the Council. In addition, the Board of Directors may elect one or more Assistant Secretaries and such other officers as it may determine to be necessary to conduct the affairs of the Council.

Section 5.2. Election and Term.

The Board of Directors shall, by the vote of a majority of the Voting Directors present at a duly called and convened meeting of the Board of Directors at which a quorum is present, elect officers of the Council from a slate of nominees provided by the Nominating Committee or nominated by any Voting Director. The election of the Chair, Vice Chair and/or Treasurer (the “**Elected Officers**”) shall occur at the first meeting of the Board of Directors following the annual meeting of the Members. The Chair, Vice Chair and Treasurer of the Council shall, subject to the other provisions of this Code of Regulations, be elected by the Board of Directors for a single two (2) year term. At the time of election, the Board of Directors shall establish the commencement and termination date of the term; provided that, if on such termination date a successor has not been elected, such officer’s term shall continue until the date of commencement of his or her successor’s term in office. The President and the Secretary shall each be elected by the Board of Directors for a term commencing on the date of his or her election and continuing until the earlier of his or her resignation or until he or she is removed pursuant to the provisions of Section [5.8] of this Article Five. Subject to the other provisions of this Code of Regulations, an individual elected as Chair, Vice Chair or Treasurer of the Council shall be ineligible to be re-elected to the same office after having served one (1) full two (2) year term in such office, but thereafter such individual will be eligible for re-election after the expiration of one (1) year.

Section 5.3. Chair.

The Chair of the Board of the Council shall preside at all meetings of the Members, the Board of Directors and of the Executive Committee of the Board. In addition, the Chair shall perform such other duties as may from time to time be assigned to the Chair by law, the Board or this Code of Regulations. The Chair shall be an *ex officio* voting member of all committees and shall receive notice of their meetings.

Section 5.4. Vice Chair.

The Vice Chair shall perform all the duties of the Chair of the Board in the absence or inability of the latter to act. The Vice Chair shall be an *ex officio* voting member of all committees and shall receive notice of their meetings.

Section 5.5. President.

The President shall be the Chief Executive Officer of the Council and shall, through staff, be responsible for the administration and management of the daily affairs of the Council, including, but not limited to, fiscal oversight, employment and dismissal of employees and retention of consultants as necessary and appropriate and in conformance with the established budgetary, financial and human resources policies of the Council. The President shall serve as an *ex officio* non-voting member of all committees (having voice but not vote) and receive notice of their meetings. The President shall perform such additional duties as from time to time may be assigned to the President by law, the Board of Directors or this Code of Regulations and shall sign on behalf of the Council any corporate documents, records or instruments. The President shall keep the Board fully informed of his or her activities on behalf of the Council. The President shall be hired by the Board of Directors. The Board of Directors, on recommendation of the Executive Committee, shall determine the annual salary of the President. In addition, the President shall receive such benefits as determined by the Board of Directors and the Personnel Policies of the Council and shall be reimbursed for all reasonable and authorized expenses, including travel, incurred related to his/her responsibilities as President.

Section 5.6. Treasurer.

The Treasurer shall see that a complete and accurate record of the Council's financial affairs is maintained in accordance with legal requirements and the financial policies and procedures of the Council. In addition, the Treasurer shall perform such duties and have such powers as may be assigned to the Treasurer by the Board of Directors.

Section 5.7. Secretary.

The Secretary shall see that all notices are duly given in accordance with the provisions of this Code of Regulations, or as required by law, be custodian of the records of the Council, keep a register of the addresses and/other contact information of all Members and Directors and have general charge of the books and records of the Council. The Secretary is responsible for preparing minutes of all meetings of the Members, the Board of Directors and of the Executive Committee of that Board. In addition, the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by the Board of Directors or the President.

Section 5.8. Resignations and Removal.

Any officer may resign at any time by giving written notice to the Chair, Vice Chair or the President of the Council and such resignation shall take effect at the time specified therein, or if no time is specified, immediately upon receipt on behalf of the Council. Any officer may be removed by a majority vote of the Voting Members of the Board of Directors then in office. Appointment of an officer shall not of itself create any contract rights but removal shall be without prejudice to any contract rights that may have been otherwise created with respect to an officer who is employed by the Council.

Section 5.9. Reimbursement of Expenses.

Elected officers shall not receive any compensation for their services, but shall be reimbursed for all reasonable and authorized expenses, including travel, incurred in carrying out the work of the Council.

Section 5.10. Vacancies.

A vacancy in the office of Chair, Vice Chair or Treasurer shall be filled for the unexpired portion of the term in the same manner as provided for in the original appointment.

**ARTICLE SIX
COMMITTEES**

Section 6.1. Executive Committee.

In order to allow decisions with respect to policy and management of the Council to be made when the Board of Directors is not meeting, there shall be constituted an Executive Committee consisting of the Chair, Vice Chair, Treasurer and two additional members of the Board of ~~Trustees~~Directors elected by the Board of ~~Trustees~~Directors from among the Elected Directors (collectively, the “**Elected Members**”). The President shall be an *ex officio* member of the Executive Committee with voice but not vote. The Elected members shall each be elected by the Board of Directors for a single two (2) year term. At the time of election, the Board of Directors shall establish the commencement and termination date of the term. The Chair of the Board of Directors shall also serve as the Chair of the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Council when the Board is not meeting and perform such other duties as the Board of Directors may delegate to the Executive Committee. The Executive Committee shall also be responsible for the evaluation of the performance of the President and to recommend to the Board the compensation of the President. The President shall recuse himself or herself from any discussion of Presidential evaluation or compensation. The Executive Committee shall report to the Board at its next meeting the results of any evaluation of the President and of any recommendation for compensation of the President provided that any such recommendation for compensation shall not become effective until approved by the Board.

In no event shall the Executive Committee have the authority of the Board of Directors in reference to the following: amending, altering or repealing the Articles of Incorporation or this Code of Regulations; electing, appointing or removing any member of the Executive Committee, any officer of the Council (except for the temporary suspension of the President) or any Director, adopting a plan of merger or adopting a plan of consolidation with another corporation;

authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Council; authorizing the voluntary dissolution of the Council or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Council; authorizing distributions to Directors, officers, agents or employees except in exchange for value received; or amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by the Executive Committee. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him, or her by law.

Notice stating the place, day and time of all meetings of the Executive Committee shall be delivered to each Director by mail, facsimile transmission, e-mail or other form of written electronic communication not less than twenty-four (24) hours nor more than forty (40) days before the date of the meeting. If sent by electronic means such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at the address shown in the records of the Council with postage thereon prepaid. Such notice may be waived by any member of the Executive Committee in writing, which written waiver must be signed by such individual and filed with the minutes of the meeting in the corporation records. An individual's attendance at, or participation in, a meeting also constitutes a waiver of any required notice of the meeting, unless the individual, upon arriving at the meeting (if the objection is with respect to notice of the meeting itself) or, in the case of a Voting Member, prior to the vote on any matter as to which the individual asserts that proper notice was not given, objects to the lack of notice and does not vote for or assent to the action as to which the individual asserts lack of required notice.

A minimum of three Elected Members present either in person or by Authorized Communication Equipment shall constitute a quorum. No member of the Executive Committee may act by proxy on any matter.

The minutes of each meeting of the Executive Committee shall be sent to each member of the Board of Directors within thirty (30) days of the date of that meeting. In addition, the Chair or Vice Chair shall, at each meeting of the Board, report to the Board regarding actions taken by the Executive Committee since the last meeting of the Board.

Section 6.2. Nominating Committee.

In order to recruit and identify qualified candidates to serve as Elected Directors, Appointed Directors, officers and members of a Nominating Committee, the Members shall, at each annual meeting, by majority vote of the Representatives of Members present at a duly called and convened meeting of the Members, elect a Nominating Committee consisting of at least five (5) members, at least one (1) of whom shall be an Elected Member of the Board of Directors and all of whom shall be either employees or directors of a Member. All persons elected to the Nominating Committee shall be elected for a term of one (1) year and there shall be no limit on the number of successive terms a person may serve on the Nominating Committee. The Chair of the Nominating Committee must be an Elected Director and shall be appointed by the Chair of the Board. In electing the members of the Nominating Committee, the Members, acting through their Representatives, shall assure that the members so appointed are reflective of the health and human services sectors and geographic locations served by the Members of the Council.

The Nominating Committee shall propose slates of candidates sufficient to fill current vacancies and expiring terms of Elected Directors, Appointed Directors, officers and members of the Nominating Committee. Before adding any name to a slate, the Nominating Committee shall first assure that he nominee has given his or her consent to such nomination. The Nominating Committee shall seek to recruit for consideration individuals with diverse backgrounds and skills, and a deep commitment to the long-term best interests of the Council and further assure that all slates of candidates proposed reflect (i) diversity in racial and ethnic identity and gender (including sexual orientation), (ii) the Open and Affirming Covenant adopted by the Board of Directors, (iii) diversity in both geographic location and in representation of the service sectors of Members, and (iv) diversity in skills and experience.

The Nominating Committee shall not have or in any way exercise the authority of the Board of Directors.

Section 6.3. Additional Committees.

Additional committees may be established by a resolution adopted by a majority of the Voting Directors present at a duly called and convened meeting of the Board of Directors at which a quorum is present. Unless specifically authorized by the Board in establishing any committee, no such committee shall have and exercise any authority of the Board of Directors in the management of the Council. Unless a committee has been granted any authority of the Board of Directors, the members of any committee so established need not be members of the Board and shall be appointed by the Chair, unless the Board of Directors has reserved the right to appoint the members of such committee, has required that they be members of the Board and/or the committee has been granted any authority of the Board of Directors (in which case all members of such committee shall be members of the Board of Directors).

**ARTICLE SEVEN
FISCAL MATTERS**

Section 7.1. Dues, Fees and Assessments.

Section 7.1.1. Establishment.

The Members shall establish dues for Members and Provisional Members as well as such other fees and assessments as the Members may determine to be appropriate. Before taking such action, the Members shall receive a report from the Board of Directors regarding the fiscal needs of the Council and what the Board of Directors believes would be appropriate amounts for such dues, fees and assessments.

Section 7.1.2. Payment.

All dues, fees and assessments assessed by the Council for a fiscal year must, unless alternate arrangements have been made with the Council, be paid to the Council prior to the end of that fiscal year. In the event of demonstrated financial hardship by a Member or Provisional Member, the President may, with the approval of the Executive Committee, negotiate alternative payment arrangements in order to address the financial hardship. A Member not current with its financial obligations to the Council at the end of a fiscal year (whether by full or agreed upon alternative payment) will have its voting privileges as a Member rescinded until all dues fees and assessments have either been brought current or acceptable arrangements for alternative payment have been made with the Council. Continued failure to remain current with payment of dues, fees or assessments (whether by full or agreed upon alternative payment) may, by action of the Board of Directors, result in termination of Membership or Provisional Membership.

Section 7.2. Fiscal Year and Audit.

The fiscal year of the Council shall commence on the first day of January of each year and shall end on the last day of December of each year. The financial records of the Council will be audited annually by a certified public accountant and the results of such audit shall be submitted to the Board of Directors not later than one hundred twenty (120) days following the close of each fiscal year.

Section 7.3. Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council. In the absence of such authorization by the Board of Directors, such instruments shall be signed by the President.

Section 7.4. Loans.

(a) No loans shall be contracted on behalf of the Council, no evidences of indebtedness shall be issued in its name and no property of the Council shall be mortgaged or pledged unless authorized by action of the Board of Directors; provided that no approval of the Members shall be required for any such loan, other indebtedness, mortgage or pledge.

(b) No loan shall be granted to any officer or Director of the Council.

Section 7.5. Checks and Drafts.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council or to the Council, shall be signed or endorsed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such resolution all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness shall be signed by the President.

Section 7.6. Deposits.

All funds of the Council, not otherwise invested or restricted, shall be deposited promptly to the credit of the Council in such banks, trust companies or other depositories as the Board may select.

Section 7.7. Investments.

The Council shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or by any similar restriction.

Section 7.8. Budget.

The President shall timely prepare an annual budget for the Council and submit it to the Board of Directors for review and consideration. The Board of Directors shall approve a final annual budget for the Council in time to present it to the Members at the annual meeting of the Members preceding the start of the next fiscal year. The presentation of the annual budget to the Members is for informational purposes only and no approval of the budget by the Members is required.

**ARTICLE EIGHT
INDEMNIFICATION**

Section 8.1. Right of Indemnity.

The Council shall, to the fullest extent to which it is empowered to do so under Ohio law or any other applicable laws as from time to time may be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer or employee of the Council, or is or was serving at the request of the Council as a director, officer or employee of any other entity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 8.2. Expenses and Advances.

Expenses incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the Director, officer or employee, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council as authorized by law, in this Code of Regulations, the Articles of Incorporation or otherwise.

Section 8.3. Other Rights.

The indemnification provided in this Article Eight shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under this Code of Regulations, any agreement, vote of disinterested Directors or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such person. The provisions of this Article Eight shall be deemed a contract between the Council and any person entitled to indemnification hereunder; provided, however, that nothing herein contained shall prohibit the Council from entering into or require the Council to enter into individual indemnification agreements with any person entitled to indemnification hereunder.

Section 8.4. Insurance.

The obligation of the Council under this Article Eight shall not be limited to the proceeds of liability insurance policies actually paid to the Council or directly for the benefit of the person claiming indemnification under this Article Eight. The Council may purchase and maintain insurance on behalf of any person who is a director, officer or employee of the Council against any liability asserted against or incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article Eight.

**ARTICLE NINE
AMENDMENTS TO ARTICLES OF INCORPORATION
OR CODE OF REGULATIONS**

Section 9.1. Articles of Incorporation.

The Articles of Incorporation of the Council may be altered, amended, repealed, or restated (an "**Articles Amendment**") by the affirmative vote, at a duly called and convened meeting of the Members of the Council, of both Representatives (present either in person or through Authorized Communication Equipment) of each of at least two-thirds (2/3rds) of the total number of Members of the Council. No vote with respect to an Articles Amendment may be cast by proxy. Notice of a meeting of Members to consider a proposed Articles Amendment shall be given as provided in this Code of Regulations and must specially state that an Articles Amendment will be considered at the meeting and the nature and purpose of the proposed Articles Amendment.

Section 9.2. Code of Regulations.

The Code of Regulations of the Council may be altered, amended, repealed, or restated (a "**Code Amendment**") by the affirmative vote, at a duly called and convened meeting of the Members of the Council, of both Representatives (present either in person or through Authorized Communication Equipment) of each of at least two-thirds (2/3rds) of the total number of Members of the Council. No vote with respect to a Code Amendment may be cast by proxy. Notice of a meeting of Members to consider a proposed Code Amendment shall be given as provided in this Code of Regulations and must specially state that a Code Amendment will be considered at the meeting and the nature and purpose of the proposed Code Amendment.

**ARTICLE TEN
CONFLICTS OR DUALITY OF INTERESTS**

Section 10.1. Purpose.

The purpose of this conflicts or duality of interests policy is to protect the Council's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member of the Council or result in a possible excess benefit transaction.

Section 10.2. Definitions.

(a) **Interested Person.** Any director, officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, or otherwise may gain a personal benefit from his or her position as a director, officer or member of a committee with board delegated powers is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family--

- (i) an ownership or investment interest in any entity with which the Council has a transaction or arrangement, or
- (ii) a compensation arrangement with the Council or with any entity or individual with which the Council or has a transaction or arrangement, or
- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Council is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 10.3. Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial or other interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial or other interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

- (i) The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (ii) After exercising due diligence, the board or committee shall determine whether the Council can, with reasonable efforts, obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iii) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or committee members (even though the disinterested directors or committee members be less than a quorum) whether the transaction or arrangement is in the corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- (iv) An interested person may make a presentation at the board or committee meeting, but after such a presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(d) **Violations of the Conflicts of Interest Policy.**

- (i) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.4. Records of Proceedings.

The minutes of the Board and all committees with Board delegated powers shall contain--

- (a) the names of the persons who disclosed or otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the financial or other interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of

interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 10.5. Compensation.

(a) A Voting Member of the Board who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that Member's compensation.

(b) A Voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that Member's compensation.

(c) No Voting Member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 10.6. Annual Statements.

Each Director, officer and each member of a committee with Board delegated powers shall annually sign a statement which affirms that such person--

(a) has received a copy of the conflicts or duality of interests policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands that the Council is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.7. Periodic Reviews.

To ensure that the Council operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Section 10.8. Use of Outside Experts.

In conducting the periodic reviews provided for in this Article Ten, the Council may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ADOPTED by the Members of the Council this ___ day of _____, 2018 to be effective _____, 2018.

COUNCIL FOR HEALTH AND HUMAN
SERVICES MINISTRIES

By: _____
Printed Name: _____
Title: _____

Document comparison by Workshare Compare on Thursday, October 12, 2017
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Moved cell	
Split/Merged cell	
Padding cell	

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