

## **BYLAWS OF LEBANON VALLEY BRETHERN HOME**

### **ARTICLE I ORGANIZATION**

Section 1. Name. The name of the Corporation is Lebanon Valley Brethren Home, hereinafter referred to as LVBH.

Section 2. Mission. Lebanon Valley Brethren Home is an outreach ministry of the Church of the Brethren and is committed to providing quality housing, healthcare and supportive services in an attitude of love and servanthood.

### **ARTICLE II MEMBERS**

Section 1. Membership. Membership shall consist of the members of the Board of Directors.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. Role. The Board is responsible for overall management, policy and direction of LVBH, and delegates responsibility for day-to-day operations to the President/CEO of LVBH, hereinafter referred to as CEO. The Board has the responsibility to hire, discharge, evaluate, manage and determine the compensation of the CEO.

Section 2. Size. The Board shall consist of 15 Directors, the majority of which shall be members of the Church of the Brethren. At least one, but no more than three, shall be residents of LVBH.

Section 3. Term. The Term of office for each Director shall be three years. No Director who has served three full terms of three years may again be nominated for a Directorship until s/he has not served as a Director for one year.

Section 4. Election. At the October meeting of the Board of Directors, an election shall be held, in accordance with the LVBH Policy and Procedure Manual, to determine Board members for the next year. A majority vote of the Directors voting shall be required for election.

Section 5. Compensation. The Board shall receive no compensation.

Section 6. Meetings. Regular meeting of the Board of Directors shall be held at a date and time established by the Directors. Special meetings may be called by the Chair or at the written request of that number of Directors which constitutes a quorum. Notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors, along with a copy of the agenda, at least 7 days in advance of the date thereof. Directors may attend meeting by remote means; e.g. teleconferencing, internet conferencing, etc. Proxy voting shall not be accepted. A majority of voting Directors shall constitute a quorum. The CEO and such Administrative Staff as may be invited to attend meetings of the Board have a voice in the proceedings but do not vote.

Section 7. Annual Evaluations. Each Board member may be evaluated annually for effectiveness by the Executive Committee, as specified in the LVBH Policies and Procedures.

Section 8. Resignation. Resignation from the Board must be in writing and received by a member of the Executive Committee.

Section 9. Removal. The Board of Directors, by a two thirds vote of the Directors, may remove a Director for any activity or inaction which, in the sole discretion of the Board of Directors, adversely affects or may affect the Corporation

Section 10. Vacancies During Term. Any vacancy by a Director during their term shall be filled in accordance with the LVBH Policies and Procedures. A Director so elected will serve the unexpired term of the Director being replaced. Any Director filling a vacancy occurring during a term, shall not have the unexpired term served by them counted toward their term limit as imposed in Section 3 of this Article.

Section 11. Indemnification. The Corporation shall indemnify each director, officer, employee or agent of the Corporation to the full extent permitted by law, assuming the director, officer, employee or agent acted, or failed to act, in good faith and in a manner reasonably believed to be in the best interests of LVBH.

Section 12. Justifiable Reliance. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 13. Conflict of Interest. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members and made a matter of record. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting and the quorum situation. The foregoing requirement shall not be construed as preventing the member of the Board of Directors from briefly stating a position on the matter nor from answering questions of other Board members.

## **ARTICLE IV BOARD OFFICERS**

Section 1. Officers. The officers of the Board shall consist of Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene and preside at regularly scheduled Board meetings, and convene and preside at Executive Committee meetings. If unable to do so, the Chair shall arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer. The Chair shall be an ex-officio member of all committees except the Nominating Committee, with the same rights as other members of those committees.

Section 2. Election of Officers. At the November meeting of the Board of Directors, an election shall be held, in accordance with the LVBH Policies and Procedures, to determine Board officers and the Executive Committee at-large member for the next year. The two-year terms for Chair and Treasurer shall be elected for a term to commence in even numbered years, and the two-year terms for Vice Chair and Secretary shall be elected for a term to commence in odd numbered years. A majority vote of the Directors voting shall be required for election.

Section 3. Term of Office. Except in the case of filling a vacancy occurring during a term in any office, each Officer shall serve for a term of two years and until the Officer's successor is duly elected and takes office. No Chair who has served three consecutive full two-year terms as Chair shall be eligible to serve as Chair or Vice Chair during the two-year term immediately succeeding his or her third consecutive two-year term as Chair; nor shall they serve as Chair during the last year that they are eligible to serve on the board due to the term limit imposed in Section 3 of Article III.

Section 4. Vacancies During Term. If the Office of the Chair becomes vacant, the Vice Chair shall become the Chair for the unexpired term. In the event of vacancies in other offices, the Board of Directors shall elect from its own membership, by a majority vote of those present and voting, an eligible member to fill the office for the unexpired term. Any Member, serving as an Officer to fill a vacancy occurring during a term, shall not have the unexpired term served by them counted toward their term limit as imposed in Section 3 of this Article.

Section 5. Removal of Officers. Any officer elected or appointed to office may be removed by a two-thirds vote of those Directors present and voting, whenever in their judgment the best interests of the Corporation will be served.

## **ARTICLE V - COMMITTEES**

Section 1. Committees. There shall be such standing and ad hoc committees as the Board of Directors may deem advisable in the administration and conduct of the Corporation. With the exception of the Executive Committee, additional information on individual committees can be referenced in the LVBH Policies and Procedures.

Section 2. Committee Members. The Board Chair shall appoint all committee members and the Committee Chair to one-year terms with an unlimited number of re-appointments. With the exception of the Executive Committee, committee members may be appointed from outside the Board of Directors. Co-opted appointees will have the same rights as other members of the Committee, in all matters pertaining to the Committee. Up to one-half of a Committee membership can be co-opted members.

Section 3. Committee Meetings. Committees of the Board of Directors shall meet as needed to accomplish their goals. The Chair of each committee shall determine the date, time and place of each meeting; preside over, or appoint a substitute to preside over, each meeting; ensure that minutes are taken; and report the committee's progress to the Board. A majority of the members of a committee shall constitute a quorum. Any action approved by the committee shall require the vote of the majority present. Additionally, in the case of the Executive Committee only, meetings may be called on the written request of at least 3 members of the committee.

Section 4. Executive Committee. The Executive Committee shall consist of the elected Officers of the Board of Directors plus one additional at-large member of the Board elected by the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. This authority shall not include the ability to obligate LVBH to a new debt or consummate a transaction above \$50,000.00. The Executive Committee shall serve as counselor to the CEO; conduct an annual performance review of the CEO; and annually review the compensation package of the CEO, Vice President of Finance/CFO, and Vice President of Health Services.

## **ARTICLE VI - MANAGEMENT**

Section 1. CEO. The CEO, as chief executive officer of the Corporation, shall have full responsibility for the daily administration of LVBH, subject to the policies established by the Board of Directors or the Executive Committee. The CEO shall be an ex-officio member without vote on the Board of Directors and all Board Committees, except when the Board is in Executive Session, at which time the CEO shall attend by invitation only. The CEO shall act as the duly authorized representative of the Board of Directors in all matters relating to operations in which the Board has not designated some other person for that specific purpose.

## **ARTICLE VII - PARLIAMENTARY AUTHORITY**

Section 1. Rules of Order. The current edition of Robert's Rules of Order, Revised, shall govern LVBH, the Board of Directors, the Executive Committee and committees in parliamentary situations that are not encompassed by the Articles of Incorporation or these Bylaws or the LVBH Policies and Procedures.

## **ARTICLE VIII - BYLAW AMENDMENTS**

Section 1. Amendment of Bylaws. To the extent allowed by law, these Bylaws may be amended at any time by a two-thirds vote of those present at any Board of Directors meeting (provided that a quorum is present) provided that a copy of the proposed amendment(s) shall be sent to each Director twenty-eight (28) days prior to the meeting.