

**BY LAWS
OF
YSLETA LUTHERAN MISSION HUMAN CARE**

ARTICLE I

OFFICES

- 1.01 Principal Office. The principal office of the Ysleta Lutheran Mission Human Care in the State of Texas shall be located in the City of El Paso, County of El Paso. The Corporation may have such offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- 1.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need to be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

INCORPORATION

- 2.01 Establishment. The Board of Directors of Ysleta Lutheran Mission Human Care hereinafter sometimes referred to as (Board) or (Board of Directors) shall consist of no less than six and no more than eight members. Procedures for the review of incurring major debt and income property of the corporation would be at the approval of the Board of Directors.
- 2.02 Purpose. The sole purpose of this Corporation is to assist in providing for human care needs of its clients in whatever area the Corporation functions.
- 2.03 Affiliation. It is the intention of this Corporation to be and remain recognized by the Rocky Mountain District of the Lutheran Church-Missouri Synod, and by the Lutheran Church-Missouri Synod hereinafter referred to as (Synod) as a Recognized Service Organization (RSO).
- 2.04 Liability. The Corporation shall be fully responsible for the management and fiscal affairs of the Corporation and solely responsible for any debts and liabilities it may incur.

ARTICLE III

BOARD OF DIRECTORS

- 3.01 General Powers. The affairs of the Corporation shall be exclusively managed by its Board of Directors, and there are no other members with voting rights. In exercising its powers of management, however, the Board shall endeavor to address, only at their broadest level, issues of policy, purpose, governance and constraint, as dictated by ethics and prudence. An employee of the Corporation may not be a member of the Board of Directors.
- 3.02 Number. The total number of Directors constituting the Board shall be no more than eight (8) and no less than six (6).
- 3.03 Tenure. Directors shall be selected for a term of five (5) years. Directors shall not serve more than two (2) consecutive terms, except that a director selected to fill a

vacancy on the Board may serve not more than two consecutive terms in addition to the remainder of such unexpired term to which he or she was appointed.

Unexpired terms shall not constitute a consecutive term. Each Director shall serve until his/her term has expired or until his/her resignation or removal.

- 3.04 Selection. The Directors shall be elected by the Board. The Chair shall appoint a Nominating Committee, which its primary function will be to identify board candidates from which the current Board can appoint a slate of candidates to the Board. The elected Board members shall win by two-thirds majority vote of the Board of Directors. . The nominating committee may be made up of individuals who are members of the Board, or may be any individuals who may provide an objective point of view of Ysleta Lutheran Mission Human Care. Three fourths (3/4) of the Board of Directors elected must be members of a Lutheran Church Missouri Synod Congregation.
- 3.05 Removal. Any Director may be removed by a three fourths vote of the remaining directors present at any meeting of the Board of Directors, or a majority of the entire Board or whichever is greater. The Board of Directors may declare vacant the position of any director absent for 3 consecutive Board of Directors Meetings without an excuse to the Board.
- 3.06 Absences: Directors who cannot attend any called meeting of the Board of Directors for any reason are to notify the Secretary of the Corporation of their intended absence at least 2 weeks prior to the date of the meeting to determine if there will be enough Directors present for a quorum. If, as a result of such notifications, the Secretary determines there will not be enough members present for a quorum the Secretary will then notify the Executive Committee so that the meeting date can be rescheduled.
- 3.07 Remote Attendance: Those attending via electronic connections are considered present during meetings.

ARTICLE IV

MEETINGS

- 4.01. Regular and Annual Meetings. Regular meetings of the Board of Directors shall be held at least four times per year. An annual meeting of the Board of Directors shall be held in February of each year for the purpose of installing Directors and for the transaction of such other business as may come before the meeting (s). If the installation of Directors shall not be held on the day designated for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the installation to be held at any meeting of the Board as soon thereafter as possible.
- 4.02. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, and shall be called by the Chair or the Secretary upon vote of the Executive Committee, or upon written request of any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board.
- 4.03. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days but no more than fifty days prior thereto by written notice delivered personally or sent by mail or e-mail with phone call follow up to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when the letter is mailed, if mailed by regular or certified United States mail, with postage prepaid, from the property address as herein provided. Any other notice shall be deemed delivered upon actual receipt.

- If an emergency meeting is required it can be held by telephone conference with at least $\frac{3}{4}$ of members participating. Any Director may waive notice of any meeting.
- 4.04. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 4.05. Manner of Acting. The act of sixty percent of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. There shall be no voting by proxy by Directors.
- 4.06. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

ARTICLE V

OFFICERS

- 5.01 Officers. The officers of the Corporation shall be a Chairperson of the Board (sometimes referred to herein as the “Chair”), a Vice-Chairperson of the Board (sometimes referred to herein as the Vice-Chair”), a President (sometimes referred to herein as the CEO or Chief Executive Officer), a Secretary, a Chief Operating Office (sometimes referred to herein as the COO), and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The same person, except the offices of the President and Secretary, may hold any two or more offices.
- 5.02 Election and Term of Office. The officers of the Corporation, except the President and COO (whose terms of office extends until they are replaced, removed or they resign), shall be elected biannually by the Board of Directors to hold office for two years and to serve until their term has expired or until their resignation or removal. New offices may be created and filled at any meeting of the Board of Directors. Tenure of office shall begin biannually on the first day in each Fiscal Year. Each officer shall hold office until his/her term has expired or until his/her resignation or removal. The Chair, Vice-Chair and Secretary must be a member of the Board of Directors. The President and the COO shall not be members of the Board of Directors.
- 5.03 Removal. Any officer, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 5.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term using the prescribed nomination and election process.
- 5.05 Chairperson of the Board. The Chair shall preside at all meetings of the Board of Directors. He/She shall be an ex-officio member of all committees. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorized to be executed, except in cases where their signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer of the Corporation;

and in general he/she shall perform all duties incident to the office of Chair and such other as may be prescribed by the Board of Directors from time to time.

5.06 Vice-Chairperson of the Board. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be the subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair of Board of Directors. The Vice-Chair shall preside at all meetings of the Executive Committee.

5.07 President

- a) The President as the Chief executive Officer shall be responsible for carrying out the functions of the Corporation in accordance with the policies and duties established by the Board of Directors.
- b) The President shall be elected by the Board of Directors.
- c) The Board of Directors shall have an Employment Agreement with the President.
- d) The President shall be evaluated annually by the Personnel Committee and the results of this evaluation, together with a recommendation for compensation, shall be reported to the Board of Directors.
- e) The President shall attend meetings of the Board of Directors. The President shall present regular reports to the Board of Directors.
- f) The President shall have power to appoint other staff as agents of the Corporation consistent with the policies of the Board of Directors.
- g) The President shall supervise and oversee the actions of the COO and the Program Director.
- h) The president with the authorization of the Board of Directors shall have authority to borrow money on behalf of the Corporation, and sign documents and instruments on behalf of the Corporation.
- i) The President shall have authority and responsibility for all employment and discharge of employees consistent with the policies of the Board of Directors and with consideration of any recommendations from the COO.

5.08. COO:

- a) The COO, as the Chief Operation Officer of the Corporation, shall be responsible for carrying out the functions of the Corporation in accordance with the policies and duties established by the Board of Directors.
- b) The COO shall be elected by the Board of Directors.
- c) The Board of Directors shall have an Employment Agreement with the COO.
- d) The COO shall be evaluated annually by the Personnel Committee and the results of this evaluation, together with any recommendations for compensation, shall be reported to the Board of Directors.
- e) The COO shall have the power to appoint other staff as agents of the Corporation consistent with the policies of the Corporation.
- f) The COO shall supervise and oversee the actions of the Development Director, the Corporation Business Manager, and/or whichever employee that has the monetary responsibility on a day to day basis. This employee shall report to the COO at least monthly and especially in time for each Board of Directors Meeting with a summary of all current fiscal matters. The COO shall also arrange for an biannual audit of the Corporation finances and report the results of the audit to the Board of Directors. The COO shall cause quarterly financial statements to be submitted to the Board of Directors.

5.08 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the Executive Committee in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as

required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair of the or by the Board of Directors

ARTICLE VI

COMMITTEES

- 6.01 Nominating Committee. There shall be a Nominating Committee appointed annually by the Chair. The nominating Committee shall annually present a slate of candidates for directors of the Corporation, except Chair. The Director shall be selected by majority vote of members present. The President shall be an advisor to the Nominating Committee.
- 6.02. Audit Committee. There shall be an Audit Committee appointed biannually by the Chair. The Audit Committee will be chaired by the COO who will be one of the members of the Committee. The Audit Committee shall review the audit of the Corporation and present the audit to the Board of Directors. The Audit Committee shall biannually recommend an auditor.
- 6.03Finance Committee: The Finance Committee shall review all Corporation Investments and Investment Policies and make recommendations to the Board of Directors as appropriate. The Finance Committee shall oversee the Endowment Fund. The CEO and the COO shall be advisors to and serve on the Finance Committee. Two Directors shall serve on the Finance Committee and shall be appointed biannually by the Board of Directors.
- 6.04Personnel Committee.
There shall be a Personnel Committee appointed by the Chair. The Personnel Committee shall annually evaluate the Chief Executive Officer and Chief Operating Officer. The Personnel Committee is responsible for creating, negotiating and maintaining employment agreements with the CEO and COO in accordance with policies and procedures stated by the Board of Directors and for making compensation recommendations and a report of the evaluations to the Board of Directors annually.
- 6.05Executive Committee:
The Executive Committee shall consist of the CEO, COO, Secretary, Chair and Vice-Chair. The Vice-Chair will serve as the chair this committee. The Secretary will be responsible for maintaining minutes of all meetings of the Executive Committee. Meetings can be called by any member when deemed necessary. Meetings can be held in person, over the internet or by telephone. The Vice-Chair will report all actions taken by the Executive Committee to the Board of Directors.
- 6.06. Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more other committees.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and

on behalf of the Corporation. Such authority may be general or confined to specific instances.

- 7.02. Checks, Debit Cards and Drafts. All checks, debit cards, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any transaction over \$20,000.00 will require two signatures. In the absence of such determination by the Board of Directors, such instrument shall be signed by the COO or Corporation Business Manager and countersigned by the President of the Corporation.
- 7.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 7.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- 7.05. Endowments. The Corporation should establish a permanent endowment to promote the long term sustainability of Ysleta Lutheran Mission Human Care. The Endowment shall use a portion of its annual investment income to fund its programs.

ARTICLE VIII

BOOKS AND RECORDS

- 8.01 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names or addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

- 9.01. The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year.

ARTICLE X

SEAL

- 10.01. The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE XI

WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AFFILIATED AND SUBSIDIARY CORPORATIONS

12.01. The Board of Directors shall have the power to establish affiliated and subsidiary corporations for the executions of any of the Corporation's objectives or purposes. Any such affiliate or subsidiary corporation shall not adopt, amend, or repeal any Articles of Incorporation or Bylaws or take any Action that would impair the income tax exempt status of the Corporation. Each such affiliate or subsidiary functions on the terms and conditions that the Board of Directors may from time to time determine. Directors of any such affiliate or subsidiary shall be elected by the Board of Directors of the Corporation from Candidates nominated by the president, or shall be selected as otherwise determined by the Board of Directors of the Corporation.

ARTICLE XIII

INDEMNIFICATION

13.01 The Board of Directors shall authorize the Corporation to pay or reimburse any present or former Director or officer of the Corporation any costs or expenses actually and necessarily incurred by him/her in any action, suit or proceeding to which he is made a party by reason of his/her holding such position: provided, however, that she/he not receive such indemnification if he/she be finally adjudicated therein to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditure incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

ARTICLE XIV

AMENDMENTS

14.01. These Bylaws may be amended only by an affirmative vote of two-thirds (2/3) of the total members of the Board of Directors then in office, provided a written notice of such proposed amendment of the bylaws is given to the members of the Board of Directors ten (10) days prior to the date of the meeting.

NON ENDORSEMENT BY LAW

Recognition by the Synod is not an endorsement of the fiscal solvency of Ysleta Lutheran Mission Human Care, nor of services or programs offered by Ysleta Lutheran Mission Human Care, do not express or imply endorsement of the fiscal solvency of the Ysleta Lutheran Mission Human Care, or Synodical responsibility for the debts or other financial obligations of Ysleta Lutheran Mission Human Care, and it does not cause the Synod or its Districts or Congregations to incur or be subject to the liabilities or debts of Ysleta Lutheran Mission Human Care or its subsidiaries and/or affiliates.

ADOPTED AND APPROVED this 16th day of February, 2013.

By _____
Rev. Dr. Karl P. Heimer/ Registered Agent

Chair: _____
Timothy H. Eyerman

Last amended: February 16, 2013
Board of Director's Meeting
Originated: November 29, 2008
Board of Director's Meeting