

Code of Regulations of Franciscan Ministries, Inc.

ARTICLE I. NAME OF THE CORPORATION

The name of this organization shall be Franciscan Ministries, Inc.

ARTICLE II. PURPOSE OF THE CORPORATION

Section 1. Franciscan Ministries is a Catholic ministry sponsored by the Franciscan Sisters of the Poor, Inc., a Roman Catholic Religious Institution (hereafter the “Congregation”). Franciscan Ministries is a nonprofit Corporation organized for religious and charitable purposes under the laws of the State of Ohio (hereafter the “Corporation”). The business and affairs of the Corporation shall be conducted in a manner consistent with the Mission and Philosophy of the Congregation, the Code of Canon Law, the Ethical and Religious Directives for Catholic Health Care Facilities and in accordance with the provisions of the Articles of Incorporation and the Code of Regulations of the Corporation.

Section 2. The Corporation is organized exclusively for charitable and educational purposes, rendering individual, family and community support services that support the Corporation’s mission. No part of the net earnings or other funds of the Corporation shall inure to the benefit of or be distributable to any of its Members, directors, officers, staff or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III.

Section 3. All services are offered without regard to race, color, religion, sex, age, national origin or ancestry, sexual orientation, veteran status, or physical or mental disability, in accordance with applicable laws and the mission and philosophy of the Congregation as stated in Section 1 of this Article.

Section 4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Code of Regulations, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III. MEMBERS OF THE CORPORATION

Section 1. Membership: The Members of the Corporation shall be appointed by the President of the Congregation. The Members of the Corporation shall hold and exercise the reserved powers of the Corporation as delineated below in Section 7 of this Article III. There shall be at least three Members of the Corporation. The Members shall serve five (5) year terms concurrent with the term of the President of the Congregation. Members may serve more than one term.

Section 2. Annual Meeting: The annual meeting of the Members of the Corporation shall be held in May each year at such time as may be designated in the notice of the meeting.

Section 3. Special Meetings: Special meetings of the Members of the Corporation may be called at any time by the President of the Congregation.

Section 4. Notice: Notice of all meetings of the Members of the Corporation shall be given by mail, e-mail, and telephone or in person to each Member entitled thereto at least five days prior to the date of such meeting. In the case of any special meeting, the notice therefore shall state briefly the purpose of the meeting.

Section 5. Proxies: Members of the Corporation may vote or act by proxy in respect to all matters which are to be voted upon by the Members.

Section 6. Voting by Email: The Members of the Corporation, in their discretion, with respect to any annual or special meeting, may provide that the Members may vote by mail with respect to all matters that are to be voted or acted upon by the Members at any such meeting.

Section 7. Reserved Powers: The Members of the Corporation shall hold and exercise the reserved powers of the Corporation, some of which may be shared with the Board of Directors. The Reserved Powers are:

- a. Approving the overall mission and vision and of the ministries of the Corporation;
- b. Approving members of the Board of Directors and dismissing any such member, with or without cause;
- c. Approving the Chair selected by the Board;
- d. Approving the Annual Report described in Article X below and the Corporation's annual budget and audit or review of financial statements;
- e. Amending the Articles of Incorporation or the Code of Regulations;
- f. Merging, dissolving or changing the corporate structure of the Corporation;
- g. Approving the dissolution of the Corporation and distribution of its assets upon such dissolution; and
- h. Approving the sale or distribution or subordinating any interest in the assets of the Corporation.

ARTICLE IV. BOARD OF DIRECTORS OF THE CORPORATION

Section 1. The business of the Corporation shall be conducted by a Board of Directors who shall exercise all the governing powers over the ministries of the Corporation unless reserved to the Members of the Corporation.

Section 2. Members of the Board of Directors shall be approved by a majority of the Board of Directors present and voting. At least two Directors shall be members of the Congregation and/or Associates of the Congregation.

Section 3. Except as hereinafter provided, the term of office of a Director shall be for a period of three years, if elected for a full term, and for the remaining period of any unexpired term to which he or she is elected; all full terms commencing on January 1.

Section 4. No Director of the Board shall serve more than two successive full terms of three years each. After retirement from the Board for a period of one year, a Director shall be eligible for election to the Board.

Section 5. If a Director of the Board dies or resigns, his or her successor shall be approved by a majority of the Board of Directors present and voting for appointment.

Section 6. By action of a majority of the Board of Directors present and voting, the Board of Directors may recommend removal of a Director of the Board to the Members of the Corporation, for just cause, including failure to attend two consecutive meetings of the Board of Directors without an adequate excuse as communicated to the Chair.

Section 7. Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed. The concerned Director shall abstain from voting on any matter where a potential for conflict of interest exists. Such action shall be duly recorded.

Each Director, committee member officer, and management employee of the Corporation is required to sign a disclosure statement on an annual basis which makes known to a majority of the Board of Directors any pecuniary interest or financial gain any such Director, officer or management employee may have in regard to any contract or transaction of this Corporation with any other outside person, corporation, or business entity. This information shall be recorded by the Board of Directors and sent to the Members of the Corporation.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Annual meeting of the Board of Directors shall be in January of each year on a date designated by the Board of Directors. In addition, the Board of Directors shall meet at least quarterly.

Section 2. Notice of meetings shall be given to each Director at least one week in advance of the scheduled meeting. Each meeting shall be called at the prior Board meeting, or may be called upon request of the Chair by one-half of the Directors. A calendar of board meetings will be distributed to the Board of Directors at the beginning of each year. Notices of upcoming board meetings, along with agendas, shall be communicated one week before meetings.

Section 3. One-third of the current number of Directors shall constitute a quorum at any meeting. Actions by the Board of Directors may be taken by a majority vote of the Directors present at a meeting where a quorum is present.

Section 4. Special meetings may be called by the Chair. Attendance at special board meetings can be made via telephone with advance notice to the Chair.

ARTICLE VI. OFFICES, OFFICERS, AND FRANCISCAN MINISTRIES EXECUTIVE DIRECTOR

Section 1. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and Treasurer, all elected at the Annual meeting of the Board by the Board of Directors, by the majority of those present and voting.

Section 2. The duties of the officers of the Corporation are as follows:

- a. The Chair shall preside at all meetings of the Board and appoint all committees.
- b. The Vice Chair shall perform the duties of the Chair in the event of his/her absence, resignation, death or his/her inability to perform his/her duties.
- c. The Secretary shall be responsible for the minutes and records of the Corporation and shall conduct the official correspondence of the Corporation.
- d. The Treasurer shall be responsible for the oversight of the maintenance of the financial records of the Corporation.

Section 3. The officers, selected by the Board of Directors may serve for two three year terms. Should officers not be re-elected after their first three year term, they can continue their final term as a board member. The Names of the Officers shall be communicated to Members of the Corporation.

Section 4. The Board of Directors may fill any vacant office, held by an Officer.

Section 5. The Board of Directors shall employ the Franciscan Ministries Executive Director who, among the other responsibilities described in a separate position description, shall have the general executive authority (a) to manage the day to day business and affairs assigned by the Board of Directors, (b) to supervise and manage the Directors of the various ministries of the Corporation, and (c) to fulfill such other responsibilities and duties as shall be assigned, from time-to-time, by the Board of Directors. The Franciscan Ministries Executive Director shall be evaluated annually in a written evaluation by the Executive Committee working with the CCA of the US Area of the Congregation.

ARTICLE VII. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the following standing committees, whose Members' names will be communicated to the Members of the Corporation on an annual basis:

Executive Committee –shall consist of the officers of the board and the CCA of the US Area

- 1) Shall have full authority to act between meetings of the Board upon matters in which in the judgement of the committee are of a nature to require action prior to

- a regular meeting of the Board of Directors, any such action shall be reported promptly to the Board of Directors
- 2) Is subject to the authority of the Board of Directors and the members of the Corporation
 - 3) Evaluates the Executive Director annually
 - 4) May select or remove the Executive Director with approval from the members of the Congregation
 - 5) Provides support and guidance to the Executive Director
 - 6) Shall identify and recruit Board candidates for nomination and present a slate of nominees for Officers of the Corporation by October 1 of each year.

Finance Committee

- 1) Assure the independence of the Corporation's financial auditors.
- 2) Review the Corporation's accounting policies and decisions and the adequacy of its internal control systems.
- 3) Oversees the accuracy of the Corporation's financial statements and reports, including the annual accountability report and audit or review of financial statements, as needed.

Development Committee

- 1) Be responsible for ensuring the Board of Directors' effective involvement and leadership in all matters of friend and fund development including: identification, cultivation, solicitation, and evaluation of relationships with donors and volunteers.
- 2) Consult with the Franciscan Ministries Executive Director and Development Director to create and execute an annual development plan.
- 3) Consult with the Franciscan Ministries Executive Director and Development Director on public relations and marketing efforts.

Section 2. Other standing committees and special project teams may be authorized by the Board of Directors.

Section 3. The chair of each committee shall be a Director of the Board and shall be appointed by the Board Chair.

Section 4. Persons who are not Directors of the Board may be appointed as members of committees.

Section 5. The Chair is ex-officio to each committee.

Section 6. Each committee chair, with input from committee members, shall establish a meeting schedule and will track the achievement of board committee annual goals.

Section 7. Minutes shall be kept of all committee meetings and submitted to the Board Chair.

Section 8. All committees shall make reports to the Board of Directors at each meeting, as necessary.

ARTICLE VIII. AMENDMENTS

Section 1. This Code of Regulations may be amended, repealed or modified by a two-thirds vote of the Members of the Corporation.

ARTICLE IX. INDEMNIFICATION

Section 1. To the extent permitted by law, the Corporation shall indemnify every person who is a Member, Director, Officer or member of a Board Committee of the Corporation against reasonable expenses including attorneys' fees and disbursements, judgments, decrees, fines, penalties and amounts paid in settlement in connection with any pending or threatened claim, action, suit or proceeding (civil, criminal, administrative or investigative) in which such person may be involved or threatened to be involved, as, a party or otherwise, by reason of being or having been such Member, Director, Officer, or member of a Board Committee.

Section 2. Upon authorization by of the Board, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer or member of a Board Committee against liability asserted against him or her and incurred by such Member, Director, Officer or member of a Board Committee in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

ARTICLE X. MISCELLANEOUS

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, give the assets of the Corporation to the Franciscan Sisters of the Poor [a Section 501(c) (3) Corporation organized exclusively for religious and charitable purposes] to be used to continue their mission and ministry to the poor.

Section 2. The Executive Director shall prepare an annual report of the corporation, by the end of March, for the previous fiscal year. The report shall be in the approved format for sponsored ministries and will be submitted to the Members of the Corporation by March 31 for their approval. The report shall include accomplishments, financial condition and any other information to accurately reflect the Corporation's state of affairs.

Section 3. The fiscal year of the Corporation shall end on December 31 of each year.

Approved: 10/11/2011
Amended: 12/14/2012
Amended: 08/08/2013
Amended: 06/23/2014
Amended: 07/12/2017