

CODE OF REGULATIONS

Catholic Charities of Ashtabula County

ARTICLE I NAME AND LOCATION

Section 1. Name. The name of the Corporation is Catholic Charities of Ashtabula County.

Section 2. Location. The administrative offices are located at 4200 Park Avenue, Third Floor, Ashtabula, Ohio. The agency serves Ashtabula County.

ARTICLE II PURPOSES

The Roman Catholic Church of the Diocese of Youngstown recognizes its obligation to bear witness to the charity of Christ, both in work and deed. Motivated by Church teachings and acknowledging the need for highly trained professionals, the Church performs its mission of social welfare through the Diocese of Youngstown Catholic Charities Corporation, which shall be the Member of this Corporation. This Code of Regulations, then, must be interpreted without prejudice to the Canon Law of the Roman Catholic Church and the synodal legislation promulgated by the Diocese of Youngstown.

As a social service corporation serving the people of Ashtabula County in the Diocese of Youngstown, Catholic Charities of Ashtabula County has as its goal to assist the Catholic community in providing social welfare services, under the guidance of its Diocesan Bishop through its membership in the Diocese of Youngstown Catholic Charities Corporation (Member), to realize and extend the Kingdom of God through service to society.

The purpose of this agency includes, but is not limited to:

- A. fostering those means which are essential to a person's right to life and which are necessary and suitable for the proper development of human life, primarily food, clothing, shelter, rest, medical care, and the necessary social services;
- B. helping to identify the social welfare needs of citizens in the county of Ashtabula; and to plan the orderly development of resources to meet these needs;
- C. working alone and in cooperation with others to meet these needs by the establishment and operation of programs through which human service treatment processes and other related services are provided to those who stand in need of such services;
- D. working for the elimination and prevention of conditions which cause social problems within Ashtabula County;

- E. fostering public understanding of the Church’s social teachings and concern about health and welfare services and human rights; and
- F. pursuing any activity, designing any program, and rendering any service that is consistent with the above-named purposes and the philosophy of Catholic Charities.

**ARTICLE III
TERMS AND DEFINITIONS**

As used throughout this Code of Regulations, the following terms are defined:

- A. The terms Agency and Corporation shall mean: Catholic Charities of Ashtabula County.
- B. The terms Board and Director shall mean: the Board of Directors of the Corporation.
- C. The term Member shall mean: Diocese of Youngstown Catholic Charities Corporation, which is the sole Member of the Corporation.
- D. “And” may be read “or” and “or” may be read “and” if the sense requires it.
- E. Words in the masculine gender include the feminine gender.
- F. Words in the singular number include the plural number and words in the plural number include the singular numbers.

**ARTICLE IV
POWERS RESERVED TO THE MEMBER**

Section 1. Sole Member. The sole Member of the Corporation is the Diocese of Youngstown Catholic Charities Corporation, an Ohio nonprofit Corporation.

Section 2. Powers Reserved to the Member. The following powers are reserved exclusively to the Member and no attempted exercise of any such powers by anyone other than the Member shall be valid or of any force or effect whatsoever. Those powers are:

- A. to approve the mission statement developed by the Board of Directors of this Corporation;
- B. to appoint directors, from recommendations submitted by the Board of Directors and/or the Member; to remove directors with or without cause;

- C. to amend the Articles of Incorporation and to amend, alter, modify, suspend and repeal the Code of Regulations;
- D. to grant prior approval for any merger, joint venture, or affiliation of this Corporation with any other organization;
- E. to approve the appointment by the Board of Directors of the Executive Director of the Corporation, within the guidelines of the *Catholic Charities Agency Relations Manual* established by the Diocese of Youngstown Catholic Charities Corporation; to remove the Executive Director with or without cause, within the guidelines of the *Catholic Charities Agency Relations Manual* established by the Diocese of Youngstown Catholic Charities Corporation;
- F. to determine the distribution of assets upon dissolution of the Corporation;
- G. to authorize the expenditure of any corporate funds in excess of \$250,000.00 and/or approve the sale, mortgage or encumbrance of any real property of the Corporation;
- H. to review approved budgets and long range plans/goals.

Section 3. Delegation of Authority. With the exception of the powers reserved to the Member as outlined in Article IV, Section 2, the Member delegates total authority and responsibility to the local Board of Directors for the operation of the Agency in accordance with these Regulations and the Articles of Incorporation, and in accordance with the Agency's policies as they may be adopted in resolutions by the Member.

Section 4. Meeting of the Member

- A. The Member shall meet annually or as necessary or required by law.
- B. The annual meeting of the Member shall be held at such time and place as may be determined by the Member, and notices shall be given in accordance with the Code of Regulations of the Member.
- C. Special meetings of the Member may be called in accordance with the Code of Regulations of the Member.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Government. The Board of Directors, subject to the reserved powers of the Member, shall have the control and management of the affairs, business, funds and property of the Corporation and shall determine the policies of this Corporation and exercise any and all authority which the Corporation may have under the Ohio Nonprofit Corporation Law.

Section 2. Membership.

- A. The Board of Directors shall consist of a minimum of five (5) and a maximum of twenty (20) persons, all of whom shall be appointed by the Member.
- B. The President/CEO of the Diocese of Youngstown Catholic Charities Corporation, or designee, is to serve as an ex-officio, non-voting member of the Board of Directors and the Executive Committee of the Board of Directors of this Corporation.

Section 3. Terms. The term of Directors shall be for three (3) years and until their successors are elected. A Director may serve a consecutive term for a total of two (2) terms. After the expiration of two (2) consecutive three-year terms, a Director shall not be eligible to succeed himself until the lapse of one (1) year.

Section 4. Appointment. Refer to Article IV, Section 2.

Section 5. Resignation or Removal. A Director may be removed with or without cause by resolution of the Member. A Director may resign at any time by giving written notice to the President of the Board of Directors; a resignation need not be accepted to make it effective.

Section 4. Vacancies. Any vacancy on the Board of Directors shall be filled by the Member. The appointee shall serve for the unexpired term, and may be eligible for a full term.

**ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1. Frequency.** Regular meetings of the Board of Directors shall be called by the President and/or Executive Committee, with a minimum of four (4) meetings a year, at a time and place designated by the President or the Executive Committee.
- Section 2. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or at the request of three Directors, by giving three days' written notice, setting forth the time and place of such meeting and the business to be transacted.
- Section 3. Annual Meeting.** The annual meeting of the Board of Directors may be held for the purpose of the election of officers and recommendation of new Directors to the Member (Article IV, Section 2) and to review the annual report of the organization.
- Section 4. Notice.** Every Director shall furnish the Secretary with an address at which notices of meetings and all other corporate notices may be served or mailed to him/her. Notice of each meeting of the Board of Directors shall be given at least five (5) calendar days prior to the time of the meeting by the Secretary or his/her designee. Such notice may be given by telephone, by electronic means or facsimile, or by mail or personal delivery of a written notice.
- Section 5. Action Without a Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if unanimous consent in writing, setting forth the proposed action is approved and executed by each of the Directors. Signatures may be provided by electronic means.
- Section 6. Voting and Quorum.**
- A. Each Director shall be entitled to vote and participate in all business matters which shall come before any meeting of the Board and all votes, except as set forth within, shall be a majority vote of the Directors in attendance at any meeting at which a quorum is present. There shall be no voting by proxy.
 - B. The presence of fifty-one percent of the Directors shall constitute a quorum for the transaction of business at any annual or special meeting.
- Section 7. Absence from Meetings.** Any Director who fails to attend three (3) consecutive meetings of the Board, without justifiable cause, may be removed from the Board.
- Section 8. Electronic Meetings.** Notwithstanding anything else to the contrary, any meeting of the Directors may be held through any form of authorized communications equipment or in any other manner permitted under the laws of the State of Ohio.

For purposes of this section and hereafter in this document “authorized communications equipment” shall mean:

Any communications equipment that provides a transmission, including but not limited to telephone, telecopy or any electronic means by which it can be determined that the transmission was authorized by, and accurately reflects the intention of the Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with one another.

ARTICLE VII OFFICERS OF THE BOARD OF DIRECTORS

- Section 1.** The officers of the Board of Directors shall be as follows:
- A. President
 - B. First Vice-President
 - C. Second Vice-President (optional)
 - D. Secretary
 - E. Treasurer
- Section 2.** **Term.** The officers shall hold office for two (2) years, and be eligible for renewal for one more term, and until their respective successors are elected.
- Section 3.** **Election.** The officers of this Corporation shall be elected by the Directors at the annual meeting.
- Section 4.** **Removal.** Any officer elected by the Board of Directors may be removed with or without cause at any time by a two-thirds (2/3) vote of the Board of Directors.
- Section 5.** **Resignation.** Any elected officer may resign at any time by giving written notice to the President of the Board, the Executive Director of the agency or to the Secretary. Any such resignation shall take effect at the time specified therein and acceptance of such resignation shall not be necessary to make it effective. Resignation of an officer shall not affect the status of the individual as a Director.

**ARTICLE VIII
DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS**

- Section 1. President.** The President shall preside at all meetings of the Board of Directors and shall be the chief officer of the Corporation and shall appoint all committees. He/she shall be an ex-officio member of all committees. He/she shall act for and on behalf of the Corporation and perform generally all duties as may be required of him/her by the Board of Directors.
- Section 2. First Vice-President.** The First Vice-President shall perform all the duties of the President in the event of his/her absence or disability.
- Section 3. Second Vice-President (optional).** The Second Vice-President shall perform all the duties of the President in the event of his/her absence or disability or the absence or disability of the First Vice-President.
- Section 4. Secretary.** The Secretary shall be responsible for assuring an accurate record of the transactions and minutes of all meetings of the Board of Directors.
- Section 5. Treasurer.** The Treasurer shall oversee and ensure that all monies are safely kept. The Treasurer shall render to the Board as they may require it, an account of all financial transactions and a statement of the financial condition of the Corporation. The Treasurer shall be an ex-officio, voting member of the Finance Committee.

**ARTICLE IX
COMMITTEES OF THE BOARD OF DIRECTORS**

- Section 1. Standing Committees.** There shall be the following standing committees of the Directors:
- A. Executive Committee
 - B. Finance and Audit Committee
 - C. Nominating and Governance Committee
 - D. Personnel Committee
 - E. Programs and Services Committee
- Section 2. Appointments to the Standing Committees.** Appointments to the standing committees, except for the Executive Committee, shall be made following the

annual meeting of the Directors by the President of the Board of Directors to serve until successors are appointed.

- A. With the exception of the Executive Committee, the members of any standing committee may include as voting committee members individuals who are not Directors following appointment by the President of the Board of Directors.
- B. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the interval between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors.
- C. Each committee shall report to the Board of Directors upon request or at regular intervals as designated by the Board of Directors.
- D. Unless the Board of Directors provide otherwise, each committee may adopt provisions regarding government of such committee as are not inconsistent with applicable law, the Articles of Incorporation, or the Amended and Restated Code of Regulations.
- E. The Executive Director and the President of the Board of Directors shall be notified of all committee meetings in the same time and manner in which committee members are notified, and he/she or his/her designee may attend all such meetings.

Section 3. Executive Committee. The Executive Committee shall consist of the officers of the Corporation and may include two (2) Directors designated by the President.

- A. In the interim between meetings of the Board of Directors, the Executive Committee shall exercise all power possessed by the Directors in the management of the business and affairs of the Corporation subject to reserved powers.
- B. The Executive Committee performs the annual evaluation of the Agency's Executive Director.
- C. The Executive Committee shall report their acts and transactions to the Board of Directors.
- D. The President/CEO of the Diocese of Youngstown Catholic Charities Corporation shall serve as a non-voting, ex-officio member of the Executive Committee.

Section 4. Finance and Audit Committee. The Finance and Audit Committee shall consist of the Treasurer and representatives of the Board of Directors, and acts as the audit committee for the Agency.

- A. The Finance and Audit Committee shall recommend the annual budget for the Corporation, receive and review monthly budget and financial reports, to ensure sound fiscal policy, and to select and receive an annual audit by a certified public accountant.
- B. The Finance and Audit Committee shall advise and report to the Board on all financial matters and perform such other duties as may be required in connection with the finances of the Corporation.

Section 5. Nominating and Governance Committee. The Nominating and Governance Committee of this Corporation shall be composed of no fewer than two (2) Directors of this Corporation and the President/CEO of the Diocese of Youngstown Catholic Charities Corporation or designee.

- A. By September in each year, the Nominating Committee will present for approval a slate of nominees to the Board of Directors to recommend to the Member, the Diocese of Youngstown Catholic Charities Corporation.
- B. The recommended nominees either from the Board of Directors and/or the Member will be provided to the Member for its annual or special meeting for action.
- C. The Nominating and Governance Committee shall provide training and orientation to the Corporation's Board of Directors.
- D. The Nominating and Governance Committee shall provide a slate of officers for the approval of the Corporation's Board of Directors.

Section 6. Personnel Committee. The Personnel Committee shall include representatives of the Board of Directors. This Committee recommends to the Directors personnel policies and salary ranges for agency staff.

Section 7. Programs and Services Committee. The Programs and Services Committee shall include representatives of the Board of Directors.

- A. The Programs and Services Committee prepares the long-range plan of the Agency and recommends new or expanded programs to the Board of Directors.
- B. The Programs and Services Committee is responsible for reviewing the outcomes of quality improvement plan(s) as well as monitoring the utilization, accreditation and certification of various programs and services within the Agency.

Section 8. Advisory Powers of Committees. Committees of the Board of Directors, except for the Executive Committee, shall act in an advisory capacity to the Board of Directors.

Section 9. Search Committee for Executive Director. A Search Committee shall be composed of no less than two (2) Directors of the Corporation and the President/CEO of the Diocese of Youngstown Catholic Charities Corporation, or designee. This committee will operate according to the *Catholic Charities Agency Relations Manual* as established by the Member.

Section 10. Ad Hoc Committees. The President may appoint such other committees as necessity and occasion may require as approved by the Board of Directors.

ARTICLE X EXECUTIVE DIRECTOR

Section 1. Authority. The Executive Director shall have authority and obligation to carry out the policies set forth in the job description established by the Board of Directors. Unless excused by the Board, the Executive Director shall attend all meetings of the Board, but shall have no vote.

Section 2. Appointment. Pursuant and subject to Article IV, Section 2, the appointment of an Executive Director must be approved of by the Member.

Section 3. Vacancy. When a vacancy in the Executive Director position is made known, the President of the Board of Directors notifies the Member. The appointment of the Executive Director requires action by the Board of Directors and the Member, pursuant to Article IX, Section 9 and Article IV, Section 2 respectively, and follows the guidelines provided in the *Catholic Charities Agency Relations Manual* (Policy B.1)

Section 4. Removal. The Executive Director may be removed by the Member at any time, with or without cause, following the guidelines set forth in the *Catholic Charities Agency Relations Manual*.

**ARTICLE XI
CONFLICT OF INTEREST POLICY**

Section 1. Policy. The Corporation shall maintain a conflict of interest policy which shall be reviewed and signed by each Director on an annual basis. A signed copy of this statement shall be on file with the Secretary of the Corporation.

**ARTICLE XII
INDEMNIFICATION**

Section 1. Persons Covered. In accordance with the provisions and subject to the limitations set forth herein, the Corporation shall indemnify the present or past Member, directors and officers acting within the scope of their duties with regard to the Corporation.

Section 2. Policy. Any such person shall be indemnified against expenses and liabilities, including attorney fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was serving in one of the positions listed above, in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Such indemnification shall be to the fullest extent permitted under Ohio Non-profit Corporation Law, and according to the procedures and requirements set forth in any applicable statute as the same may be in effect.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of or for any such persons, against any liability asserted against and incurred by any of the persons described above, whether or not the Corporation would have the power to indemnify him or her against the liability so insured, under the terms of this provision.

**ARTICLE XIII
AMENDMENT**

Section 1. Amendment. The Code of Regulations may be amended, repealed, or supplemented subject to the reserved powers of the Member, the Diocese of Youngstown Catholic Charities Corporation (Article IV, Section 2).

ARTICLE XIV
DISTRIBUTION OF ASSETS

Upon the dissolution, liquidation or winding-up of the Corporation, the Directors shall comply with the provisions of applicable federal and state law, together with the Code of Canon Law of the Roman Catholic Church, respecting dissolution, liquidation or winding-up of charitable corporations, and, specifically, shall pay over to the Diocese of Youngstown or its designee, all of the assets of the Corporation to be used for the purposes as shall be qualified under Section 501 (c)(3) of the Internal Revenue Code, as amended from time to time, and subject to the reserved power of the Member (Article IV, Section 2).