



**Bylaws of  
Bethesda Lutheran Communities, Inc.**  
*(As Revised August 20, 2021)*

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## **ARTICLE I: NAME**

The name of the Corporation is Bethesda Lutheran Communities, Inc. (“Bethesda” or “Corporation”). The fiscal year of the Corporation shall begin on the first day of September and end on the 31st day of August of each year.

## **ARTICLE II: PURPOSE**

The purpose of the Corporation is to support persons with intellectual and developmental disabilities as a Christian mercy mission based upon Christian love, example and good works.

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

### **Section 1. Authority and Responsibilities of the Board of Directors.**

The affairs and business of the Corporation shall be governed by a Board of Directors elected in the manner hereafter provided in these Bylaws. The Board of Directors shall govern and act in compliance with the Articles of Incorporation, these Bylaws and all applicable legal standards. Additionally, the Board of Directors may create policies respecting its operations.

The Corporation shall have a President and Chief Executive Officer. The President and Chief Executive Officer is the principal executive employee responsible for the day to day management and control of the Corporation, subject to the governance authority of the Board of Directors. The Board of Directors shall employ the President and Chief Executive Officer, and shall control hiring, termination and succession planning. As needed the Board of Directors may in its discretion appoint an ad hoc Search Committee to source and screen potential candidates. The Executive Committee shall negotiate the terms of employment, except that a negotiation impasse on a term shall be referred to the Board of Directors.

### **Section 2. Meetings of the Board of Directors.**

The Board of Directors shall have a regular meeting once every three months, ordinarily in February, May, August and November.

Special meetings of the Board may be called by the Chairman of the Board, or upon the written request of three directors. Special meetings must be preceded by at least 2 days’ notice to each director of the date, time and place or manner (but not the purpose) of the meeting.

Meetings of the Board of Directors shall be at the principal office of the Corporation, or at a location designated by the Board or Chairman of the Board. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of a computer

system, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and (iii) each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of communication technology, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting through communication technology is deemed to be present in person at the meeting.

A majority of directors in attendance shall constitute a quorum for the Board of Directors or any of its committees.

At any Board of Directors meeting, any item or matter shall be placed on the agenda for the meeting at the request of the Chairman of the Board or of any two directors.

**Section 3. Action by Written Consent.**

The Board of Directors may take action without a meeting if two-thirds of the directors then in office provide written consent to the action. Any committee may take action without a meeting if two-thirds of the committee members eligible to vote provide written consent to the action.

**Section 4. Composition Requirements.**

The Board of Directors shall be comprised of from nine (9) to twenty (20) directors. The Chairman of the Board shall determine the number of directors in consultation with the Chairperson of the Governance Committee.

There shall be a minimum of forty percent (40%) (rounded down to the nearest whole number) directors who are LCMS. Religious affiliation requirements for the Board are as follows:

Total # of Directors	LCMS Required Minimum	Other Lutheran/Other Christian Maximum
20	8	12
19	7	12
18	7	11
17	6	11

16	6	10
15	6	9
14	5	9
13	5	8
12	4	8
11	4	7
10	4	6
9	3	6

The Board of Directors does not lose its power to act if its composition does not meet the above range and composition standards. In that event, it shall act to achieve compliance with the composition standards as soon as practicable.

**Section 5. Election and Terms of Directors.**

The Board of Directors shall elect directors. Election may occur at a Board of Directors meeting by majority vote or by written consent as provided herein. Subject to the below, each director shall be elected for a term of three (3) years.

For term purposes, years are counted between regular, annual November Board of directors meetings, with a term year ending and starting at the adjournment of that meeting. For newly elected directors whose first term starts at another time, their first term year is deemed to include the first partial year and the first full November to November period of their service.

The term for a director shall begin at the adjournment of the meeting where elected or otherwise as specified, or if by consent on the date of the consent resolution of election or otherwise as specified. The first term of a director shall end at the adjournment of the fourth regular November Board of Directors meeting after the director’s election.

The Board of Directors may terminate a director’s term. The term of a director shall end immediately upon the vote of 2/3 of the directors present at a Board of Directors meeting, providing that such 2/3 majority is also a majority of all directors.

A director may resign at any time. If so, the director’s term ends upon resignation.

**Section 6. Director Election Year Classes.**

The terms of the directors shall be staggered so that usually at least three (3) directors are elected each year. If due to resignation or other cause, this election year class balance is not maintained, the Governance Committee may in its discretion

change director election year class assignment to improve the balance of the election year classes. In doing so it shall meet the requirement through a method that changes the election year class of the fewest directors possible. If a director is assigned to another election year class, the director's term and election cycle shall be that of the newly assigned class, except if applicable the director's last eligible election term shall be for one or two years as needed to permit the director to reach the director's term limit.

#### **Section 7. Director Term Limits.**

For purposes of the term limits described herein, the time of service need not be continuous. If intermittent, only time actually served as a director shall count toward the term limit.

A director initially elected on or after October 1, 2015 shall be ineligible to serve as a director after having completed three full three-year terms; i.e. nine (9) years of service as extended by the pre-November election period of the first term, except the term limit of a person elected as Chairman of the Board shall be extended through the date which the person would end service as Immediate Past Chair, provided the person serves in that position.

A director initially elected before October 1, 2015 shall be ineligible to serve as a director after having completed four full three-year terms; i.e. twelve (12) years of service as extended by the pre-November election period of the first term.

#### **Section 8. Candidates for the Board of Directors.**

When there is an open, available position in the Board of Directors that the Chairman of the Board determines should be filled, the Governance Committee shall work to identify the best candidate for the existing circumstances. Once identified, it shall recommend to the Board of Directors a number of candidates equal to the number of available director positions. The candidate(s) shall be presented to the Board of Directors for election to the director position(s). If the Board of Directors does not elect a candidate, another candidate may be presented following the same procedures.

### **ARTICLE IV: OFFICERS**

#### **Section 1. Officer Positions and Eligibility.**

The Corporation shall have directors who are officers consisting of a Chairman of the Board, Vice-Chairman of the Board, Secretary and a Treasurer. No individual shall hold more than one such office at one time.

The Chairman of the Board, Vice-Chairman of the Board, Treasurer and Secretary shall be members of the Board of Directors. The Chairman of the Board shall have served at least two full years as a Bethesda or Foundation director, except if a Chair Elect becomes Chairman of the Board due to the resignation, retirement or other

exit of the Chairman of the Board. Any director shall be eligible to serve as the Vice-Chairman of the Board, Secretary and Treasurer.

The Corporation shall have a President. The President shall be the President and Chief Executive Officer of the Corporation hired by the Board of Directors, and shall hold the office of President as an incident of and while occupying that position.

With the approval of the Board of Directors, the President may designate principal executive employees of the Corporation as officers of the Corporation. Any officers so designated shall have an officer title including the phrase "Vice President."

### **Section 2. Officer Elections and Terms.**

The offices of Chairman of the Board, Vice-Chairman of the Board, Treasurer and Secretary shall be elected by the Board of Directors. Officer elections shall ordinarily occur at the regular November Board of Directors meeting, and subject to these Bylaws shall use election processes defined by Board policy. Officer terms ordinarily start and end at the adjournment of the relevant regular November Board of Directors meeting.

The Nominating Subcommittee shall nominate a candidate slate for all officer elections. Additionally, all officer elections shall allow for other nominations from the floor at the time of the election.

### **Section 3. Chairman of the Board.**

The office of Chairman of the Board shall have a three-year term and shall ordinarily be elected one year before the start of the term. Upon initial election the director shall assume the position of Chairman Elect, which position shall ordinarily last for one year until the next regular November Board of Directors meeting, at which time the Chair Elect shall assume the officer position of Chairman of the Board. At the end of the Chairman of the Board's term, the director shall assume the position of Immediate Past Chairman, which position shall last for one year until the adjournment of the next regular November Board of Directors meeting.

The Chairman of the Board shall serve for one three-year term. A Chairman of the Board may serve for a second consecutive three-year term if elected by at least a two-thirds majority of the voting directors. No Chairman of the Board may serve for more than two three-year terms.

If a Chairman of the Board resigns, retires or otherwise exits in mid-term and if there is a Chairman Elect, then the Chairman Elect by operation of these bylaws shall become the Chairman of the Board at the time of said exit. In that event, the initial period of service from the start date to the next regular November Board of Directors meeting shall not count towards the three-year term, which shall start to run at the adjournment of the next regular November Board of Directors meeting.

If a Chairman of the Board resigns, retires or otherwise exits in mid-term and if there is no Chairman Elect, then there shall be a special Chairman of the Board election held as soon as practicable. In that event, the Nominating Subcommittee shall nominate a candidate in the same manner as done in a regular election. The successful candidate will upon election immediately assume the office of Chairman of the Board without serving in the position of Chairman Elect. Also in that event, the initial period of service from the start date to the next regular November Board of Directors meeting shall not count towards the three-year term, which shall start to run at the adjournment of the next regular November Board of Directors meeting.

If a Chair Elect resigns, retires or otherwise exits before the next regular November Board of Directors meeting at which the Chair Elect would ordinarily become Chairman of the Board, then there shall be a special Chairman of the Board election held as soon as practicable. In that event, the Nominating Subcommittee shall nominate a candidate in the same manner as done in a regular election. The successful candidate will upon election immediately assume the position of Chairman Elect.

#### **Section 4. Other Offices.**

The Vice-Chairman of the Board, Treasurer and Secretary shall have one-year terms. There is no office term limit for the Vice-Chairman of the Board, Treasurer and Secretary.

In the event of a vacancy in the Vice-Chairman of the Board, Treasurer and Secretary officer positions, the Nominating Subcommittee shall nominate a candidate and an election shall be held as soon as practicable. The term of an officer so elected shall be the remainder of the usual annual term.

#### **Section 5. Duties and Authority of Officers.**

The principal duties of the officers shall be as follows:

The Chairman of the Board shall preside at all meetings of the Board of Directors, and the Executive Committee, and perform such other duties as are customary or as may be prescribed by the Board of Directors or the Bylaws.

The Vice-Chairman of the Board shall perform all duties of the Chairman of the Board in the absence or inability of the latter to act.

The Secretary shall be responsible for overseeing the creation of the minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee; shall develop and maintain systems to keep and appropriately secure the minutes and records of the Board of Directors; shall attend to the correspondence of the Corporation, countersign all documents required by the Board of Directors and attach the corporate seal thereto, if necessary; and perform such other duties as may be required by the Board of Directors or by the Bylaws.

The Treasurer shall have supervision of and responsibility for all funds of the Corporation.

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its management and business affairs. The President shall sign and execute contracts and other written instruments in the name of the Corporation, and shall have the general powers and duties usually vested in the office of President of a corporation.

Any officers designated as Vice Presidents shall have the powers and duties designated by the President.

Each and all of said officers of the Corporation shall also have the further powers and shall discharge the duties not herein before specifically mentioned which are usually incidental to their respective offices in similar corporations organized under the laws of the State of Wisconsin and such other or further powers and duties as may from time to time be given and granted or required by the Bylaws of the Corporation or by due resolution of its Board of Directors.

## **ARTICLE V: COMMITTEES**

The Corporation shall have the following standing committees: Executive Committee, Business Committee, Audit Committee, Governance Committee and Philanthropy Committee. Additionally, the Corporation shall have such subcommittees and ad hoc committees as may be created from time to time.

Standing committees other than the Executive Committee shall consist of at least three (3) directors. The Chairman of the Board shall appoint the chairperson of these standing committees, and shall determine their size with input from the respective committee chairperson. The Chairman of the Board shall also appoint the members of and a vice chairperson for these standing committees, but in considering such appointments shall receive input from the respective committee chairperson.

The Chairman of the Board shall be an ex-officio member of all committees (standing and ad hoc) and subcommittees, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum. The Chairman of the Board may serve as chairperson of a subcommittee or ad hoc committee, and if so shall not additionally be an ex officio member of that committee. The President and Chief Executive Officer shall be advisory to all committees (standing and ad hoc) and subcommittees.

### **Section 1. The Executive Committee.**

The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman of the Board, Secretary and Treasurer; and when occupied the Chairman Elect and Immediate Past Chairman. The Chairman of the Board shall be the chairperson of the Executive Committee. The President and Chief Executive Officer



shall be advisory to the Executive Committee. The Executive Committee shall meet as needed, and at least once between each quarterly Board of Directors meeting. Meetings shall be called by the Chairman of the Board or may be called on the request of two (2) members of the committee. The Executive Committee shall have the following authority and responsibilities:

- A. Lead and coordinate the operations of the Board of Directors.
- B. Ensure a working relationship with President and Chief Executive Officer and other Management that is effective for the mission with proper accountability.
- C. Transact all business necessary between meetings of the Board of Directors, and on its behalf, in conformity with policies established by the Board of Directors.
- D. Facilitate the creation and maintenance of a strategic plan for the organization.
- E. Annually evaluate the performance of the President and Chief Executive Officer, and present a summary report to the full Board of Directors.
- F. The Executive Committee shall determine the compensation paid and benefits provided to the President and Chief Executive Officer.
- G. The Executive Committee shall have an Executive Compensation Subcommittee, which shall have the duty to review and advise the Executive Committee on recommended findings as to the reasonableness of (i) the compensation paid and benefits provided to the President and Chief Executive Officer, and (ii) for the compensation ranges and benefit levels, and the reasonableness of actual total compensation within such ranges, for Executive Leadership Team level executive staff and all other persons whom it determines to be in a position to exercise substantial influence over the affairs of the Corporation within the meaning of section 4958 of the Internal Revenue Code (“Disqualified Persons”). This Executive Compensation Subcommittee review and advice, and Executive Committee action in identifying and accepting relevant findings and reporting them to the Board of Directors, should occur periodically and at least bi-annually. In doing so the Compensation Subcommittee shall:
  - 1. Identify all Disqualified Persons and their positions.
  - 2. Review and determine the reasonableness of the compensation and benefit levels of the President and Chief Executive Officer.
  - 3. Review and determine the reasonableness of the recommendations of the President and Chief Executive Officer for the compensation ranges and benefit levels of other Disqualified Persons.

4. Consider all incentives, perquisites, deferred compensation and anything of value when considering the reasonableness of compensation or benefit levels.
  5. Obtain from sources outside the Corporation objective, market comparable compensation and benefit level data.
  6. Document its considerations and determinations in written reports.
- H. In addition, the Executive Compensation Subcommittee shall be a committee with power to review and approve before implementation all Chief Executive Officer recommended decisions respecting any element of total compensation for Disqualified Persons, including without limitation initial hire compensation, bonuses and raises. In doing so, it shall act on an expedited basis. This committee review shall be limited to the reasonableness of the decision with respect to the relevant reasonable market range. Its review shall not include qualitative factors relevant to the CEO decision, which qualitative factors remain within the exclusive decisional prerogative of the CEO. This section remains in effect until December 31, 2021.

## **Section 2. The Business Committee.**

The Business Committee shall provide governance level oversight and review, and shall on an ongoing basis report to the Board of Directors its analyses and recommendations, regarding:

- A. Financial health, performance and forecasting.
- B. Bethesda's business model, and business planning to improve performance in current or potential markets.
- C. Business strategy, including existing and new lines of service and markets.
- D. Strategic finance issues, such as debt management, capital structure and asset management, including management of Bethesda's real estate portfolio.
- E. Organizational systems and infrastructure.
- F. Bethesda's strategic plan as it relates to these business issues.

The Business Committee shall review the proposed annual budget prepared by staff, and shall recommend adoption by the Board of Directors of an annual budget at or at a reasonable time in advance of the regular August Board of Directors meeting. The Business Committee shall consult, coordinate with and support Bethesda Lutheran Foundation, Inc. ("Foundation") on matters of shared interest.

### **Section 3. The Audit Committee.**

The Audit Committee shall have the following authority and responsibilities:

- A. The Audit Committee shall oversee the accounting practices and policies of the Corporation.
- B. The Audit Committee shall annually engage independent auditors to examine the finances and accounting systems of the Corporation, and to submit an audit report to the Board of Directors at its November meeting. The independent auditors shall report directly to the Audit Committee. The Audit Committee shall convey to the independent auditors that they are accountable to the Audit Committee and ultimately the Board of Directors.
- C. The Audit Committee shall resolve any disagreements between management and the independent auditors regarding financial reporting. This authority shall not be delegated to management or the Board of Directors.
- D. The Audit Committee shall have the power to retain and terminate the services of independent auditors, outside legal counsel, investigators or other consultants as necessary to fulfill its responsibilities as stated herein.
- E. The Audit Committee shall have the power to require management and others to attend its meetings and provide pertinent information as necessary. It may conduct executive sessions with independent auditors, the President and Chief Executive Officer, any executive staff and other staff or contracted consultants to review any matter relating to the finances and accounting systems of the Corporation or significant risks or exposures facing the Corporation.
- F. The chairperson of the Audit Committee has the power to independently retain independent auditors, outside legal counsel, investigators or other consultants as necessary if the chairperson determines, after reasonable deliberation, that such retainer is in the best interests of the Corporation under the circumstances and the Chairman of the Board consents to the retainer. In this event, the chairperson shall report such action(s) to the Audit Committee as soon as reasonably possible considering the best interests of the Corporation.
- G. The Audit Committee shall review all legal and regulatory matters that may have a material impact on the Corporation's financial statements.
- H. The Audit Committee shall promptly report to the Board of Directors any noteworthy findings or potentially damaging circumstances that have the potential to materially and adversely affect the Corporation.
- I. The Audit Committee shall oversee the Corporation's ethics and compliance program, including its code of ethics, conflicts of interest policy and

whistleblower non-retaliation policy.

- J. The Audit Committee shall establish procedures to receive and respond appropriately to reports from any source regarding accounting concerns, internal controls, auditing matters or potentially illegal activities.

#### **Section 4. The Governance Committee.**

The Governance Committee shall have the following authority and responsibilities:

- A. The Governance Committee shall evaluate the performance of directors. In doing so it may coordinate as appropriate with the Executive Committee.
- B. The Governance Committee shall determine whether incumbent directors seeking an additional term will be placed on the ballot for re-election.
- C. The Governance Committee shall identify and select candidates for director elections.
- D. The Governance Committee shall have as a standing subcommittee a Nominating Subcommittee, which shall nominate directors to the Board to stand for officer elections. It shall consist of four directors, ordinarily: the Chairman of the Board, a director appointed by the Chairman of the Board, the chairperson of the Governance Committee, and a director appointed by the chairperson of the Governance Committee. No person then seeking election to an office may serve on the Nominating Subcommittee. In that event, the Chairman of the Board shall appoint a disinterested director in the director's place. A Nominating Committee officer nomination shall require a minimum of three votes in favor of the nomination.
- E. The Governance Committee shall consider beneficial governance policies and election processes, and propose Board policies respecting these matters to the Board of Directors. It shall make arrangements for and supervise the conduct of the annual directors and officers elections consistent with these Bylaws and the policies of the Corporation.
- F. The Governance Committee shall oversee and ensure an appropriate orientation and onboarding for new directors.
- G. The Governance Committee shall oversee and ensure appropriate training and development for directors.
- H. The Governance Committee shall oversee the sourcing and evaluation process for potential director candidates.
- I. Where there is an open director position that the Chairman of the Board has determined should be filled, the Governance Committee shall nominate an

appropriate candidate to the Board of Directors for its election.

- J. The Governance Committee shall review and determine whether it will approve any officer appointments by the Chairman of the Board to fill a mid-term officer vacancy.
- K. The Governance Committee shall ensure compliance with the composition requirements for the Board of Directors. It shall assign directors to election year classes.
- L. The Governance Committee shall on an ongoing basis assess and seek to improve the functioning of the Board of Directors and its systems of governance.
- K. The Governance Committee shall periodically review the governing documents (Articles of Incorporation, Bylaws and Board governance policies), and recommend any changes it deems advisable to the Board of Directors.

#### **Section 5. The Philanthropy Committee.**

The Philanthropy Committee shall have the following authority and responsibilities:

- A. Provide strategic oversight, strategic direction, review and feedback to the Board and Management of Bethesda's philanthropy strategy and activities, including assistance in setting organizational fundraising goals. This includes an understanding of environmental factors affecting Bethesda's fundraising, as well as resources available or obtainable for it.
- B. Ensure that Bethesda's case for support is strong, current and based on its mission and goals.
- C. Develop policies and practices for coordinating Board and staff actions relating to director gift solicitation and recognition.
- D. Motivate and involve all directors in the fundraising process. This includes the development of expectations for director engagement, participation, prospective donor identification, solicitation and personal giving.
- E. Monitor fundraising performance and work with the Board and Management governance structures to hold the Board and organization accountable for fundraising performance.

#### **Section 6. Subcommittees.**

A standing committee may create one or more subcommittees to assist with or more efficiently conduct the work of the standing committee. A subcommittee shall be advisory to the standing committee only. The standing committee chairperson shall

appoint the members of a subcommittee. A subcommittee shall have at least three members. Subcommittee members may include any member of the Board of Directors or any other person selected by the standing committee chairperson. A standing committee chairperson shall be an ex officio member of any subcommittee advisory to the standing committee.

### **Section 7. Ad Hoc Committees.**

Ad hoc committees may be created to study and make recommendations on specific issues as deemed necessary by the Board of Directors, the Executive Committee or any standing committee or subcommittee. Ad hoc committees shall be advisory to the Board of Directors or any of its committees and shall have no other legal status. Ad hoc committees created by a standing committee (other than the Executive Committee) or subcommittee shall report to the creating standing committee or subcommittee. Ad hoc committees shall be created through an initial charge, which shall identify the ad hoc committee's purpose and task, requested time for completion and its chairperson. The initial charge may, but is not required to, name other initial members. An ad hoc committee chairperson may be any person deemed appropriate for the role. Subject to any limitations in the initial charge, the ad hoc committee chairperson shall appoint members and determine the size of the ad hoc committee. Any person may be a member of an ad hoc committee. If an ad hoc committee is advisory to a standing committee or subcommittee, the standing committee or subcommittee chairperson shall be an ex officio member of the ad hoc committee. Each ad hoc committee shall automatically cease to exist as soon as it has completed and made its final report on its assigned task, unless extended by its creating body.

## **ARTICLE VI EMPLOYEE PENSION TRUST**

The trustees of the Employee Pension Trust shall consist of the President and Chief Executive Officer and from two (2) to four (4) directors appointed at the discretion of the Chairman of the Board. In trustee meetings, the President and CEO shall act as the meeting chairperson. The trustees shall determine and administer the benefits of the Pension Trust and manage the funds available for investment in a prudent manner, and shall take such steps as are necessary to maintain the Pension Trust as a qualified tax exempt trust under the Internal Revenue Code. The Treasurer shall be an ex-officio member of the Employee Pension Trust, i.e. has the right to attend meetings with full member rights but is not obligated to do so and is not counted in determining a quorum.

## **ARTICLE VII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the business of the Board of Directors in all cases to which they are applicable to the extent they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

## **ARTICLE VIII: AMENDMENT OF BYLAWS**

These Bylaws may be amended at a regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of the directors present, provided that not less than five (5) days before the meeting the directors are given written notice stating the nature of the proposed amendment(s).

## **ARTICLE IX. FINANCIAL DISCLAIMER RESPECTING RECOGNIZED SERVICE ORGANIZATION STATUS**

Recognition by the Synod (i) is not an endorsement of the fiscal solvency of the Corporation, nor of services or programs offered by the Corporation; (ii) does not express or imply endorsement of the fiscal solvency of the Corporation, or Synod responsibility for the debts or other financial obligations of the Corporation; and (iii) does not cause the Synod or its districts or congregations to incur or be subject to the liabilities or debts of the Corporation or its subsidiaries and/or affiliates.

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