

**CODE OF REGULATIONS
OF THE CITY MISSION OF FINDLAY, OHIO**
Adopted 1975

Article I NAME

The name of this non-profit corporation shall be THE CITY MISSION OF FINDLAY, OHIO. Its address is Findlay, Hancock County, Ohio.

Article II OBJECTIVES

The objectives of the City Mission are:

- to serve local and transient homeless persons by providing emergency shelter, food, and clothing,
- to provide non-denominational Christian religious services,
- to give spiritual counsel, guidance, and comfort to those in need,
- to cooperate with governmental agencies and other religious and social organizations in helping the poor and needy,
- to operate and conduct its activities exclusively for religious charitable purposes in such a manner that it qualifies as an exempt organization under Section 501©(3) of the Internal Revenue Code, and
- to receive contributions and make expenditures in fulfillment of the above objectives.

Amendment to ARTICLE II (adding fifth objective) 12/14/99

Article III GOVERNING BODY

A Board of Trustees consisting of twelve (12) members shall govern the City Mission. The Board shall consist of twelve (12) elected trustees and also the Executive Director. The Executive Director shall always serve as a trustee. A term of service consists of four consecutive years beginning on January 1st and concluding on December 31st four years later.

Board members who have served a full term may serve a consecutive full term if requested by the Nominating Committee and approved by a majority vote of the Board. Vacancies may be filled at anytime with a majority vote of the Board of Trustees. Any person elected to fill an unexpired term may elect to serve a consecutive full four (4) year term commencing at the end of the first term with a majority Board approval. Any Trustee, who fails to attend three consecutive meetings of the Board without being excused, shall automatically be dismissed from the Board.

Amendment to ARTICLE III, increasing number of Board members and adding paragraph 2 11/19/07

Amendment to ARTICLE III, paragraph 3 adding first sentence 09/21/09

Amendment to ARTICLE III, paragraph 1 increasing number of Board members (paragraph 2 deleted) 02/21/11

Article IV NOMINATING PROCEDURE

Those Churches who are supporting City Mission shall be contacted prior to trustee elections inviting them to submit candidates for the Board of Trustees. Members of the Board as well as the President and the Directors may also nominate candidates. The Board is encouraged to seek candidates who possess leadership and/or fiscal skills. The election to the Board of Trustees will be held during the November meeting and their term shall begin on January 1st of the year following the election.

(Note: See policy on Nominating Committee)

Article V OFFICERS OF THE BOARD OF TRUSTEES

Each officer of the Board of Trustees shall serve until his/her successor has been elected. Officers shall be elected at the regular November meeting.

President

The President shall preside at all the meetings of the Board of Trustees, appoint subcommittees as are necessary and perform other duties that may be approved by the Board of Trustees, serve as a member of all committees, and may appoint designees as needed.

Article V OFFICERS OF THE BOARD OF TRUSTEES (continued)

Vice-President

The purpose of this office is to provide experience and orientation before assuming the office of President. Acceptance of the office of Vice-President shall be considered an agreement to become President the following year or at whatever time the current President steps down. The Vice-President may also serve as the President's representative on committees, and perform such other duties as the President or the Board may direct.

Amendment to ARTICLE V, adding office of Vice-President 02/21/11

Secretary

The Secretary shall keep records of all the meetings of the Board of Trustees, provide minutes of the prior meeting, provide copies of the Board minutes of the prior meeting to the members of the Board prior to the next scheduled Board meeting, submit a brief news article which has been approved by the President and/or Director to the local newspaper the day after the Board meeting, and perform such other duties as the President or the Board may direct.

Treasurer

The Treasurer shall manage all funds belonging to City Mission, keep accurate accounting of these funds, make a financial report at each meeting of the Board of Trustees, arrange for an annual audit, **review, or compilation** to be performed outside the membership of the Board, **select an independent CPA at the Board's recommendation**, make appropriate monetary drafts to satisfy the debits and expenses involved in the operation of City Mission, **provide a copy of the Form 990, including required schedules, as ultimately filed with the IRS, to each member of the Board before it is filed**, and perform such other duties as the President or the Board may direct.

Amendment to ARTICLE V, making Treasurer's duties more specific (**bold**) to meet IRS requirements 07/20/09

Director(s) of the Mission

The Mission Director(s) shall operate City Mission under the guidance of the Board of Trustees. The Director(s) shall submit monthly written reports containing the actions of City Mission at each monthly meeting or upon request of the President.

Article VI MEETINGS OF THE BOARD OF TRUSTEES

Meetings of the Board of Trustees shall be held at a date and time determined at the previous meeting. The President or designee shall preside at all meetings of the Board of Trustees. The President may call special meetings of the Board. A majority of all Trustees shall constitute a quorum.

A meeting of Executive Session defined as only elected Board members may be called at any regular meeting, or in a special meeting.

Article VII FUNDS

Funds and other assets of City Mission shall be held, invested, reinvested, expended, and distributed by the Board of Trustees only for purposes authorized by the Articles of Incorporation, the Code of Regulations, and the laws of the State of Ohio, provided that no expenditures shall be made and no activities authorized by the Board that could/would cause City Mission to lose its classification as a 501(c)(3) organization exempt from Federal Income Taxes. **Under these circumstances, no Board member or employee of City Mission shall engage in any lobbying or other political activity which could jeopardize the Mission's tax exempt status. Neither shall the Mission accept any endorsement from or make any endorsement of a political group or individual.**

Amendment to ARTICLE VII adding last two sentences (**bold**) to meet IRS requirements 07/20/09

Article VIII AMENDMENTS

This Code of Regulations may be added to, repealed, or amended by a majority vote, a quorum present, at a regularly called meeting of the Board of Trustees provided notice of the proposed amendment has been sent to all Trustees along with a notice of the meeting at least one week prior to the meeting of the Board.