

**BY-LAWS OF  
THE LORD'S PLACE, INC.**  
Amended 4-5-17  
Reviewed 5-3-17

**ARTICLE I. Name, Office and Duration**

Section 1. Name: The Lord's Place, Inc.

Section 2. Office: The office of The Corporation shall be at 2808 North Australian Avenue, West Palm Beach, Florida 33407, or such place in the County of Palm Beach, State of Florida, as the Board of Directors from time to time may designate.

Section 3. Duration: The Corporation shall have perpetual existence.

**ARTICLE II. Purpose**

Section 1. Purpose: The Lord's Place is dedicated to breaking the cycle of homelessness by providing innovative, compassionate and effective services to men, women and children in our community.

**ARTICLE III. Membership**

Section 1. Membership: This organization (The Corporation) shall have no members.

**ARTICLE IV. Board of Directors**

Section 1. Directors. The governing body of The Corporation shall be the Board of Directors (The Board). A member of The Board shall be referred to as a Director.

Section 2. Function. All corporate powers shall be exercised by and the business and affairs of The Corporation shall be managed under the direction of The Board.

Section 3. Compensation. Directors shall serve without compensation, but shall be reimbursed for expenses reasonably incurred by them in the performance of their duties.

Section 4. General Standards for Directors.

- (a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interest of The Corporation.
- (b) In discharging his or her duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of The Corporation whom the

- Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (c) a committee of The Board of which he or she is not a member if the Director reasonably believes the committee merits confidence.
- (c) A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.
  - (d) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

Section 5. Director Conflicts of Interest. No contract or other transaction between The Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of The Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their vote(s) are counted for such purpose, if (a) the fact of such relationship or interest shall be disclosed in writing to the board or committee prior to a vote which authorizes, approves or ratifies the contract by a vote and (b) the contract or transaction is fair and reasonable to The Corporation at the time it is authorized by the board, a committee or the Directors. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of The Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no contract or other transaction shall be entered into if it would adversely affect the status of The Corporation as an organization described in Section 501(c)(3) of the Code.

Section 6. Rights to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person): (1) who is or was a Director of The Corporation, (2) who is or was an officer, agent or employee of The Corporation and as to whom The Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of The Corporation as its representative in the position of a Director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom The Corporation has agreed to grant such indemnity hereunder, shall be indemnified by The Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits The Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys fees, asserted against him/her or incurred by him/her in his/her capacity as such Director, officer, trustee, partner, agent, employee or representative, or arising out of his/her status as such Director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and

any such person against any such fine, liability, cost or expense, including attorney fees, whether or not The Corporation would have the legal power to directly indemnify him/her against such liability.

Section 7. **Presumption of Assent.** A Director who is present at a meeting of The Board at which action on any Corporation matter is taken shall be presumed to have assented to the action unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 8. **Number.** The Board shall have up to 31 and not fewer than 5 members. The number of Directors may be increased or decreased from time to time by The Board consistent with the Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 9. **Election and Term.**

- (a) Each Director shall hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. If a Director misses two consecutive meetings without reasonable excuse, the Chair shall contact the Director and ask if he/she wants to remain on the Board. If a Director misses three consecutive meetings without reasonable excuse, then the term of that Director may be terminated by The Board.
- (b) Directors shall be generally elected for a three-year term. At the annual meeting, a slate of Officers and Directors shall be submitted by the Governance Committee. The Board shall elect the Officers and Directors by a majority vote at the annual meeting, with the terms of new Officers and Directors to commence immediately following the annual meeting.

Section 10. **Leave of Absence.** In the event a Director is temporarily unable to fulfill their Board responsibilities, that Director may be granted a Leave of Absence for such time as may be approved by the Board.

Section 11. **Vacancy.** Any vacancy occurring on The Board may be filled by a majority vote of the remaining Directors. Each person so elected shall serve such term as determined by The Board.

Section 12. **Removal of Members.** Any Director may be removed by a majority vote of The Board.

## **ARTICLE V. Officers and Executive Director/Chief Executive Officer**

Section 1. **Officers.** The officers of The Corporation shall consist of a Chair, Vice-Chair, Secretary, and a Treasurer, each of whom shall be elected by a majority vote of The Board at the annual meeting of the Corporation, and shall serve until their successors are elected. Such other officers and assistant officers and agents as may be deemed necessary may be elected by

The Board from time to time. Any two or more offices may be held by the same person. The failure to elect a chair, vice chair, secretary or treasurer shall not affect the existence of The Corporation.

Section 2. Terms of Office. Officers shall be elected at the Annual Meeting and shall serve for a two-year term. An officer may be re-elected, provided, however, that no officer may serve more than three consecutive terms. In the event of a mid-term vacancy as to any position of the officers of The Corporation, the vacancy shall be filled by election for the remainder of the term at the next meeting of The Board unless the election is postponed by a majority vote of The Board.

Section 3. Duties. The officers of The Corporation shall have the following duties and such additional duties as may be established by the policy of The Board.

- (a) The Chair shall preside at all meetings of The Board, appoint the chairpersons of all committees, and serve as an ex-officio member of all committees. The Chair shall act as The Board's spokesperson and representative in any matters pertaining to the activities of The Board. He/she shall enforce the By-laws and perform all duties incident to the position and office, and which are required by law. The Chair may delegate to the Executive Director whichever of such duties as the Chair deems suitable.
- (b) The Vice Chair shall have such powers and perform such duties as The Board or the Chair shall from time to time designate. In the absence or disability of the Chair, the Vice Chair shall have the powers and shall exercise the duties of the Chair.
- (c) The Secretary shall work with the appropriate staff and committee chairs to ensure the minutes of The Board and committee meetings are accurately recorded and filed, and to perform such other duties as are prescribed by The Board or the Chair.
- (d) The Treasurer shall work with the Executive Director and the finance staff to develop and monitor financial policies and procedures and the annual budget and to perform such other duties as are prescribed by The Board or the Chair.

Section 4. The Executive Director shall be employed by The Board. The Executive Director shall hold office for such period of time and upon such terms and conditions as The Board determines. The Executive Director shall be the Chief Executive Officer of The Corporation, shall be directly responsible to The Board and shall have the authority to employ, discharge and determine compensation of all personnel other than the Executive Director. The Executive Director shall be an ex-officio non-voting member of The Board and of all committees.

Section 5. Removal of Officers. Any officer or agent elected or appointed by The Board may be removed by a majority vote of the Directors.

## **ARTICLE VI. Meetings.**

Section 1. Attendance. Directors and any committee member may participate in a meeting of The Board and any committee by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting. Participation by these means constitutes presence in person at the meeting.

Section 2. Regular Meetings. Directors shall meet a minimum of five times per year at a time and place designated by the Chair including the annual meeting, phone conference calls, or any other meetings called by the Chair or a majority of The Board. A regular board meeting requires that each Director have written or electronic notice of the time, location and proposed agenda of the meeting no less than ten (10) calendar days prior to the date of the meeting. Any changes in the agenda shall be provided in writing or electronically no later than five (5) calendar days prior to the date of the meeting.

Section 3. Annual Meeting. The annual meeting will be held each year prior to the end of the fiscal year. One of the regular meetings may be designated as an annual meeting. Business transacted at the annual meeting shall include the election of officers and new Directors of The Corporation. A review of the By-laws will be conducted at the annual meeting.

Section 4. Special Meetings. Special meetings may be called by the Chair of The Corporation or a majority of The Board. Notice of a special meeting shall provide the names of the person or persons calling the meeting, the time and location of such meetings, and state the purpose thereof, and no other matter shall be considered by The Board at such special meeting except upon unanimous vote of all Directors present.

Section 5. Quorum and Voting. A quorum for the transaction of business shall consist of fifty (50) percent plus one (1) of the current number of Directors provided however, that any Director on Leave of Absence shall not be considered a current Director for quorum. A vote of the majority of the Directors present at a board meeting at which a quorum is present shall be considered a majority vote of The Board and an act of The Board. Each Director shall have one vote, provided however, that the Chair shall not have a vote except to break a tie vote.

Section 6. Notice. Wherever written notice is required, notice may be provided in writing by delivery in person or via U.S. Mail, fax, email or other electronic means.

Section 7. Proxies. A Director unable to attend a meeting of The Board may grant another Director a written proxy to act on that Director's behalf at such meeting. The proxy shall state the name of the Director granting the proxy, the name of the Director to whom the proxy is being given, the date of the meeting, and the issues or matters of business for which the holder of the proxy is authorized to vote on behalf of the Director granting the proxy. Proxies shall not be counted in determining a quorum and each Director shall be permitted to grant no more than two (2) proxies in any fiscal year.

Section 8. Action Without a Meeting. Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors or a committee thereof,

may be taken without a meeting if approval of all Directors or committee members is obtained in writing set forth the action so to be taken, and the consent is filed in the minutes of the proceedings of The Board or of the committee. Such consent shall have the same effect as a unanimous vote. Consent in writing may be obtained by email, fax or other electronic means.

## **ARTICLE VII. Committees**

Section 1. The Board may designate an Executive Committee and other committees. Unless otherwise designated by The Board, the Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, immediate past Board Chair and Governance and Audit Committee Chairs.

Section 2. Executive Committee Meetings. Except upon two-thirds (2/3) vote of the Executive Committee to limit attendance or participation in a meeting or portion thereof, the Executive Director, Directors, and committee chairpersons may attend and participate in Executive Committee meetings, but shall have no right to vote on matters before the Executive Committee.

Section 3. Executive Committee Authority. The Executive Committee shall have and may exercise the full authority of The Board if the Executive Committee by two-thirds (2/3) vote certifies the need for prompt action and that it is not practical to convene a meeting of The Board. The Executive Committee may also take any actions which are specifically delegated to it by The Board. However, the Executive Committee shall not amend the By-laws at any time. All actions taken by the Executive Committee are effective upon the required Executive Committee vote but are subject to approval, rejection or revision by The Board.

Section 4. Standing Committees. The following shall be standing committees: Executive; Finance/Investment; Advancement; Housing and Facilities; Governance; Audit; and Social Impact. Each standing committee shall be chaired or co-chaired by at least one Director. With the exception of the Board Chair as provided in Section 6, no Director shall chair more than one Standing Committee.

Section 5. Ad Hoc Committees. The Board or its Chair may designate ad hoc committees as the need may arise. The chair of an ad hoc committee need not be a Director.

Section 6. Committee Appointments. The Chair shall appoint the chairs and members of the standing committees and ad hoc committees, subject to approval of The Board. The Chair may serve as Chair of any committee other than the Governance Committee and the Audit Committee. The Audit Committee shall be chaired by a Director appointed by the Board Chair and consist of such other Directors or volunteers as may be duly appointed.

## **ARTICLE VIII. Books and Records**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of The Board and committees.

Section 2. Financial Information. The Corporation shall issue annual financial statements prepared in accordance with generally accepted accounting principles. Additionally, such financial statements shall include any information applicable to government awards, contracts or grants required by any federal, state or county laws and regulations. The financial statements shall be audited by a firm of certified public accountants. The audited financial statements shall be filed in the registered office of The Corporation in this state, and shall be kept for at least seven years. The statements shall be subject to inspection during business hours by any Director, or by any potential donor, if so requested.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of The Corporation shall be signed by the President/Chair, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of The Board.

Section 4. Contracts. Except as otherwise provided in these By-laws, The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of The Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by The Board, no officer, employee, agent or representative shall have any power or authority to bind The Corporation by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or for any amount.

#### **ARTICLE IX. Parliamentary Authority**

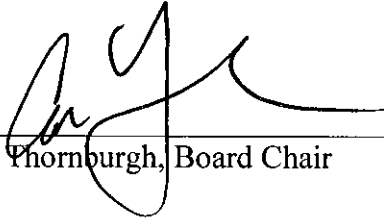
The rules contained in the most current edition of Robert's Rules of order shall govern the proceedings of the organization in all cases which they are applicable and in which they are not inconsistent with the By-laws and any special rules the organization may adopt.

#### **ARTICLE X. Amendment of By-laws**

These By-laws may be repealed or amended and new By-laws may be adopted by a two-thirds (2/3) vote of the Directors attending a meeting of The Board at which a quorum is present provided all current Directors are given written notice of the proposed changes no less than ten (10) calendar days prior to the date of the meeting.

Adopted by The Board by a resolution by a vote of 16 to 1 in favor on November 4, 2013 at West Palm Beach, Florida and most recently revised as approved by unanimous vote of the Board on April 5, 2017.

Signed:



Cornelia Thornburgh, Board Chair

Date

5-3-17

Amended on:

November 1, 2016  
April 5, 2017

Reviewed on:

May 5, 2014  
May 19, 2015  
May 4, 2016  
May 3, 2017