

4/13/2010

BYLAWS
OF
Lutheran Chaplaincy Outreach

PROLOGUE

To provide spiritual care to patients, relatives, and hospital staff at The University of Iowa Hospitals and Clinics (UIHC). And to provide consultation to UIHC staff, ELCA Pastors, and Congregations.

ARTICLE I: Membership

The corporation shall have no members.

ARTICLE II: Board of Directors

1. The Board of Directors will consist of not less than four (4) or more than fifteen (15) members. No one who is an employee of the corporation can be a voting member of the Board.
2. Directors will serve a term of three years and shall be eligible for re-election for a maximum of three consecutive terms.
3. If a vacancy exists on the Board for any reason, the Board of Directors of the corporation, by majority vote, shall have the power to fill the vacancy for the remainder of the unexpired term.
4. The Board of Directors shall have the power to amend the Bylaws of this corporation by a two thirds majority vote at any regular or special scheduled meeting of the Board.
5. The ELCA Lutheran Chaplain at the University of Iowa Hospitals and Clinics shall be a non-voting ex-officio member of the Board.
6. A person who has served for nine (9) consecutive years shall not be eligible for re-election as a member of the Board for a period of two (2) years. This provision does not apply to a Board member when holding the office of Board President.
7. Board members are expected to attend Board meetings.
8. The Board will meet quarterly and on such other occasions as called by the Secretary of the Board as required by its work.

9. A majority of the voting members of the Board shall constitute a quorum. Business shall be conducted by a majority vote when a quorum is present unless a greater vote is required by there Bylaws for Iowa law. There shall be no vote or proxy.
10. The duties of the Board members shall be as follows:
 - a. To attend and participate in Board meetings.
 - b. To serve on a minimum of one standing committee of the Board.
 - c. To approve Board meeting minutes.
 - d. To formulate Board policy.
 - e. To attend the Board's annual planning retreat.
 - f. To approve the annual operating budget.
 - g. To approve grant and contract commitments as come before the Board.
 - h. To approve new Board members.
 - i. To transact all business as prescribed in the Bylaws.
 - j. To review other matters as come before the Board.
 - k. To promote the corporation in the community.
 - l. To share responsibility for assuring that the corporation has adequate resources to achieve its objectives.
11. A Director may be removed from office at any time for cause by a majority of the voting members.
12. The Board of Directors may from time to time by resolution authorize the creation of committees, task forces, and councils with such powers and duties as it deems necessary.
13. Conflict of Interest Policy for Directors, Officers, and Employees.
 - a. **Scope:** The following statement of policy applies to each member of the board, to each officer of Lutheran Chaplaincy Outreach, and to all persons employed by Lutheran Chaplaincy Outreach, regardless of position.
 - b. **Responsibility.** Directors, officers, and staff serve the public interest and thus have a clear obligation to this concept. All decisions of the board, officers, and employees of Lutheran Chaplaincy Outreach are to be made solely on the basis of a desire to promote the best interests of the organization and the public good. Individuals inevitably are involved in the affairs of other institutions and organizations. Effective boards and organizations will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, every individual trustee and senior administrator has the responsibility to ensure the entire board is made aware of situations that involve personal, familial, or business relationships that could create a real or perceive a conflict of interest. Thus, the board requires each trustee and institutional officer

annually (a) to be familiar with the terms of this policy; (b) to disclose to the board chair any possible personal, familial, or business relationships that reasonably might give rise to a conflict involving Lutheran Chaplaincy Outreach; and (c) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.

- c. **Disclosure of Conflicts With Respect to Potential Financial Transactions.** In the event any financial transaction involving Lutheran Chaplaincy Outreach also involves (a) a director, officer, employee or a member of their extended family, or (b) an organization with which any director, officer, or employee of LCO has any material financial interest, the director, officer, or employee having the affiliation or interest, at the first knowledge of the transaction, shall disclose fully the precise nature of the interest or involvement.
- d. **Disclosure Statement.** Each board member, officer, and employee of Lutheran Chaplaincy Outreach shall be requested annually by Lutheran Chaplaincy Outreach to submit a disclosure statement listing all organizations with which he or she is affiliated and describing the nature of the affiliation as defined below. In the event there is any material change in the information contained in any disclosure statement, the person who submitted it shall promptly submit written notification of the change.
 - i. A director, officer, or employee is deemed to be affiliated with any organization that may be potentially related to the financial operation of Lutheran Chaplaincy Outreach (a) of which he or she, or a member of his or her family, is a director, officer, trustee, partner, employee, or agent; or (b) in which he or she or members of his or her family receive direct financial benefit from sales or services; or (c) in which he or she or members of his or her extended family have a 35 percent or greater interest.
 - ii. The term extended family shall be deemed to include an individual's spouse, children (including legally adopted children), parents, grandparents, great grandparents, siblings (whether by whole or half blood), spouse of that individual's siblings, children, grandchildren and great grandchildren and members of that individual's household.
 - iii. In no way should this policy imply that directors, officers, or employees should reveal any political, religious, ethnic, fraternal or civic affiliations.
- e. **Administration.** All disclosures required under this policy and amendments thereto, if by directors, shall be directed in writing to the chair of the board, or if by employees, to the President. The chair of the board and the president shall be responsible for the administration of this policy. Issues under this policy concerning directors and officers shall be reported initially to the chair of the board for appropriate action; those concerning staff shall be referred initially to the President. Information disclosed under this policy shall be held in confidence

by the persons authorized to receive and act upon it except where, in the judgment of any of such persons, the best interest of the organization requires further disclosure. This review process shall be reported annually to the board by the chair.

- f. **Restraint on Participation.** A director or officer who has declared or has been found to have a conflict-of-interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, unless for special reasons the Board of Directors requests information or interpretation from the person or persons involved. In the case of a director, he or she shall not vote on the matter in question and shall not be present at the time of the vote. With respect to restraint on participation by staff, the president, or, where applicable, the chair shall take such action as is necessary to assure that the transaction is completed in the best interests of Lutheran Chaplaincy Outreach without the substantive involvement of the person who has the possible conflict-of-interest.
- g. **Advance Determinations.** Any board member who is uncertain about possible conflict-of-interest in any matter may request the Executive Committee to determine whether a possible conflict exists; the Executive Committee shall resolve the question by majority vote. If required, the question of potential conflict might be referred to counsel for an opinion prior to the Executive Committee vote.

ARTICLE III: Officers

- 1. All officers of this corporation shall be elected by a majority vote of the Board of Directors at its annual meeting. Only elected Directors are eligible to serve as officers
- 2. The Officers of this corporation shall consist of a president, vice-president, secretary, and treasurer and such other officers as may from time to time be designated by the Board.
- 3. The officers of the corporation shall serve for a term of one year and may succeed themselves in that office for a subsequent term or terms.
- 4. The duties of the officers shall be as follows:
 - a. President – shall preside at all meetings of the Board and appoint all ad hoc committees, call special meetings when deemed necessary or upon written request of a majority of the voting members of the Board. In the event of the resignation or inability of the President to perform his or her duties, the Board shall elect by majority vote a successor from the Board.

- b. Vice-president – shall perform the duties of the President in the event of the absence or disability of the President.
- c. Secretary – shall review and sign the Board of Directors’ minutes, certify documents assure proper notice of regularly scheduled and any special meetings of the Board, and other tasks as may be assigned by the Board.
- d. Treasurer – will monitor the corporation’s accounts, co-sign checks as necessary, advice regarding investments of the corporation, with staff report on the corporation’s financial status to the Board, and chair the Finance Standing Committee of the Board...

ARTICLE IV: Meetings

- 1. Annual meeting – The annual meeting of the Board of Directors shall be held in August at a time and place to be determined by the Board of Directors. Election of officers will take place at this meeting.
- 2. Special meetings of the Board of Directors shall be called by the Secretary at the direction of the President of the Board, or upon the request of five (5) Directors.
- 3. Notice of any meeting of the Board shall be given by email, fax, or ordinary mail to each member of the Board at least five days prior to such meeting. The notice shall include the purposes, place en time of such meting.
- 4. Principal office shall be located at Lutheran Chaplaincy Outreach (LCO), 123 E. Market St., Iowa City IA 52245.

ARTICLE V: Committees

- 1. In order to implement the purpose of the corporation, there shall be established two (2) standing committees. These Standing committees shall be:
 - a. Resource Development – responsible for developing and implementing marketing and public relations materials and strategies to include, but not limited to a branding logo, brochures, letterhead and other business and marketing materials and marketing campaigns. Developing and implementing an annual fund raising campaign and to seek permanent funding through, but not limited to congregational budgets, grants and an endowment fund.
 - b. Chaplain Care and Oversight – Responsible for review of the ELCA Chaplain work at UIHC, serves under the auspices of LCO, and supports the ELCA

chaplain as s/he carries out ministry to patients, their families, local congregational leadership and UIHC staff.

- 2. In addition to the above referenced standing committees, the Board may establish special purpose committees to pursue the interest of the corporation.

ARTICLE VI: Document Retention Policy

Purpose: The purpose of this document retention policy is for Lutheran Chaplaincy Outreach to enhance compliance with the Sarbanes-Oxley Act and to promote the proper treatment of corporate records of the organization.

- 1. **General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.
- 2. **Exception for Litigation Relevant Documents.** The Organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Organization informs you, that Organization records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records
- 3. **Minimum Retention Periods for specific Categories**
 - a. **Organizational Documents.** Organizational records include the Organization’s articles of incorporation, by-laws, and IRS form 1045, Application for Exemption. Organizational records should be retained permanently. IRS regulations require that the form 1045 be available for public inspection upon request.
 - b. **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's

revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

- c. **Employment Records/Personnel Records.** State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- d. **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.
- e. **Press Releases/Public Filings.** The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.
- f. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period often years.
- g. **Marketing and Sales Documents.** The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- h. **Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization: derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential. The organization shall keep all documents designated as containing trade secret information for at least the life of the trade secret.

- i. **Contracts.** Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
 - j. **Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
 - k. **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
 - l. **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
 - m. **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.
4. **Electronic Mail.** E-mail that needs to be saved should be either:
- a. printed in hard copy and kept in the appropriate file; or
 - b. downloaded to a computer file and kept electronically or on disk as a separate file.
 - c. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE VII: Amendments to the Bylaws

These Bylaws may be amended by a majority of the voting Board of Directors at any regular or special meeting of the Board provided that at least ten (10) days written notice of the proposed change or changes has been given to the Board.

ARTICLE VIII: Indemnification

This Corporation shall indemnify any present or former director, officer, employee, or volunteer of the corporation, and such person who is serving or who has served, at the request of the is corporation, as a director, officer, partner, trustee, employee, or agency of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible against expenses, including attorney's fees, judgments, fines, settlements, and reasonable expenses actually incurred by such person relating to this conduct as a director,

officer, employee, or volunteer of this corporation or as a director, officer, partner, trustee, employee, or agency of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply:

1. To breaches of the duty of loyalty to the corporation,
2. For acts of omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or
3. For a transaction from which such person derived an improper benefit.

Adopted by a majority vote of the members of the Board of Directors of the corporation at a regular meeting held on the 25th day of October, 2005 upon at least 10 days prior written notice, to all Board members, of the proposed changes.

Revised by a majority vote of the members of the Board of Directors of the corporation at a regular meeting held on the 5th day of February, 2013 upon at least 10 days prior written notice, to all Board members, of the proposed changes.

President, Board of Directors
Lutheran Chaplaincy Outreach

Secretary, Board of Directors
Lutheran Chaplaincy Outreach