DEL-MOR DWELLINGS CORPORATION CODE OF REGULATIONS

AMENDED- 09/28/90, 09/11/91, 11/11/92, 03/20/02, 04/28/2022, 2/28/2024, 12/01/2025

ARTICLE I

MISSION

Develop and operate high quality supportive housing which is affordable, accessible and responsive to the needs of vulnerable community members living with disabling mental illness.

ARTICLE II

NON-PROFIT CHARITABLE ORGANIZATION

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 1270 (C) (2) of the Internal Revenue Code of 1945 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

BOARD OF DIRECTORS
SECTION I:
COMPOSITION:

The Board of Trustees of the corporation shall consist of nine (9) voting members who shall be residents of Delaware, Morrow, or other Central Ohio counties. If a non-resident of these counties, the member shall be affiliated with an organization having a well-established reputation for active involvement in the betterment of the local community as interpreted by the corporation's Board of Directors. The Board will strive to ensure diverse membership that is representative of the communities in which the corporation operates. All Directors shall be citizens or have permanent residency status of the United States of America. All members of the Board shall serve without compensation.

SECTION II:

TERM AND APPOINTMENT TO MEMBERSHIP:

Initial terms for seats established on the Board of Directors may be for less than three years and staggered so as to promote continuity in membership. All subsequent terms for all seats on the Board of Directors shall be for three years. No Trustee may serve more than two consecutive terms, with partial terms served not counting toward this limitation. The Board reserves the right to extend a Trustee's term if it is in the best interest of the organization. Terms shall commence on July 1st and end on June 30th in the years prescribed. Midterm vacancies may be filled by action of the Directors at any regular meeting of the Board or via alternative board motion between meetings. All other vacancies due to expiring terms shall be filled by Board action at a regular meeting of the Board of Directors on or before the June 30th term expirations or as soon as possible thereafter. Section III

REMOVAL FROM THE BOARD

The Board of Directors may remove any Director from their duties as a member of the Organization and declare the seat vacant. Reasons for removal are defined below:

1. Attendance: If a Board member has two (2) or more unexcused absences from a regular or special meeting of the Board within a fiscal year, he/she will receive a letter of warning from a Board officer notifying them that they are on probation and may be removed from the Board if they miss the next scheduled meeting. If he/she misses the next scheduled meeting, then said member may be removed by a majority vote of the Board present at the next regular meeting or special meeting of the Board.
2. Violation of the Code of Regulations. If a Board member or officer violates the Code of Regulations, misrepresent the organization or misappropriates funds or property, said member or officer may be removed from the Board or suspended for a term as determined by a majority vote of the Board present at any regular or special meeting.
3. Violations of ethical standards. Board members are expected to behave in accordance with commonly held ethical standards and values. Board members may be removed by majority vote for criminal and for civil violations, for other actions that are detrimental to the organization, its members, its residents, and its supporters and for failing to meet or fulfill the duties of Board members.

SECTION IV:

BOARD DUTIES AND RESPONSIBILITIES

The role of the Board is to make and adapt policies and regulations as are necessary to implement the following areas of responsibility,

To determine mission and purpose, and advocate for them.

To select the chief executive,

To support and evaluate the chief executive,
To ensure effective planning,
To monitor and strengthen programs and services,

To ensure adequate financial resources,

To protect assets and provide financial oversight,

To build and sustain a competent board,
To ensure legal and ethical integrity,
To enhance the organization's public standing.

ARTICLE IV:

BOARD
OFFICERS
SECTION I:

ELECTION:

Elected officers of the Board of Directors shall include the following: Chair, Vice Chair, Secretary and Treasurer. The term of elected office shall be twelve months and shall commence July 1st and end June 30th of each year. The Board shall elect officers for the upcoming operating year at the meeting held in the final quarter of the current operating year. An interim vacancy in any of the elected offices may be filled by the Board of Directors at any regular meeting or a special meeting called for this purpose. A member shall not hold the same office more than two consecutive terms. The Board reserves the right to extend a Directors office if it is in the best interest of the organization.

SECTION II:

DUTIES AND RESPONSIBILITIES

The Chair shall direct the affairs of the organization subject to the advice and approval of the Board of Directors. The Chair shall preside at all regular and specially called meetings of the Board. The Chair shall be authorized to form committees as he/she deems appropriate with such committees serving no longer than the term of the Chair.

The Vice Chair shall perform all the duties of the Chair during the latter's absence.

The Secretary shall be responsible for preparing and certifying all approved minutes and other records of official action by the Board of Directors.

The Treasurer shall serve as Chair of the Finance and Audit Committee, oversee custody of the financial records maintained at the office of the corporation, approve the filing of tax returns, provide for periodic review of financial policies of the corporation by the Board, and assure Board review of the annual independent financial audit.

SECTION III:

OFFICERS OF CORPORATION:

The Board shall appoint the Executive Director as the Chief Executive Officer, with authority and responsibility determined in Board policy. The Executive Director is a non-voting member of the Board.

ARTICLE V

BOARD OPERATIONS

SECTION I:

MEETING OF THE BOARD OF DIRECTORS:

The Board of Directors shall meet at least once each quarter during the operating year and such other times as shall be called by the Chair or any two Directors. Meetings shall be held at the offices of the corporation, 118 Stover Drive, Suite A, Delaware, or such other place as determined by the Chair. A virtual option will be available for any board member who is unable to attend in person. Virtual attendance will count as meeting attendance. The Board Chair shall work with the CEO to develop the agenda and related items for distribution at least of three (3) business days prior to the meeting. The annual meeting of the Board shall take place during the final meeting of each fiscal year with time dedicated to reviewing the accomplishments of the prior operating year.

SECTON II

QUORUM AND VOTING

Quorum shall be five Directors, or if vacancies exist, a simple majority of those Board seats occupied as of the date of the meeting. All meetings shall be conducted according to Robert's Rules of Order. The business of the Board of Directors shall be decided by a majority vote of those directors in attendance at a meeting where a quorum exists. Action may be taken without a meeting by written approval of all the Directors pursuant to Ohio Revised Code Section 1702.25.

ARTICLE VI

CONFLICT OF INTEREST
SECTION I:
EMPLOYEES:

No employee or immediate family member of an employee is eligible to serve on the Board of Directors. The Board reserves the right to waive this policy if it is in the best interest of the organization.

SECTION II

MARRIAGE AND CONSANGUINITY:

At no time may any of the voting members of the Directors be related by marriage, domestic partnership or familial relationships.

SECTION II:

ABSTENTION:

A trustee must remove himself/herself from any meeting whenever he/she, his /her family or his/her company may benefit from an action about to be taken such as employment or purchase of goods and services. It is not sufficient that he/she abstains from voting.

SECTION IV:

NON-DISCRIMINATIONS:

The corporation and its Directors shall not discriminate on the basis of race, color national origin, ancestry, age, religion, or (unless programmatically justifiable with respect to services), sexual identity in the rendering or denial of service, or any employment matter, appointed to the Board of Directors, election as an officer, or approval for membership in the corporation.

ARTICLE VII

Section I

COMMITTEES

The Board of Directors hereby approves of the following standing committees, to serve at the pleasure, and exercise the authority, of the Board of Directors to the extent provided in these resolutions and permitted by law.

The standing committees consist of board members, and may include other individuals with relevant expertise who are not board members, who advise the Board on those matters for which the Board is responsible. The committees provide recommendations to the Board which are open to discussion before final decisions are made. The committees are able to meet prior to regular meetings.

In addition to standing committees, ad hoc committees may be formed by the Board when a need is identified. Ad hoc committees are short-term, temporary task forces created by the Board of Directors as needed to address specific topics of concern or interest, and to provide guidance to the Board. They also shall provide recommendations to the Board which are open to discussion before final decisions are made. Ad hoc committees may meet prior to regular meetings.

Finance and Audit Committee: consists of (3) Directors

To provide oversight to the budget and ensure sound financial practices;

To review and oversee the financial reports, investments, and records to ensure the Organization's continued viability;

To provide guidance to the preparation of an annual budget; To provide guidance to the preparation of the annual audit;
To provide recommendations to the Board regarding audit firms;

To perform other related tasks that the Chair of the Finance and Audit Committee and Board of Directors deem necessary or appropriate from time to time.

The Treasurer of the organization shall serve as the Chair of the Finance and Audit Committee. The term coincides with their term as Treasurer of the organization. All other committee members serve one (1) year term which may be renewed from year to year. Committee members shall be selected by the Committee Chair with input from the Chair and Executive Director and approved by the Board. The number of committee members may be increased or decreased at the discretion of the Board Chair and Committee Chair.

Directorship & Governance Committee; consists of the Executive Director and at least six (6) members, including both directors and community members:

To monitor and facilitate board development, ensuring the healthy development and operation of the board, its committees, and individual board members,

To facilitate officer selection and succession planning, annually creating a slate of officers and recommending committee chairs,

To support Board governance, including; recruitment for the Board of Directors and committees, Board training and development, performance evaluation of the Board and Executive Director, Board Member engagement, governance policies, and strategic planning.

ARTICLE VII

AMENDMENTS:

SECTION I

Amendments to these Regulations may be made by the assent thereto in writing by all Directors, or by the affirmative vote of 2/3 majority of the Directors.

ARTICLE VII

MEMBERSHIP

The members are the Directors. All members must be adults.

THE ABOVE CODE OF REGULATIONS AMENDED BY AFFIRMATIVE VOTE OF AT LEAST A ½ MAJORITY OF DIRECTORS AT A REGULAR MEETING OF THE DIRECTORS HELD ON DECEMBER 1ST, 2025.

12/1/25 — 12/1/25

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