

FRIENDSHIP HOUSE, INC.
By Laws
Revised August 2016

Article I

Section 1:

The name of this Corporation is Friendship House Incorporated (Friendship House). Based in New Castle County, Delaware, Friendship House is a non-profit Christian corporation in service to those individuals and families that are or are at risk of becoming homeless. Welcoming to all, Friendship House strives to serve as a sanctuary and a stepping stone to each person in need through the traditional spiritual ministries of hospitality, education, empowerment and community. The members of this organization believe that loneliness, self-hatred and hopelessness bind people to the cycle of homelessness just as certainly as poverty, unemployment and chemical abuse. All of the works and programs of Friendship House strive to affirm the sacred worth of every person, no matter how rich or poor, weak or strong, young or old, violent or vulnerable.

Section 2:

The principle office of the Corporation shall be at 1503 W 13th Street, Wilmington, Delaware, 19806.

Section 3:

The corporation seal shall be circular in form and have inscribed thereon the name of the corporation, the year of incorporation (1988) and in words "Incorporated in Delaware".

Section 4:

The members of the Corporation shall be limited to those Christian churches who enter into a covenanted ministry partnership with Friendship House, Inc. as defined in the Policy Manual.

Article II

Section 1:

The Board of Trustees shall consist of not less than 10 and not more than 35 voting trustees elected to a three-year term as set forth in the Policy Manual.

Section 2:

The annual meeting shall be held at a time and place designated by the Board of Trustees.

At the annual meeting reports will be presented by the President of the Board of Trustees, the Executive Director, the Treasurer and other committee reports as appropriate.

Section 3:

Other meetings of the Board of Trustees may be called by the President of the Board in consultation with the Executive Committee or by a majority of the Trustees.

At least 24-hours advance notice of such meetings must be given to every board trustee.

Section 4:

Fifty-one percent of the trustees of the current board will constitute a quorum of the Board of Trustees.

Article III

Section 1:

Members of Friendship House shall act as a Ministry Partner as defined in the Policy Manual.

Section 2:

Each member church of Friendship House is invited to recommend an individual from their church to the Nominating Committee of the Board of Trustees.

Section 3:

Any person directly interested in the issues relating to homelessness in Delaware may be elected an “at large” trustee of the Board. With the exception of the Executive Director, neither Friendship House staff nor persons in a client relationship with the Friendship House may serve as board trustee. Election of persons who do not represent member organizations (i.e, members at large) to the Board of Trustees requires the majority vote of the trustees present at any meeting of the same board. At Large trustees shall be limited to 5 voting trustees.

Section 4:

In order to assure an even and orderly rotation of board representation, the Board of Trustees shall be divided into three equal classes. These classes are determined by the year that voting members joined the Board. Unless elected to complete a vacated, unexpired term, all board trustees may serve no more than two terms of three years each. After an absence of one year, any former board trustee may be elected to serve another two 3-year terms or to complete the unexpired term of another trustee. It is not required, however, that returning board trustee serve two 3-year terms.

Section 5:

The Executive Director of Friendship House, Inc. shall be an ex-officio board trustee with the right to vote on all issues not related to his/ her own professional position as CEO. By reason of his/her office as CEO, the executive director is exempt from the normal term for board trustee and is ineligible to serve as an officer of the Board.

Section 6:

The duties of every board trustee shall be:

- a. To be committed to the mission and governing policies of Friendship House.
- b. To represent the owners and stakeholders of Friendship House.
- c. To set governing policies for Friendship House.
- d. To assure the executive performance of Friendship House through the provision of resources and the oversight of programs.
- e. To attend and actively participate at Board meetings.

Article IV

Section 1:

The officers of the Board of Trustees shall be the President, the Vice President, the Secretary and the Treasurer. Elected bi-annually, officers may serve no more than two consecutive terms.

During election years, officers will be elected at the last board meeting of the year by majority vote of the attending trustees.

Section 2:

The President of the Board of Trustees shall be responsible for the integrity of the Board process. She/He shall preside at all meetings of the full board, the strategic planning committee and the executive committee. He/She shall have general advisory supervision over other officers of the Corporation. She/He shall submit an annual report concerning the operation of the Corporation and perform such other duties that appertain to her/his position.

The Vice-President of the Board of Trustees shall be vested with all powers required to carry out the duties of the President, should she/he be absent. She/He shall perform such duties as assigned by the President. She/He shall also be the chairperson of the personnel and assessment committees.

The Secretary of the Board of Trustees shall be responsible for the integrity of the Board documents. He/She shall assure that Board governing policies are promulgated and reflected in the literature and operating policies of Friendship House. He/She shall be the recorder at all meetings of the Board and the Executive Committee and shall see that such communications are properly distributed to all members of the Board. She/He shall also be the chairperson of the nominating committee.

The Treasurer of the Board of Trustees shall be the primary custodian of all Friendship House funds and assets. He/She shall advise the Executive Director in carrying out the day to day financial operations of Friendship House. The Treasurer shall also be the chairperson of the Resource Committee and shall present a yearly financial report to the Board of Trustees at its annual meeting.

Article V

An executive director shall be employed by the Board to serve as the Chief Executive Officer of the Corporation. He/She shall be responsible for the daily operation of Friendship House. The Executive Director shall possess such powers as the Board should choose to delegate to him/her. He/She shall make a yearly report on the programs of the organization at the annual meeting of the Board of Trustees.

Article VI

Section 1:

The Board of Trustees shall have, in addition to such powers as are hereafter conferred upon it, all such powers as may be exercised by the Corporation subject to the provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation and these By Laws.

Section 2:

The Board of Trustees shall have power:

- a. To acquire property, property rights for the Corporation and to pay for such property as required.
- b. To confer on the Executive Director and any officer of the Corporation the power to select, discharge or suspend any employee of the Corporation.
- c. To determine by whom and in what manner the Corporation's bills, notes, receipts, endorsements, checks, releases, contracts or other documents shall be signed.
- d. To revise or modify these by-laws as deemed necessary.
- e. To delegate any of its powers to any committee, officer and to grant power to delegate.
- f. To make ultimate executive decisions for the Corporation, should there be administrative, financial or operational disagreement between the Board of Trustees and the Executive Director.

Article VII

A quorum is required to effect any amendment of the By Laws. These By Laws may then be revised or modified at any time by the Board of Trustees with a majority vote.