

**AMENDMENT TO ARTICLES OF INCORPORATION OF
LUTHERAN SOCIAL SERVICES OF THE VIRGIN ISLANDS, INC.**

WHEREAS, by a two-thirds vote of the Board of Directors of Lutheran Social Services of the VI. Inc., this Amendment of the Articles of Incorporation of the Corporation was authorized at a meeting held on the fourth day of June, 2016, as follows:

Article VII is hereby deleted in its entirety and a new Article VII is inserted in place to read as follows:

The Corporation shall be managed by a Board of at least seventeen (17) Directors, some of whom shall be members of Lutheran congregations in the Virgin Islands District of the Caribbean Synod.

Each term will be for three (3) years. The Bishop of the Caribbean Synod of the Evangelical Lutheran Church in America shall be ex-officio member of the Board of Directors.

Executed by the undersigned officer of the Corporation
this 28 day of January, 2017.

Witnesses: Diana Brown Lutheran Social Services of the Virgin Islands, Inc.
Marcella Laplace
By: [Signature]
Henry C. Smock
President of the Board

Acknowledgment

RECEIVED LT. GOV. CORP-STX.
'17 MAY 31 AMB:46

Territory of the Virgin Islands
(Division of St. ~~Cross~~ Thomas)

On this 8th day of May 2017, before me personally appeared Henry C. Smock, who acknowledged himself to be the President of Lutheran Social Services of the Virgin Islands, Inc., a non-profit corporation and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

In Witness Whereof, I hereunto set my hand and official seal.

Marcella Laplace

MARCELLA LAPLACE, NOTARY PUBLIC
P.O. BOX 1498
ST. THOMAS, USVI 00964
COMM. EXP.: 09/05/2017
COMM. NUMBER: NP-75-13

 COPY

BY-LAWS
OF
LUTHERAN SOCIAL SERVICES OF THE VIRGIN ISLANDS, INC.

ARTICLE I
Relationship to the Church

Lutheran Social Services of the Virgin Islands, Inc. (the "Agency") shall be an agency of the Caribbean Synod of the Evangelical Lutheran Church in America. The Lutheran Church shall be represented by a majority of the members of the Agency's Board of Directors.

ARTICLE II
Functions, Duties and Powers

- SECTION 1. The Agency shall develop and maintain programs of social services as needs are demonstrated and resources permit.
- SECTION 2. The Agency shall be cognizant of other health and social service programs in the Virgin Islands, and shall cooperate with them insofar as possible.
- SECTION 3. The Agency shall be authorized to receive gifts and devices of real and personal property, to purchase, hold, lease, sell, and, convey real and personal property; to borrow money and issue notes, bills or evidence of indebtedness, and to mortgage its property, and to establish such wholly self- owned corporate entities as are required to fulfill the purpose of the Agency.

ARTICLE III
Board of Directors and Executive Committee

RECEIVED LT.GOV.CORP-STX.
'17 MAY 31 AMB:46

- SECTION 1. Vacancies in the membership of the Board of Directors shall be filled for the unexpired term in accordance with the election procedure established herein.
- SECTION 2. No member of the Board of Directors shall receive any emolument from the Agency while he or she serves as a member of the Board of Directors.

SECTION 3. The Executive Committee shall manage the affairs and property of the Agency between regular meetings of the Board of Directors in accordance with enacted policies by the Board.

SECTION 4. The Executive Committee shall consist of the officers of the Board of Directors.

SECTION 5. The Chief Operating Officer shall submit a report to the Board of Directors at each meeting.

SECTION 6. The election of the At-Large Board members shall be by simple majority of the Board Members.

SECTION 7. Board Members shall be elected for staggered three-year terms.

SECTION 8. No member of the Board of Directors shall serve more than three consecutive three-year terms.

SECTION 9. To the fullest extent permitted by law, each person who at any time was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of being or having been a director or officer of the Agency shall be indemnified by the Agency against all costs and expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, reasonably incurred or paid by or imposed upon such person in connection with or arising out of such action, suit or proceeding. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrators of such person and shall not be exclusive of other rights to which any directors or officers of the Agency may be entitled as a matter of law or otherwise. The Board of Directors shall have authority to similarly indemnify employees and agents of the Agency; provided, however, that any indemnification of a director, officer, employee or agent shall be made by the Agency only as authorized in the specific case by a determination that indemnification is proper in the circumstances, which determination shall be made by a majority vote of those members of the Board of Directors who were not parties to such action, suit, or proceedings, or in the absence thereof, by written opinion of counsel for the Board.

The Agency shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against him or her in any such capacity arising out of his or her status as such.

ARTICLE IV Members and Officers

SECTION 1. The Officers of the Agency shall be President, Vice-President, Secretary and Treasurer to be elected from the membership of the Board of Directors at the Annual meeting, except that the Treasurer may or may not be a member of the Board. The Treasurer shall have both voice and vote in all Board meetings. Officers shall serve for a term of two years or until their successors are duly seated.

SECTION 2. The duties of the officers shall be those usually pertaining to their respective offices, especially:

RECEIVED LT.GOV.CORP-STX.
'17 MAY 31 AM 8:46

- a) The **President** shall preside at all meetings of the Board of Directors and its Executive Committee. He or she shall be ex-officio member of all committees.
- b) The **Vice-President** shall perform the duties of the President at the request of the President, or in his or her absence, or in the event of his or her incapacity to serve, such incapacity to be determined by the Board of Directors or Executive Committee. While serving in the stead of the President, the Vice-President shall possess all of the power of the President.
- c) The **Secretary** shall coordinate the minutes and the records of all meetings of the Board of Directors and the Executive Committee and shall perform such other duties as may be required.
- d) The **Treasurer** shall provide for the general custody of all funds and securities of the Agency.

SECTION 3. Prior to the fourth quarterly meeting of the Board of Directors, the Executive Committee shall appoint a Nominating Committee consisting of three (3) members plus the Chief Operating Officer of the Agency and the President of the Board, who shall serve ex-officio.

The Nominating Committee shall be a standing committee that will maintain a list of possible board members. This Committee shall consider the present and future state of the Board's membership and try to secure board members with skills that will augment the strength of the Board.

SECTION 4. At the annual meeting of Agency, the Nominating Committee shall present its slate of candidates of both Lutheran members, At Large members and an Early Head Start representative. At least a simple majority of all members must be Lutheran members. The Nominating Committee shall make reasonable efforts to ensure that all Lutheran congregations are represented in its slate of candidates to the Board.

The election of Lutheran members shall first occur and be by written ballot and the majority of votes cast shall elect such members. Only Lutheran members may vote in this phase.

The election of At-Large members shall next occur and be written ballot and the majority of votes cast shall elect such members. All members of the Board may vote in this second phase.

The election of the Early Head Start member shall next occur. All members of the Board may vote in this third phase.

At least one Lutheran or At- Large member shall be a parent of a child who is currently or formerly enrolled in Head Start or Early Head Start programs. At least one Lutheran or At-Large member shall have experience with early childhood education and development issues.

All Lutheran Pastors who reside in the U.S. Virgin Islands shall be considered ex-officio members of the Board of Directors with all floor privileges and voice, but no vote. Additionally, Sections 6,7 and 8 of Article III shall not apply to Pastors.

The election of the officers and members of the Executive Committee shall be by written ballot. Two thirds (2/3) of the votes cast shall be required for election on the first ballot. On the second ballot voting shall be limited to the two persons receiving the highest number of votes on the previous ballot. The majority of votes cast shall elect such officers and members.

RECEIVED LT. GOV. CORP-STX.
17 MAY 31 AM 8:47

RECEIVED LT. GOV. CORP-STX.
'17 MAY 31 AM 8:45

ARTICLE V Meetings

- SECTION 1. The Board of Directors shall meet quarterly, at a time and place to be determined by the Board. A meeting of the Board during the third quarter of the calendar year shall be designated as the Annual Meeting of the Agency.
- SECTION 2. At a regular meeting of the Board of Directors in the absence of the President and the Vice-President, the members present may elect a chairman pro tern.
- SECTION 3. Special meetings of the Board of Directors shall be called by the President at the request of the Executive Committee, at the request of the President of the Caribbean Synod or at the written request of five directors. Any such meeting shall be limited to those items of business for which the meeting was called.
- SECTION 4. Special meetings of the Executive Committee may be called by the President at his discretion.
- SECTION 5. A quorum for meetings of the Board of Directors and of the Executive Committee shall consist of a majority of the members.
- SECTION 6. In the event of an emergency which in the judgment of the President and Secretary requires action between meetings of the Board, or before a special meeting can conveniently be called, or is deemed not to warrant the assembling of the Board, a vote may be taken by e-mail. A three-fourths (3/4) vote will be necessary for adoption.
- SECTION 7. The Executive Committee shall meet as necessary at such time and place as the Committee shall determine.
- SECTION 8. There shall be no proxy ballots.
- SECTION 9. The Agency shall reimburse the members of the Board of Directors and its committees for expenses entailed in attending meetings called or incurred while acting on behalf of the Board.
- SECTION 10. The Agency shall reimburse the members of the Board of Directors and its committees for expenses entailed in attending meetings called or incurred while acting on behalf of the Board.

ARTICLE XI
Rules of Order

Robert's Rules of Order, latest edition, shall be the governing parliamentary law of the Agency, except as otherwise provided in the constitutions and by-laws of the Agency, the Caribbean Synod, and the Evangelical Lutheran Church in America.

RECEIVED LT. GOV. CORP-STX.
'17 MAY 31 AM 8:47