BY-LAWS OF NOVUSWAY, INC.

Approved by the NovusWay Board of Trustee, 8-05-2022
Approved by the North Carolina Synod, 2022
Approved by the South Carolina Synod, 2022
Approved by the Southeast Synod, 2023
Approved by the Florida-Bahamas Synod, 2023

ARTICLE I

Purpose

The purpose of this corporation is as stated in its corporate charter.

ARTICLE II

Ownership, Development and Control

Section 1. The ownership, development and control of NovusWay, Inc. and the properties owned by it shall be through and by a Board of Trustees (the Board), the members of which shall be appointed and elected as set forth in these bylaws.

Section 2. The supporting synods of NovusWay, Inc., are the North Carolina, South Carolina, Southeastern, and Florida-Bahamas Synods of the Evangelical Lutheran Church in America. The properties NovusWay, Inc., currently owns and operates are Lutheridge and Lutherock in North Carolina; Luther Springs in Florida; and Lutheranch in Georgia.

Section 3. Any property leased by the corporation shall also be under the control of the Board of Trustees.

ARTICLE III

Board of Trustees

Section 1. The Board of Trustees shall be comprised of not more than sixteen members, consisting of one bishop from the supporting synods appointed by the Board of Trustees (a role that may be shared by the bishops at their discretion); four ELCA rostered persons (one from each of the supporting synods); four members (one from each of the supporting synods) elected by the Board of Trustees and ratified by the synods; and up to seven members elected by the Board of Trustees, without further ratification, as members-at-large. The Chief Executive Officer of NovusWay shall serve ex-officio, with voice but without vote.

Section 2. Board members shall be elected to serve three-year terms, with terms so staggered that, as nearly as possible, an equal number of members shall be elected each year. Board members may serve no more than two full consecutive terms.

Section 3. In order to ensure diverse and impartial representation, a Board member shall not serve when a family member is on the executive staff of the corporation. In addition, no more than two Board members shall be from any one congregation.

Section 4. Board members shall take office on the first day of July following election. However, a Board Member filling a resignation or vacancy shall take office immediately upon election by the Board or ratification of the supporting synod, if required.

Section 5. Vacancies occurring among synod-ratified Board members shall be filled by the respective synod according to its constitution.

Section 6. Any Board member who is absent from two (2) consecutive meetings or three (3) meetings in any twelve month period shall automatically have their position declared vacant. If such member requests reinstatement within two months of the vacancy, the Board may reinstate the seat, though this provision may not be used for any member more than once per term.

Section 7. The Board shall meet at least two (2) times per year and at times and places chosen by the Executive Committee. Additional meetings may be held by the Board as needed or at the request of the President, the Chief Executive Officer or at the request of one-third of the Board members.

Section 8. A quorum for the transaction of business shall consist of a majority of the voting members of the Board of Trustees. In order for a motion to carry it must receive a simple majority of voting members present. In cases where less than eight members are voting in favor of the motion a 2/3 majority of voting members present will carry the motion.

Section 9. Members of the Board of Trustees shall, upon request, receive remuneration for the expenses that are incurred while carrying out the authorized business of the corporation.

Section 10. The President, Vice President, Secretary, Treasurer, and one member of the board elected by the board shall constitute the Executive Committee of the Board of Trustees. The NovusWay CEO shall serve ex-officio, with voice but without vote.

Section 11. A bishop's appointee/representative to Board meetings shall have full voice and vote in said meetings and all privileges of the bishop that said person represents.

Section 12. The Board shall be responsible for envisioning and setting the corporation’s strategic direction.

ARTICLE IV

Meetings

Section 1. The Annual Meeting of the Board of Trustees of the corporation shall be held normally in the month of March each and every year, the day, hour, and place to be set by the Executive Committee. The Board will also hold at least one other regular meeting each year, the day, hour, and place to be set by the Executive Committee. The Board may also hold special meetings as required to be called by either the President, the CEO, or at least one-third of the Board members. Annual and regular meetings will normally be held in person but may be held electronically as required. Reasonable notice of all annual, regular, and special meetings shall be

given.

Section 2. Alternative Form of Meeting. Any or all Trustees may participate in an Annual, regular or special meeting by, or conduct the meeting through the use of, any means of communications by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Whenever any law or Bylaw requires the vote or approval of a majority or more of the Board's entire membership, such approval may be obtained in writing (including electronic confirmation) from the majority of the Board without a Special Meeting (through unamimous consent) or by voting by Electronic Polling.

Section 4. Electronic Polling. Approval of any Board action may be made by asynchronous Electronic Polling of the Board. Said polling must be made after electronic notice to the entire Board to their last known electronic mail address giving at least 72-hours notice and referencing this section of the Bylaws. Provided, however, that any Board member may object to Electronic Polling. If such an objection is raised and communicated to the President or to the Board, the matter may not be approved without a Special Meeting which the President or Executive Committee of the Board may call.

ARTICLE V

Officers

Section 1. Officers. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Trustees at the Annual Meeting from members of the Board. The foregoing officers shall hold office for one year beginning on the 1st day or July or until their successors are elected and qualified.

Section 2. Duties. The duties of the officers shall be as follows:

A. President. The President shall preside at all meetings of the Board of Trustees and its Executive Committee, and shall have general charge of the business of the corporation. The President shall prepare an agenda for meetings, shall report to the Board on all pertinent matters which may have transpired between regular Board meetings, shall serve as a member with voice and vote on all committees of the Board, shall be authorized to sign all legal documents with which the Board is concerned, shall maintain communication with the Chief Executive Officer , and shall perform all other duties as are usually required of a President.

B. Vice President. The Vice President shall preside, in the absence of the President, at meetings of the Board and its Executive Committee, shall assume the duties of the President in the event that the position is vacated between elections, and shall have such other powers and perform such other duties as may be assigned to the Vice President by the Board of Trustees.

C. Secretary. The Secretary shall keep accurate records of all Board and Executive Committee meetings, shall provide members with copies of the minutes of the previous meeting as soon as possible, shall be responsible for the permanent records of the Board, shall in general perform all duties incident to the office of Secretary, and shall have such other general powers and duties as may from time to time be conferred upon the Secretary by the Board of Trustees.

D. Treasurer. The Treasurer shall be accountable for management of the funds of the corporation at the direction of the Board, shall be able to invest funds upon authorization of the

Board, shall provide for the keeping of accurate records and the preparing of financial statements of the Board, shall in general perform all acts of or incident to the office of Treasurer, and shall have such other powers and duties as shall be conferred upon the Treasurer by the Board of Trustees.

Section 3. Vacancies. Any office that becomes vacant may be filled by the Board for the remainder of the unexpired term.

ARTICLE VI

Corporate Records

The Board of Trustees and officers of this corporation shall keep accurate accounts of the corporate transactions. Books and records of the corporation's business shall at all times be open and subject to examination by any member of the Board, officer, or by any committee appointed by any of the supporting synods. The minutes and resolutions of the board of Trustees shall likewise be open to examination by any member of the Board or by a committee appointed by any of the supporting synods, and the books of this corporation shall be kept so as to show at all times what money, property or other valuable asset has been received by deed, gift, will, or in any other manner, and for what purpose the assets are being used or for what purpose disbursements have been made.

ARTICLE VII

Chief Executive Officer

Section 1. The Board of Trustees may employ a Chief Executive Officer..

Section 2. The Chief Executive Officer shall report at each meeting of the Board of Trustees.

Section 3. The Chief Executive Officer reports to and is responsible to the Board. The CEO shall oversee and administer the work and programs operated by the corporation and shall fulfill the responsibilities as outlined in the CEO’s job description.

ARTICLE VIII

Committees

The Board of Trustees may, by resolution, policy, or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more members, and shall be given such name or names and powers as the Board of Trustees may determine. The President or the Board shall appoint members to such committees.

ARTICLE IX

Indebtedness

The Board of Trustees may by proper resolution empower the officers of this corporation, or any two of them, to borrow for and in the name of the corporation all necessary funds and execute and deliver notes and other papers in this connection, and the Board of Trustees is hereby authorized and empowered to encumber and mortgage any real estate or property of the corporation, and to convey the same in trust to secure the payment of corporate obligations by a majority vote of the Board at any regular meeting, or at any special meeting called for that purpose.

ARTICLE X

Fiscal Year

Section 1. The fiscal year of this corporation shall be from January 1 through December 31.

Section 2. The Board shall adopt a yearly budget.

ARTICLE XI

Corporate Seal

The Board of Trustees shall provide a suitable corporate seal showing the name of this corporation, and said seal, when obtained, shall be impressed at the margin of the Minute Book containing this article of the bylaws, and at such other appropriate place in the Minutes as the Board of Trustees may determine.

ARTICLE XII

Indemnification

Section 1. To the full extent permitted from time to time by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the fact that such person is or was a trustee, director, officer, employee, agent or member of any board or committee of this corporation shall be indemnified against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding. The indemnification provided by this section shall continue as to a person who has ceased to be a trustee, director, officer, employee, agent or member of a board or committee

of this corporation and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

Section 2. This corporation may purchase and maintain insurance on behalf of a person who is or was a trustee, director, officer, employee, agent, or member of a board or committee of this corporation against any liability asserted against and incurred by the person in or arising from that capacity, whether or not this corporation would have been required to indemnify the person against the liability under the provision of the constitution of this corporation.

Article XIII

Parliamentary Procedure

If invoked, Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of the corporation. to the extent that such rules are applicable and to the extent that they are not inconsistent with the provisions contained herein.

ARTICLE XIV

Amendments

Section 1. The corporate charter may be amended in accordance with the General Statutes of North Carolina; provided, that before any amendment is certified to the Secretary of State, such amendment shall be ratified by the Synod Council of each of the supporting synods.

Section 2. These bylaws may be amended, altered or repealed by the Board of Trustees at any regular meeting, and at any special meeting, provided as to the latter, that in the notice of said meeting or in the waiver of notice, the nature of the proposed amendment shall be stated; provided further, that at any meeting, either regular or special, at which all of the members of the Board of Trustees are present in person, these bylaws may be amended, altered or repealed without any notice whatsoever, by a two-thirds majority vote; and provided further, that the Synod Council of each of the supporting synods shall review such amendments, alterations, or repealing actions and communicate to the corporation any exceptions within 120 days.

ARTICLE XV

Notice

All notice required by the Article, these by-laws, or for any other business of the Board or its committees shall be delivered in written from by USPS, statutory overnight mail courier, or by electronic means to the last known address. All Trustees shall designate an electronic mail address to the Board secretary for official communication.

ARTICLE XVI

Board Policies

Section. 1. The Board of Trustees may in a legally called meeting enact by a 2/3 vote Board Policies consistent with the Articles and Bylaws of the corporation.

Section 2. The Board of NovusWay is a policy making board and shall, to the extent reasonable and prudent, specify its policies.

Section 3: The duties of standing committees and other organizations of the Board of Trustees shall be specified in the Board Policies.

Section 4: The Board Policies may establish other policies and procedures of the corporation.

Revised: 11-04-2017 / 08-05-2022