

## **Purposes**

**Lutheran Campus Ministry at OSU** also known as **Jacob's Porch, LCM-OSU**

# **ARTICLES OF INCORPORATION**

---

Lutheran Campus Ministry at OSU, also known as Jacob's Porch, LCM OSU ("Jacob's Porch" or "the Corporation") is formed for the purposes of maintaining, developing, and promoting the mission and ministry of the Evangelical Lutheran Church in America among students, faculty, and staff in institutions of higher learning in Columbus, Ohio.

## **Tax Clause**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, corporation, or other organization. No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including publishing or distributing statements for the candidate.

## **Dissolution**

Should the Corporation cease to act and is to be dissolved, all of its property and assets remaining after the payment of its liabilities shall, after consultation with the Bishop of the Southern Ohio Synod of the ELCA, be paid or distributed by the Trustees prior to dissolution to one or more organizations providing Lutheran Campus Ministry which are organized and operated exclusively for charitable or religious purposes and which shall then be exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954, as amended, as

organizations described in Section 501 (c) (3) thereof (references to include corresponding provisions of any future revenue law) on the basis of a vote of the majority of the Trustee Board.

## **Amendment**

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees at any annual or special meeting of the Corporation, provided written notice, embodying such proposed amendment, has been given in the notice of the meeting at which such proposed amendment is to be acted upon.

---

## **1. PREAMBLE**

**Lutheran Campus Ministry at OSU also known as  
Jacob's Porch, LCM-OSU**

## **BYLAWS**

The mission of campus ministry in the Evangelical Lutheran Church in America (ELCA) is to invite people in academic settings more deeply into Jesus Christ and the community that bears his name, so that they can discover and fulfill their vocation as disciples. This ministry has its roots in the Christian community gathered by the Spirit through the proclamation of the word of God and the celebration of the sacraments. Campus ministry provides a strong witness at the point where education in the church intersects the church in education. It provides an authentic experience in the life of the church for young adults on campus, inviting them into full participation with the church, even as their lives are undergoing change, challenge, and confirmation. Campus ministry seeks to grow the church by extending its work to an ever-increasing number of campuses across the country so that witness to the Gospel of Jesus Christ may be fostered and the church's ministry in higher education

enhanced.

**Lutheran Campus Ministry at OSU, Jacob's Porch, LCM-OSU**  
("Jacob's Porch" or "the Corporation"), shall:

- **1.1** Be governed by a Board of Trustees ("the Board") consisting of persons as identified in section 4.1 below, and
- **1.2** Provide annual financial and program reports to the Trustee member congregations.

## **2. PRINCIPAL OFFICE**

**The principal office of the Corporation shall be located in Columbus, Ohio or at such other place as its Board of Trustees may from time to time decide.**

## **3. MEMBERSHIP IN THE CORPORATION**

### **3.1**

Member Judicatories

The membership of the Corporation shall be composed of Jacob's Porch Trustee Congregations. To be considered a Trustee congregation, the congregation formally commits to the following:

- **3.1.1** Commit a minimum of 1% of annual offerings (regular giving);
- **3.1.2** Appoint one Trustee to the Board of Trustees; and
- **3.1.3** Appoint two additional persons to serve on Support Teams

for Jacob's Porch.

Each member shall act through its appointed Trustee.

- **3.2 New Member**

Upon passing a vote of approval of the new member congregation's council and the majority vote of the Board of Trustees at a meeting thereof, any ELCA Congregation willing to formally commit to the provisions of Sections 3.1.1 through 3.1.3 shall be admitted to membership in the Corporation.

- **3.3 Ending Trustee Membership**

Upon vote by a member congregation's council, the congregation shall give one-year notice that they will cease being a Jacob's Porch Trustee Congregation.

- **3.4 Minimum Number of Trustee Congregations**

If the number of Trustee congregations reaches two (2) or fewer, the Corporation shall seek the guidance and input of the Bishop of the Southern Ohio Synod of the ELCA regarding its mission in providing Lutheran campus ministry.

## **4. BOARD OF TRUSTEES**

The community represented by this corporation is committed to be an inclusive church in the midst of a diverse society and diversity is to be a consideration in the composition of the board.

### **4.1 General Powers; Number and Composition**

The management of the Corporation shall be vested in its Board of Trustees ("the Board"), which shall consist of the following Trustees

with voice and vote:

- 4.1.1 One person appointed by each Jacob's Porch Trustee Congregation to be an appointed Trustee;
- 4.1.2 The Lutheran Campus Pastor serving Jacob's Porch shall serve ex-officio as a Trustee, and shall be entitled voice and vote at all meetings of the Board, except for matters concerning his/her own employment and/or compensation;
- 4.1.3 One (1) student organization Trustee from the Jacob's Porch student organization registered at The Ohio State University, which shall be the Jacob's Porch student organization President serving ex-officio. If unable to attend a meeting, the student organization Trustee may designate as her/his proxy to exercise her/his voting right at such meeting either another officer or a faculty advisor of the Jacob's Porch student organization; and
- 4.1.4 Other persons with desired expertise and/or skills as elected by majority vote of the Board shall serve as elected Trustees.
  - 4.1.5 Including all categories above, no congregation shall have more than three (3) current members of the congregation serving on the Board of Trustees simultaneously, and Trustees from one congregation cannot make up a majority of the Board of Trustees.

## **4.2 Duties of the Board of Trustees**

The Board shall:

4.2.1 Develop annual plans, goals and budgets that allow the campus ministry to effectively conduct a ministry centered in Word and Sacrament, that includes, but is not limited to:

- 4.2.1.1 worship
  
- 4.2.1.2 evangelism and outreach
- 4.2.1.3 Christian education and faith development •
  
- 4.2.1.4 hospitality and community building
  
- 4.2.1.5 community service
  
- 4.2.1.6 pastoral care
  
- 4.2.1.7 leadership development
  
- 4.2.1.8 justice and advocacy
  
- 4.2.1.9 stewardship and fundraising
  
- 4.2.1.10 vision and planning
  
- 4.2.1.11 ecumenical and interfaith cooperation, and
  
- 4.2.1.12 building relationships with synods, congregations, ecumenical partners, the Ohio State University, LuMin, Lutheran Student Movement, and other campus ministry organizations and religious groups.
  
- 4.2.2 Adopt a mission statement consistent with the ELCA Campus Ministry mission.

- 4.2.3 Use all resources received from the churchwide organization, synod(s), congregations, and other donors in ways that advance the ELCA Campus Ministry mission.
- 4.2.4 Abide by the ELCA Campus Ministry Policies and Procedures and maintain eligibility for the ELCA Campus Ministry grant process.
  
- 4.2.5 Comply with the ELCA Constitution, Bylaws and Continuing Resolutions.
  
- 4.2.6 Ensure compliance with all applicable local, state and federal laws.
  
- 4.2.7 Call or appoint persons qualified to serve as professional staff of the Corporation in conformity with the policies of the ELCA and the Southern Ohio Synod and endeavor to pay this staff at a rate consistent with synod guidelines.
  
- 4.2.8 Administer personnel policies for its campus ministry staff in consultation with the “Best Practices for ELCA Campus Ministry Personnel Policies.”
  
- 4.2.9 Manage and maintain such property as may be acquired or entrusted to its care.
  
- 4.2.10 Receive and manage financial resources to conduct the ministry, including strategic planning for fund raising and board member contributions.

- 4.2.11 Conduct annual reviews and participate in quadrennial review of the ministry.
- 4.2.12 Maintain minimum insurance coverage and limits consistent with the “Best Practices for ELCA Campus Ministry Risk Management Guidelines.”

### **4.3 Terms**

- 4.2.13 Work in cooperation with other Lutheran campus ministries in the Southern Ohio Synod through their representatives.
- 4.2.14 Ensure an annual examination of books and records of the organization occurs.
- 4.2.15 The Board of Trustees will determine the nature, purpose, and composition of the Support Teams for Jacob’s Porch and the scope of their operation, and may delegate or assign various of the above tasks to these Support Teams.

4.2.15.1 Each Support Team shall have at least one Trustee from the Board of Trustees as a member.

4.2.15.2 The Board of Trustees shall have final authority in all matters. Support Teams may make recommendations for action to the Board of Trustees, but only the Board of Trustees may decide upon official actions related to governance of the Corporation. The Board of Trustees must vote upon any Annual Budget or changes thereto and any matters of employee compensation, including those resulting from Support Team recommendations.



Non-student members of the Board of Trustees shall serve terms of three years each. Trustees may serve no more than two terms consecutively. No term limitations shall apply to ex-officio Trustees. Trustees shall hold office until the annual meeting for the year in which their terms of office are to expire, and, in each case, until their successors shall have been appointed/elected and qualified, or until their death, or until their resignation shall have become effective, whichever shall be the earliest.

• **4.4 Advisory Members**

Advisory members of the Board of Trustees shall be invited to attend and to participate on a nonvoting basis in each meeting of the Board of Trustees. Advisory members shall consist of:

- 4.4.1 the Bishop of the Southern Ohio Synod or their personal representatives (unless otherwise designated as voting members),
- 4.4.2 professional staff employed by the Corporation,
- 4.4.3 one (1) person employed by The Ohio State University as faculty or staff, and
- 4.4.4 the Board may appoint additional Advisory member positions.

• **4.5 Annual Meetings**

An annual meeting of the Board of Trustees for the election of officers and the transaction of such other business as may properly come before the meeting shall be held between the months of March and May each year at a place designated by the Board of Trustees. The annual meeting shall be open to students and the public.

- **4.6 Regular Meetings**

The Board of Trustees from time to time may provide by resolution for the holding of regular meetings and may fix the time and place for such meetings. Meetings are open to

students and the public. The Board of Trustees may invoke a closed executive session in accordance with Robert's Rules of Order.

- **4.7 Special Meetings**

A special meeting of the Board of Trustees may be called at any time by the Executive Committee or President or upon the written request of any three Trustees.

- **4.8 Notice of Meetings**

Written notice stating the place, day and hour shall be given of every meeting. The notice except as otherwise provided by law shall be given not less than seven (7) nor more than thirty-one (31) days before the date of the meeting, either personally or by mail, electronic mail, or facsimile addressed to the addressee's residence or usual place of business. The notice shall be given to each Trustee and each Advisory member. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and who called the meeting. Notice of any meeting need not be given to any Trustee or Advisory member who attends such meeting or who, in writing executed before or after such meeting, waives notice. No notice need be given of any adjourned meeting.

## **4.9 Voting**

Except as otherwise provided in these Bylaws or by law, the vote of a majority of the Trustees present at a meeting duly called shall, if a quorum is present, constitute the action of the Board.

#### **4.10 Quorum**

A quorum for the transaction of business shall consist of a majority of the Trustees. A majority of the Trustees present physically or via teleconference, whether or not a quorum, may adjourn a meeting to another time and place.

#### **4.11 Resignations**

Any Trustee may resign at any time by notice in writing to the Board of Trustees or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

#### **4.12 Vacancies**

Any vacancy occurring among the appointed Trustees shall be filled by the member Trustee Congregation which such Trustee will represent. Each Trustee so appointed shall hold office until the next annual meeting of the Board of Trustees and until a successor is elected and qualified.

#### **4.13 Action Without a Meeting**

Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when the adoption of a resolution authorizing the action is

consented to in writing signed by all of the members of the Board of Trustees. This written consent of any member of the Board of Trustees may be provided by email sent by the member from the member's email account and signed with their typed name serving as their authorizing signature.

### **5. EXECUTIVE COMMITTEE; OTHER COMMITTEES**

#### **• 5.1 Composition; General Powers**

The Board of Trustees may, by resolution passed by a majority of

the whole Board, designate an Executive Committee to consist of the President, Vice-President, Secretary and Treasurer and as many other Trustees as the Board may from time to time specify. Except to the extent that the Board of Trustees shall by resolution reserve specific powers exclusively to itself, when the Board of Trustees is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Trustees in the management of the business and affairs of the Corporation. The Executive Committee shall not have power to fill vacancies in the officers of the Board, or to change the membership of or to fill vacancies in or to dissolve the Executive Committee. All actions of the Executive Committee shall be reported to the Board of Trustees at the next ensuing meeting of the Board.

- **5.2 Term of Office**

Each member of the Executive Committee shall continue in office until the end of the next annual meeting of the Board of Trustees or until death or until a resignation shall have become effective, whichever shall be the earliest.

- **5.3 Meetings**

The Executive Committee may hold regular and special meetings at times and places it shall determine. Special meetings may be called by the Chair of the Executive Committee or by any two members thereof. Notice of the time and place of each meeting of the Executive Committee shall be given at least five (5) days before the day on which the meeting is to be held. Notice of any meeting need not be given to any member of the Executive Committee who attends such meeting or who, in a written statement executed before or after the meeting, waives notice. No notice need be given of any adjourned meeting.

- **5.4 Quorum**

The presence in person or via teleconference of a majority of the whole Executive Committee shall be sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members may, without notice other than by announcement at the meeting, adjourn the meeting to another time and place.

- **5.5 Voting**

At all meetings of the Executive Committee at which a quorum is present, all matters shall be decided by the vote of a majority of the members of the Committee present.

- **5.6 Resignation**

Any member of the Executive Committee may resign at any time by notice in writing to the Board of Trustees or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

- **5.7 Vacancies**

If any vacancy shall occur in the Executive Committee, the remaining members shall continue to act and such vacancy may be filled by the Board of Trustees.

- **5.8 Action Without a Meeting**

Any action that could be taken at a meeting of the Executive Committee may be taken without a meeting when the adoption of a resolution authorizing the action is consented to in writing signed by all of the members of the Executive Committee. This written consent of any member of the Executive Committee may be provided by email sent by the member from the member's email

account and signed with their typed name serving as their authorizing signature.

- **5.9 Other Committees**

The Board of Trustees may designate other standing and special committees as it may deem necessary or advisable.

## **6. OFFICERS and MEMBERSHIP**

- **6.1 Officers: Election**

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by majority vote annually from and by the Board of Trustees. The Board of Trustees may elect such other officers as it shall deem advisable; such other officers need not be members of the Board of Trustees.

- **6.2 Term**

Each officer shall continue in office until the end of the next annual meeting of the Board and until a successor shall have been elected and qualified, or until death, or until a resignation shall have become effective, or until the officer shall have been removed in the manner hereinafter provided, whichever shall be the earliest.

- **6.3 Resignations**

Any officer may resign at any time by giving notice in writing to the Board of Trustees or the President. Unless otherwise specified in the notice, the resignation shall take effect upon delivery.

### **6.4 Removal**

Any officer or member may be removed at any time, either for or

without cause, by two-thirds (2/3) vote of voting members present at a meeting of the Board of Trustees.

#### **6.4.1 Removal of Student Members and Student Officers**

If a member engages in behavior that is detrimental to advancing the purpose of this organization, violates the organization's constitution or by-laws, or violates the Code of Student Conduct, university policy, or federal, state or local law, the member may be removed through a majority vote of the officers in consultation with the organization's advisor and pastoral staff.

Any elected officer of the chapter may be removed from their position for cause. Cause for removal includes, but is not limited to: violation of the constitution or by-laws, failure to perform duties, or any behavior that is detrimental to advancing the purpose of this organization, including violations of the Student Code of Conduct, university policy, or federal, state, or local laws. The Executive Committee may act for removal upon a two-thirds affirmative vote of the executive board in consultation with the organization's advisor and pastoral staff.

In the event that the reason for member removal is protected by the Family Educational Rights and Privacy Act (FERPA) or cannot otherwise be shared with members (e.g., while an investigation is pending), the executive board, in consultation with the organization's advisor and pastoral staff, may vote to temporarily suspend a member or executive officer.

#### **6.5 Vacancies**

A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

#### **6.6 The President**

The President shall:

- 6.6.1 preside at all meetings of the Board of Trustees and of the Executive Committee;
- 6.6.2 be responsible for the development of an agenda for each meeting;
- 6.6.3 be responsible that the provisions of these Bylaws are observed and that the enactments of the Board of Trustees are carried out;
- 6.6.4 have general charge of and control over the affairs and property of the Corporation and general supervision over its officers and agents, subject to the direction of the Board of Trustees;
- 6.6.5 have seat and voice in all meetings of each standing committee and of all other committees of the Board; and
- 6.6.6 shall have such other powers and perform such other duties as may be incidental to this office, as are given by these Bylaws, or as from time to time may be assigned by the Board.

## **6.7 The Vice-President**

The Vice-President shall:

- 6.7.1 in the absence of the President preside at all meetings of the Board of Trustees and the Executive Committee; and
- 6.7.2 perform such other duties as from time to time may be assigned by the Board of Trustees or the President.



## **6.8 The Secretary**

The Secretary shall:

- 6.8.1 record the minutes of the meetings of the Board of Trustees and the Executive Committee;
- 6.8.2 file with the minutes of the Board of Trustees or the Executive committee, as the case may be, the resolutions by which any actions taken without a meeting are authorized, together with the consents to such action;
- 6.8.3 transmit promptly a copy of the minutes of each meeting of, and a copy of each resolution by which action is taken without a meeting by the Board of Trustees or the Executive Committee to each Trustee and to each Advisory member;
- 6.8.4 cause notices to be duly given in accordance with the provision of these Bylaws and as required by law;
- 6.8.5 see that all reports and other documents and records required by law are properly filed and kept;
- 6.8.6 have custody of the records of the Corporation; and
- 6.8.7 have such other powers and perform such other duties as are given by the Board of Trustees or the President.

## **• 6.9 The Treasurer**

The Treasurer shall:

- 6.9.1 be the chief fiscal officer of the Board;
  - 6.9.2 have responsibility for the receipt and distribution of all moneys, and for the safekeeping of moneys and securities, of the Corporation;
  - 6.9.3 keep an accurate account of all financial transactions and report thereon at each meeting of the Board of Trustees; and
  - 6.9.4 have such other powers and perform such other duties as from time to time may be assigned by the Board of Trustees or the President.
- **6.10 Signing Authority**

Each contract or other instrument as authorized by the Board of Trustees shall be executed by the President, or, in the President's absence, the Vice-President, and by the Secretary or, in the Secretary's absence, the Treasurer.

## **7. STAFF**

The Board of Trustees or the Pastor as designated by the Board, shall appoint or cause to be appointed such staff with such duties as it may from time to time consider desirable for the implementation of the work of the Corporation and shall provide for supervision, support and oversight of this staff.

## **8. FINANCIAL MATTERS**

- **8.1 Required Board of Trustees Approval**

Except as otherwise authorized by the Board of Trustees, no

agreement, contract or obligation involving payment of money, or the credit or liability of the Corporation, in an amount exceeding \$1,000 shall be made without the approval of the Board of Trustees.

• **8.2 Solicitation of Funds**

The Corporation, in coordination with the Southern Ohio Synod Bishop, shall be able to solicit funds from congregations, their auxiliaries, or from sub-groups of the Southern Ohio Synod.

**9. INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES**

The Corporation will indemnify all Trustees, Officers, and volunteers to the fullest extent permitted under Ohio law including but not limited to Revised Code Section 1702.12(E).

**10. ROBERT'S RULES OF ORDER**

In matters not covered in these Bylaws, each meeting of the Board of Trustees or of the Executive Committee shall be governed by the latest version of Robert's Rules of Order.

**11. AMENDMENTS**

These Bylaws may be amended, or new Bylaws adopted, by a majority vote of the Board of Trustees at any annual, regular or special meeting, provided written notice, embodying such proposed amendment or new Bylaws, has been given in the notice of the meeting at which such proposed amendment or new Bylaws is to be acted upon.

**12. NON-DISCRIMINATION AND SEXUAL MISCONDUCT POLICY AS A STUDENT ORGANIZATION**

This organization does not discriminate on the basis of age, ancestry,

color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other bases under the law, in its activities, programs, admission, and employment.

As a student organization at The Ohio State University, Jacob's Porch expects its members to conduct themselves in a manner that maintains an environment free from sexual misconduct. All members are responsible for adhering to University Policy 1.15, which can be found here: <https://hr.osu.edu/public/documents/policy/policy115.pdf>.

If you or someone you know has been sexually harassed or assaulted, you may find the appropriate resources at <http://titleIX.osu.edu> or by contacting the Ohio State Title IX Coordinator at [titleIX@osu.edu](mailto:titleIX@osu.edu).13.

#### EFFECTIVE DATE

These Bylaws shall take effect upon the delivery of written notice of approval by the Director for Campus Ministry of the Unit or officially designated representative and the Bishop or officially designated representative of each of the Southern Ohio Synod, the Northeast Ohio Synod, and the Northwest Ohio Synod.

ADOPTED BY THE CORPORATION ON: \_\_\_ November 18,  
2019 \_\_\_\_\_

APPROVED BY THE DIRECTOR FOR ELCA CAMPUS MINISTRY  
ON: \_Nov. 22, 2019\_ APPROVED BY THE SOUTHERN OHIO  
SYNOD ON: \_Nov. 25, 2019\_

APPROVED BY THE NORTHEAST OHIO SYNOD ON: \_Nov. 27,  
2019\_

APPROVED BY THE NORTHWEST OHIO SYNOD ON \_Nov. 26,  
2019\_

EFFECTIVE DATE: November 27, 2019

---

---