

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ON OUR WAY HOME, INC.
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Directors of On Our Way Home, Inc. (the “*Company*”), an Ohio not for profit corporation, do hereby consent, pursuant to the Ohio Corporations Act (the “*Act*”) and the Company’s Articles of Incorporation, By-Laws as amended to date, to the adoption of the following resolutions of the Board of Directors of the Company (the “*Board*”) without a meeting and in lieu of a meeting, effective as of the 10th day of July, 2024.

I. ARTICLES OF INCORPORATION


WHEREAS, the Board has determined that it is in the best interests of the Company to amend Section Three of the Articles of Incorporation of the Company and to file notice of such amendment with the Secretary of the State of Ohio.

NOW THEREFORE, BE IT RESOLVED, the Board hereby approves and adopts the amendment to Section Three of the Company’s Articles of Incorporation in the form of Exhibit A attached hereto.

BE IT FURTHER RESOLVED, that any of the duly appointed and or elected directors and/or officers of Company be and each of them hereby is authorized and directed to do all acts and things whatsoever, as any one or more of them may deem necessary or advisable to carry out the intent of the foregoing resolutions, including, but not limited to, making filings with the Secretary of State of the State of Ohio providing notice of the amendment to the Company’s Articles of Incorporation approved by this resolution.

[The remainder of this page is left intentionally blank.]


IN WITNESS WHEREOF, the undersigned members of the Board of Directors of On Our Way Home, Inc., have executed and delivered this Action by Written Consent as of the date first above written.


Lori Angel (Jul 30, 2024 17:19 EDT)
Lori Angel


Jul 30, 2024


Robert Isemann (Jul 31, 2024 17:53 EDT)
Robert Isemann


Jul 31, 2024


Marcie Isemann (Aug 5, 2024 18:55 EDT)
Marcie Isemann


Aug 5, 2024


Emily Schwarz (Aug 11, 2024 15:22 EDT)
Emily Schwarz

Aug 11, 2024


Karen Vanover (Jul 30, 2024 17:59 EDT)
Karen Vanover

Jul 30, 2024


Larry Weber (Aug 5, 2024 18:50 EDT)
Larry Weber

Aug 5, 2024

Exhibit A To
Action by Written Consent
Of the Board of Directors of
On Our Way Home, Inc
In Lieu of a Meeting
July 30, 2024

Amendment to
Section Three of the Articles of Incorporation of
On Our Way Home, Inc.

THIRD: Said corporation is organized exclusively to promote the strategies of public awareness and education, personal empowerment, and peer based and other recovery support services and activities in rural Southwest Ohio and other areas including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Exhibit B

**BYLAWS OF
ON OUR WAY HOME, INC.**

The name of the organization is On Our Way Home, Inc. The corporation is organized in accordance with the Nonprofit Corporation Law, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code. The organization shall have no members other than the directors of the organization and, in accordance with the Ohio Revised Code, the directors shall, for purposes of any statute or rule of law relating to corporations, be taken to be the members and shall have all the rights and privileges of members.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held once each calendar year for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time which shall be no later than the first Monday of the fourth month following the close of each fiscal year of the organization.

Section 2. Special Meetings. Special meetings of the Board of Directors may be requested by the President or by at least two members of the Board of Directors.

Section 3. Notice. Written notice of all meetings of the Board of Directors shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting.

Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or if delivered by "authorized communications equipment" as defined in Ohio Revised Code Section 1702.01(Q).¹ If a director attends a meeting without protesting lack of

¹ ORC 1702.01(Q) "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

notice of proper notice prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed to be a waiver by the director of notice of the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or these bylaws provide otherwise, any meeting of the Board of Directors (including annual meetings, regularly scheduled meetings, special meetings or any other form of meeting) is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the directors, pose questions, and make comments.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting of the Board of Directors. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the organization's articles of incorporation or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

The Secretary shall keep written minutes of the proceedings of the Board in the permanent records of the organization.

In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

Section 6. Action By Unanimous Written Consent. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by all of the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of no less than 3 directors.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Current directors can recommend applicants for potential election to the board, or applicants can self-petition to any director. Applicants interested in serving on the board will complete OOWH Board of Directors Application which includes description of general duties and obligations of directors. At a board meeting the skills and qualities needed to enhance the board composition to meet the mission of the organization will be reviewed and discussed. Officers are voted upon at a Board Meeting based upon the skills described in their Application.

The Board shall be divided into three (3) classes, as nearly equal in number as the then total number of Directors constituting the whole Board permits, with the term of office of one class expiring each year. The Directors of each class subsequently elected shall serve for a term of three (3) years.

The Board of Directors shall make good faith efforts to include representatives of the community to be served on the Board of Directors. No persons related by consanguinity or marriage shall constitute a majority of the Board of Directors. The corporation shall maintain a tax-exempt status pursuant to Federal Internal Revenue statutes and regulations (Section 501 or the Internal Revenue Code, as amended).

Service will neither be rendered nor denied by the organization on the basis of race, color, religion, national origin, disability, sexual orientation, military status, or unless programmatically justifiable, gender.

The organization will not discriminate or otherwise base any matter regarding employment, appointment or election to any Board of Directors or as an officer on the basis of color, national origin, ancestry, military status, disability, religion, or gender. The organization shall be operated as a "peer run organization" as defined by Ohio law and applicable regulations. Any service or activity that is planned, developed, administered, delivered, and evaluated by the organization will be done so by persons, a majority of whom have a direct lived experience of a mental health or substance use disorder. The Board of Directors, Officers and employees of the organization shall be organized in a manner that permits the organization to operate as a "peer run organization."

Section 4. Adverse Interest. In the determination of a majority of disinterested directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote. Notwithstanding the foregoing, on a matter directly affecting persons employed or to be employed by the corporation and related to a director by consanguinity or marriage, the director is required to abstain.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after their election for the purpose of electing officers of the organization, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any director who is absent from more than fifty percent of Board meetings in any fiscal year or three consecutive Board meetings shall be subject to immediate dismissal from the Board unless a majority of the entire Board votes to excuse such absences. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 11. Maximum Allowable Purchases. The Executive Director/CEO shall receive approval from the Financial Committee prior to approving, making purchases or ordering repairs costing greater than \$800. The Facilities Manager/COO shall receive approval from the Executive Director/CEO for purchases greater than \$200. The Housing Manager shall receive approval from direct supervisor prior to making purchases greater than \$100.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary and such other officer as may be appointed by the Board of Directors. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. Notice of the text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE VIII CONFLICT OF INTEREST

The organization will adopt a Conflict of Interest Policy at the first meeting following receipt of tax-exempt notification from the Internal Revenue Service.

Certification

Susan Marsh, Secretary of On Our Way Home, Inc., and Barbara Isemann, President of On Our Way Home, Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on July 10th, 2024.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on July 10th, 2024.

Susan Marsh
Susan Marsh (Jul 30, 2024 17:05 EDT)

Susan Marsh

Jul 30, 2024

Date

Barbara Isemann

Barbara Isemann

Jul 31, 2024

Date