



Positioning Statement:

The Brethren Home Foundation (TBHF) and Cross Keys Village-The Brethren Home Community (CKV-TBHC): Legal Restructuring and Relationship Strengthening with the Southern Pennsylvania District Church of the Brethren (SOPA)

To solidify and clarify our overall governance structure, TBHF and CKV-TBHC are undergoing a legal restructuring of their organizations. As part of this process, TBHF and CKV-TBHC will be moving toward a partnership versus agency relationship with SOPA. This important step, guided by thoughtful consideration and sound legal counsel, is intended to provide legal protection for SOPA, TBHF, and CKV-TBHC while preserving and reinforcing the meaningful relationship we have built together over generations.

As it stands, the current membership relationship between SOPA and TBHF poses potential legal liability for SOPA churches, church members, and other affiliated agencies. In today's increasingly complex and regulated environment, this legal connection presents growing risks to both parties. By undergoing this legal restructuring, we are taking a proactive and protective measure—one that ensures we can carry out our mission responsibly while enhancing our relationship with SOPA.

This change is not about moving away from our heritage. It is about honoring it in a way that allows TBHF, CKV-TBHC, and SOPA to thrive. Our Brethren values continue to guide our work and our community life. We remain fully committed to the principles of service, humility, and fellowship that have defined our mutually beneficial relationship from the beginning.

We understand that a change like this may raise questions, particularly for those who care deeply about tradition and SOPA's long-standing role in the life of our organization. Please know that this decision was not made lightly and comes only after careful reflection and consultation. It is our sincerest desire to protect what matters most—our people, our mission, and our connection to SOPA.

Looking ahead, we are eager to continue working together in ways that enrich SOPA, TBHF, and CKV-TBHC. We value open communication and welcome the opportunity to stay actively engaged in shared conversations, ministry efforts, and events. Our intention is that this transition creates new opportunities for collaboration and growth, grounded in mutual trust and a shared sense of purpose.

Tangible ways we intend to increase our relationship include the following:

- Sending communication updates via SOPA's newsletter.
- Submitting regular information via the Village Voice newsletter for distribution to the churches.
- Attendance by TBHF and CKV-TBHC leadership at SOPA's District Conference each year to provide updates similar to other SOPA agencies.
- TBHF's Vice President will meet with church pastors on an annual basis and also attend SOPA's Executive Committee's board meeting annually.
- Accept SOPA Board nominations for consideration.
- TBHF's and CKV-TBHC's Board member orientations shall include instruction on the Church of the Brethren's values and mission, as well as TBHF's and CKV-TBHC's longstanding relationship with SOPA.
- Providing office space for SOPA on the CKV-TBHC campus.

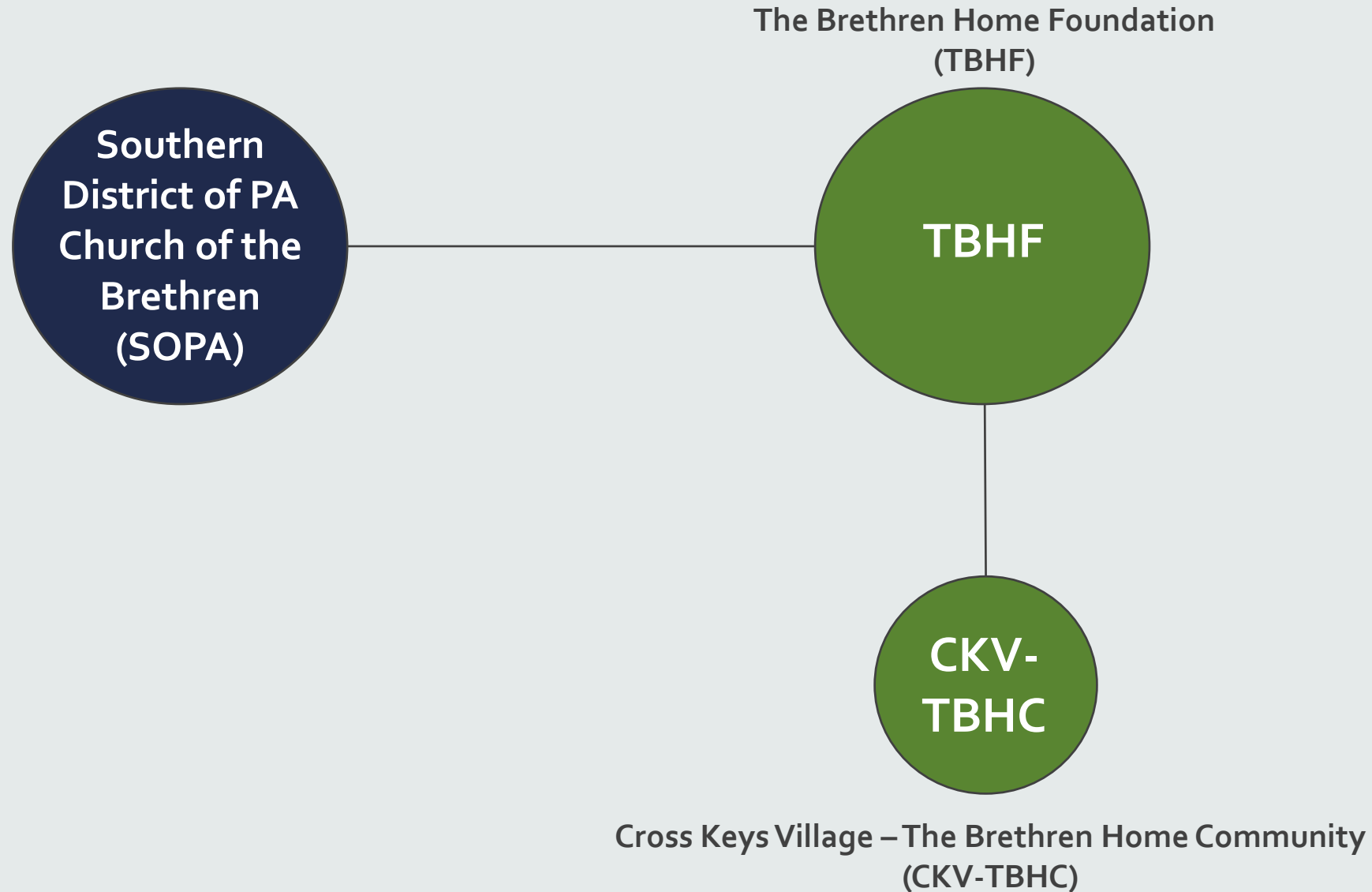


SOPA Annual District Conference

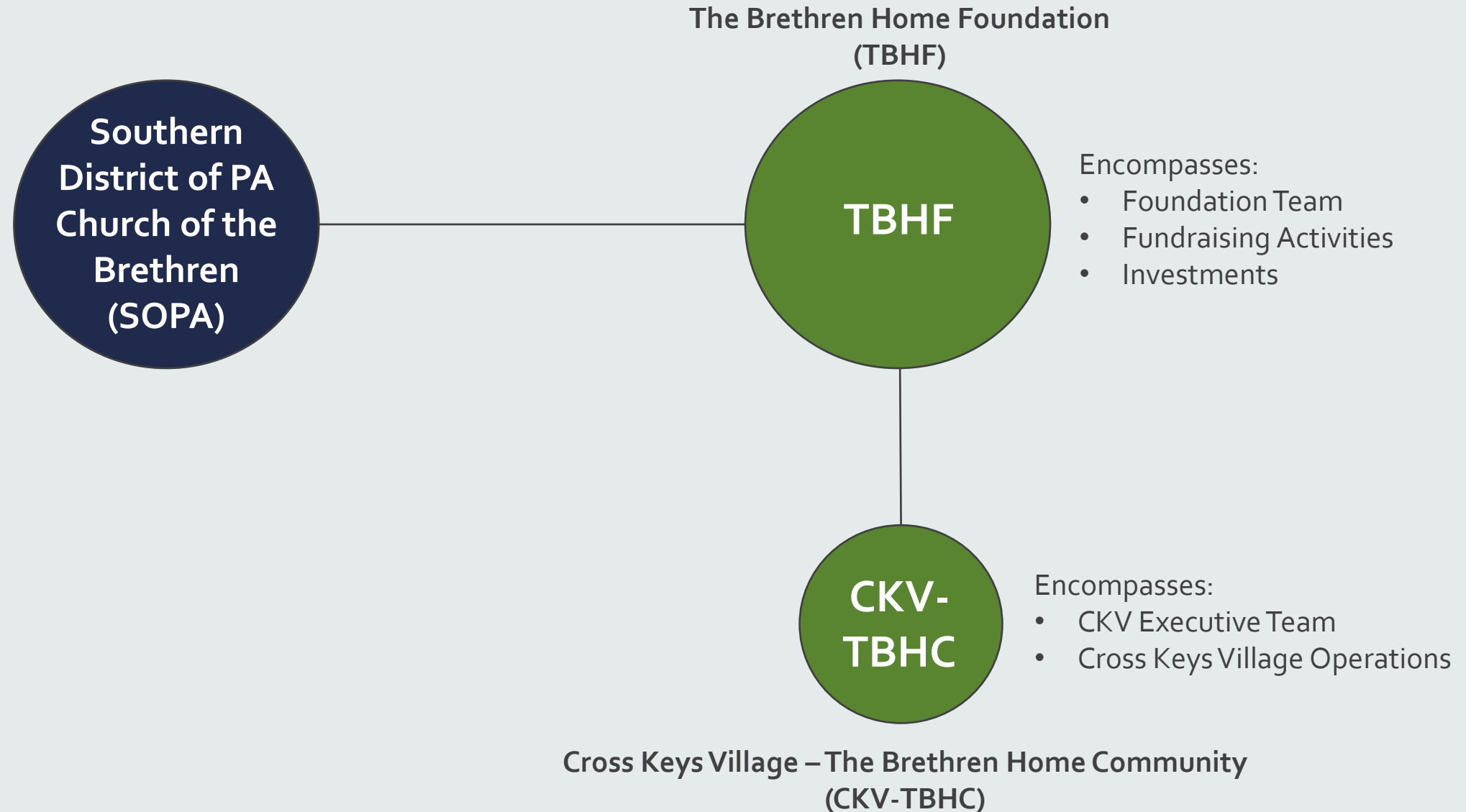
September 19, 2025
Hanover Church of the Brethren



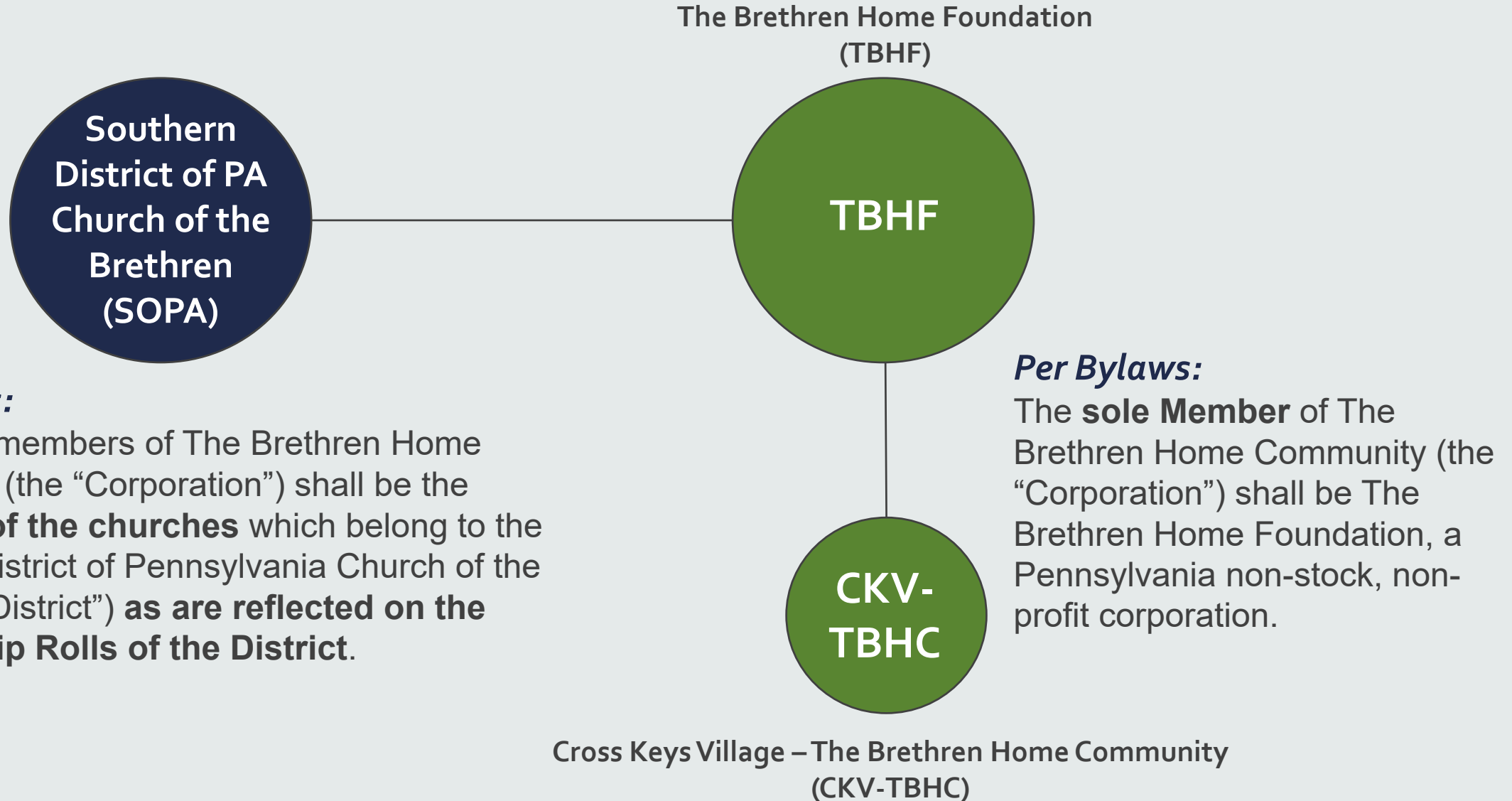
Current Structure



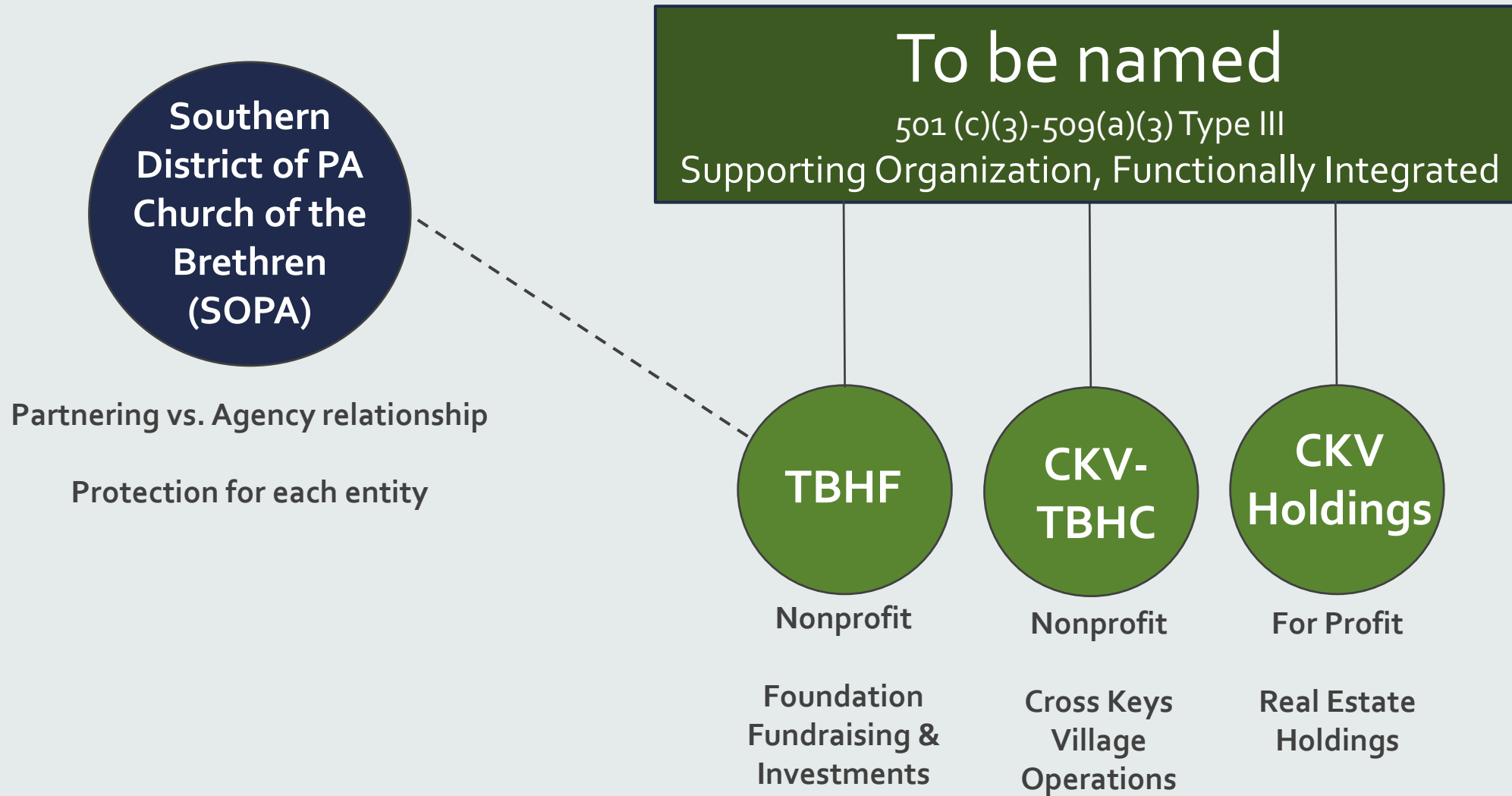
Current Structure



Current Structure



Future Structure



Relationship

Tangible ways we intend to increase our relationship include the following:

- Sending communication updates via SOPA's newsletter.
- Submitting regular information via the Village Voice newsletter for distribution to the churches.
- Attendance by the TBHF and CKV-TBHC leadership at SOPA's District Conference each year to provide updates similar to other SOPA agencies.
- TBHF's Vice President will meet with church pastors on an annual basis and also attend SOPA's Executive Committee's board meeting annually.
- Accept SOPA Board nominations for consideration.
- TBHF's and CKV-TBHC's Board member orientations shall include instruction on the Church of the Brethren's values and mission, as well as TBHF's and CKV-TBHC's longstanding relationship with SOPA.
- Providing office space for SOPA on the CKV-TBHC campus.



Frequently Asked Questions (FAQs)

The Brethren Home Foundation (TBHF) and Cross Keys Village-The Brethren Home Community (CKV-TBHC): Legal Restructuring and Relationship Strengthening with the Southern Pennsylvania District Church of the Brethren (SOPA)

What does legal restructuring mean?

TBHF and CKV-TBHC are undergoing a legal restructuring to provide legal protection for SOPA, TBHF, and CKV-TBHC while preserving and fortifying the meaningful relationship we have built together over generations.

The current membership relationship between SOPA and TBHF poses potential legal liability for SOPA District churches, church members, and other affiliated agencies. ***The current membership relationship has become outdated and poses increasing risk to SOPA.*** Many of our peer communities have already undergone similar legal restructuring—some as early as two decades ago.

Why are we doing this now?

The current environment in the Senior Living industry has become very litigious and we recognize the need to protect SOPA from our legal affairs. Our proposed legal restructuring provides flexibility for our future sustainability while protecting SOPA District churches, church members, and affiliated agencies from any of our future potential lawsuits.

What happens when the proposed legal restructure takes place?

We are committed to strengthening our relationship through the following initiatives:

- Sending communication updates via SOPA's newsletter.
- Submitting regular information via the Village Voice newsletter for distribution to the churches.
- Attendance by TBHF and CKV-TBHC leadership at SOPA's District Conference each year to provide updates similar to other SOPA agencies.
- TBHF's Vice President will meet with church pastors on an annual basis and also attend SOPA's Executive Committee's board meeting annually.
- Accept SOPA Board nominations for consideration.
- TBHF's and CKV-TBHC's Board member orientations shall include instruction on the Church of the Brethren's values and mission, as well as TBHF's and CKV-TBHC's longstanding relationship with SOPA.
- Providing office space for SOPA on the CKV-TBHC campus.

When will this proposed legal restructuring be final?

January 1, 2026

RESOLUTIONS OF THE SOUTHERN DISTRICT OF PENNSYLVANIA – CHURCH OF THE BRETHREN

WHEREAS, the Southern District of Pennsylvania – Church of the Brethren (“SOPA”) is a territorial subdivision of the Church of the Brethren (the “Church”), which was formed from a group of congregations in geographic proximity with both a common purpose and mission, brought together and formed as a Pennsylvania nonprofit corporation, which charitable purposes are to promote, supervise and carry out the programs, ministries, and mission of the Church within the Pennsylvania counties of York, Adams, Franklin, Fulton, Cumberland, Perry, Juniata, Snyder and Union; and

WHEREAS, the Brethren Home Foundation, a Pennsylvania nonprofit corporation (the “Foundation”), is a SOPA mission agency with attendant responsibilities and reporting requirements in accordance with SOPA’s Amended and Restated Bylaws; and

WHEREAS, pursuant to the Foundation’s Articles of Incorporation (the “Foundation’s Articles”), the Foundation’s members shall be the members of churches of the Church who belong to SOPA and are in good standing as reflected on SOPA’s membership rolls (collectively, the “Members”); and

WHEREAS, the Members exercise their right to vote on the business and affairs of the Foundation through duly elected delegates to SOPA; and

WHEREAS, the Foundation’s Articles currently provide that SOPA has a secondary interest in the assets and property of the Foundation in the event of the Foundation’s dissolution; and

WHEREAS, the Foundation’s bylaws currently require representation by at least five Members on the Foundation’s Board of Directors; and

WHEREAS, over time such legal connections between SOPA and the Foundation have increased the economic risk and exposure to each organization and their affiliated constituencies;

WHEREAS, to mitigate such risks the Foundation’s Board of Directors has discerned through strategic planning that changes and enhancements to its governance structure in which the Foundation is no longer controlled by the Members is the appropriate governance model for the future, while at the same time reinforcing the Foundation’s and its affiliate’s dedication to its Church heritage, traditions, teachings and values, will mitigate risks of liability extending to SOPA, and will better align with the Foundation’s charitable mission and long-term initiatives and objectives; and

WHEREAS, any amendments, alterations, or revisions to the Foundation’s Articles require the approval of two-thirds of the Members; and

WHEREAS the Foundation requests the consent of the Members to amend and restate the Foundation’s Articles (as set forth in Exhibit “A,” attached hereto), and to end its formal relationship with SOPA as a mission agency, and to relinquish any rights and privileges associated therewith, so that the Foundation may restructure its overall corporate governance model in order

to protect both the Foundation and SOPA from potential legal exposure arising from the activities of each organization; and

WHEREAS, in furtherance of the above, the Foundation believes it is in the mutual interests of the Foundation and SOPA to rearticulate and clarify their relationship as proposed in the Statement of Covenant Relationship attached hereto as Exhibit “B” (the “Statement”), which will preserve the long-standing relationship of mutual cooperation, respect and purpose between the District and the Foundation while enabling the Foundation to become an independent nonprofit corporation and to restructure its legal relationship with its affiliate, The Brethren Home Community, a Pennsylvania nonprofit corporation (the “Community”), by forming a new parent entity, thus enabling the Foundation and the Community to further and better serve their charitable purposes and missions; and

WHEREAS, the Foundation has expressed its commitment to the Statement in order to enhance the lives and holistic growth of the older persons it serves, in keeping with the teachings and traditions of SOPA and the Church.

NOW, THEREFORE, BE IT RESOLVED that SOPA, by and through its Members, who are represented in turn by each Member’s delegate, hereby approve the amendments to the Foundation’s Articles as reflected in Exhibit “A” to allow the Foundation to become an independent corporation no longer directly controlled by the Members; and

BE IT FURTHER RESOLVED, the Members approve amending SOPA’s Amended and Restated Bylaws such that the Foundation shall no longer be a Mission Agency directly affiliated with the District and the Foundation shall no longer be subject to those duties and responsibilities owed to the District and a Mission Agency; and

BE IT FURTHER RESOLVED, the District, hereby approves and adopts the Statement, which sets forth the elements of an enduring partnership and voluntary relationship important to each organization, and commits to the Statement as a continued opportunity to have a positive influence in the lives of older adults by fostering core Church values to those persons; and

BE IT FURTHER RESOLVED that these Resolutions shall take effect as of January 1, 2026.

RESOLVED this 19th day of September, 2025.

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SOUTHERN DISTRICT OF PENNSYLVANIA – CHURCH OF THE BRETHREN

Black Rock Church of the Brethren

By: _____

Its: _____
Delegate

Buffalo Valley Church of the Brethren

By: _____

Its: _____
Delegate

Carlisle Church of the Brethren

By: _____

Its: _____
Delegate

Chambersburg Church of the Brethren

By: _____

Its: _____
Delegate

Codorus Church of the Brethren

By: _____

Its: _____
Delegate

Faith Community Church of the Brethren

By: _____

Its: _____
Delegate

Farmers Grove Fellowship

By: _____

Its: _____
Delegate

Free Spring Church of the Brethren

By: _____

Its: _____
Delegate

Gettysburg Church of the Brethren

By: _____

Its: _____
Delegate

Greencastle Church of the Brethren

By: _____

Its: _____
Delegate

Hanover Church of the Brethren

By: _____

Its: _____
Delegate

Huntsdale Church of the Brethren

By: _____

Its: _____
Delegate

Knobsville Church of the Brethren

By: _____

Its: _____
Delegate

Mechanicsburg Church of the Brethren

By: _____

Its: _____
Delegate

Mount Olivet Church of the Brethren

By: _____

Its: _____
Delegate

New Freedom Church of the Brethren

By: _____

Its: _____
Delegate

Newville Church of the Brethren

By: _____

Its: _____
Delegate

Rouzerville Church of the Brethren

By: _____

Its: _____
Delegate

Shanks Church of the Brethren

By: _____

Its: _____
Delegate

Sugar Valley Church of the Brethren

By: _____

Its: _____
Delegate

Waynesboro Church of the Brethren

By: _____

Its: Delegate _____

West Shore Fellowship

By: _____

Its: Delegate _____

West York Church of the Brethren

By: _____

Its: Delegate _____

Wolgamuth Church of the Brethren

By: _____

Its: Delegate _____

York First Church of the Brethren

By: _____

Its: Delegate _____

York Madison Church of the Brethren

By: _____

Its: Delegate _____

York Second Church of the Brethren

By: _____

Its: Delegate _____

EXHIBIT “A”
THE BRETHREN HOME FOUNDATION
AMENDED AND RESTATED ARTICLES OF INCORPORATION

[ATTACHED HERETO.]

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE BRETHREN HOME FOUNDATION (a Pennsylvania nonprofit corporation)

- 1) The name of the corporation shall be The Brethren Home Foundation.
- 2) The registered office of the corporation is 2990 Carlisle Pike, P.O. Box 128, New Oxford, Adams County, PA 17350.
- 3) The purposes of the corporation are as follows:
 - a) To carry out such activities which raise funds from grants, contributions, bequests and devises for the development of and for the funding of organizations which provide and/or support:
 - i) retirement facilities with nursing care services and spiritual influences for aging persons;
 - ii) educational activities related to the care of sick and injured persons, particularly the elderly, or to the promotion of health; and
 - iii) activities designed and carried on to promote the general health or welfare of the elderly.
 - b) To engage in and conduct charitable, educational, and scientific activities, and to further such activities through the support and benefit of The Brethren Home and other specified organizations described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code;
 - c) To coordinate and support the activities and policies of The Brethren Home and other specified organizations described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code;
 - d) To take such actions and to perform such acts to accomplish its purposes with all the powers conferred on non-profit corporations by the laws of the Commonwealth of Pennsylvania, subject to limitations imposed on its actions under Section 501(c)(3) of the Internal Revenue Code;
 - e) To carry on any lawful activities in furtherance of the foregoing purposes, subject to limitations imposed on its actions under Section 501(c)(3) of the Internal Revenue Code.
- 4) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

- 5) The term for which the corporation is to exist is perpetual.
- 6) The corporation is organized on a non-stock basis.
- 7) The corporation shall have no members..
- 8) This corporation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No member or director of the corporation shall possess any right or title to or interest in the corporate property or earnings of the corporation in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of any candidate for public office.
- 9) Any references herein to specific provisions of the laws of the Commonwealth of Pennsylvania or to specific provisions of the Internal Revenue Code shall be construed to include subsequent amendments to such specific provisions and to include corresponding provisions of subsequent legislation which may restate, supersede, or otherwise alter such specific provisions.
- 10) Upon dissolution of the corporation, any property after providing for debts and obligations of the corporation shall be distributed to The Brethren Home Community, a Pennsylvania non-stock, non-profit corporation, or its successor, provided that such corporation or its successor is then in existence and is then exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. If upon the dissolution of the corporation, The Brethren Home Community or its successor, is not in existence, or is not then an organization described in Section 501(c)(3) of the Internal Revenue Code, any property of the corporation remaining after providing for debts and obligations of the corporation shall be distributed to one of more organizations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, as may be designated by the Board of Directors of the corporation.

EXHIBIT “B”
STATEMENT OF COVENANT RELATIONSHIP

[ATTACHED HERETO.]

STATEMENT OF COVENANT RELATIONSHIP

THIS STATEMENT OF COVENANT RELATIONSHIP is made and entered into as of the 1st day of January, 2026 by and among **SOUTHERN DISTRICT OF PENNSYLVANIA - CHURCH OF THE BRETHREN**, a Pennsylvania nonprofit corporation (the “District”), **THE BRETHREN HOME FOUNDATION**, a Pennsylvania nonprofit corporation (the “Foundation”), and **THE BRETHREN HOME COMMUNITY**, a Pennsylvania nonprofit corporation (the “Community”).

PRELIMINARY STATEMENT

WHEREAS, the mission of The Church of the Brethren (the “Church”) is set forth in the Great Commission of the Lord, to nurture the growth of the members of the Church and make known the salvation of God through His Son Jesus Christ and to be related as God’s instrument to the problems and needs of the world; and

WHEREAS, the District is a territorial subdivision of the Church of the Brethren (the “Church”) formed from a group of congregations in geographic proximity with both common purpose and mission, in mutuality brought together and formed as a Pennsylvania nonprofit corporation, which charitable purposes are to promote, supervise and carry out the programs, ministries, and mission of the Church of the Brethren (the “Church”) within the counties of York, Adams, Franklin, Fulton, Cumberland, Perry, Juniata, Snyder and Union, Pennsylvania, and such other territory as may become a part of the Southern District of Pennsylvania; and

WHEREAS, the Foundation is recognized by the Internal Revenue Service (“IRS”) as an organization exempt from federal income taxation as a charitable organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”); and

WHEREAS, the Community is recognized by the IRS as a Section 501(c)(3) charitable organization exempt from taxation under the Internal Revenue Code (the “Code”).

WHEREAS, the Foundation is the parent corporation of the Community, which is recognized by the IRS as an organization exempt from federal income taxation as a charitable organization under the provisions of Section 501(c)(3) of the Code; and

WHEREAS, the Community was formed for the charitable purposes of providing housing, healthcare and related care and supportive services to benefit and support elderly persons; and

WHEREAS, the Foundation was formed to raise and receive funds from grants, contributions, and other charitable gifts and donations which support retirement facilities, including the Community; and

WHEREAS, the District, in accordance with the teachings and values of community and service, has a history of Christian responsibility and caring for one another, and the wider family of

God, through its service to people through the arm of its mission agencies, including the Foundation; and

WHEREAS, the District and the Church recognize the importance of operating, maintaining and protecting and promoting the mission agencies as a vital means of carrying out the Christian mission and institutional ministries of the District and the Church. The health and welfare ministries embraced within this Christian mission include, but are not limited to, services in the areas of care and support for the elderly, including those charitable ministries of the Foundation, and its subsidiary, the Community; and

WHEREAS the Foundation is currently a mission agency of the District, for which the members of the Church congregations in good standing residing within the District serve as the governing members of the Foundation (collectively, the “Members”) and the Members exercise their right to vote on the business and affairs of the Foundation through duly elected delegates to the District; and

WHEREAS, the Foundation and the District have discussed the Foundation’s and the Community’s desire to implement a strategic plan and corporate restructuring which will foster organizational growth, achieve operational efficiencies, better position the Foundation and the Community to fulfill their respective charitable purposes, and permit the nonprofit corporate system to expand its programs and services lines to benefit and support the elderly in need; and more efficiently meet and achieve long term initiatives and objectives; and

WHEREAS, the Foundation and District recognize the inherent liability risks to the District associated with the District Members control over the Foundation and the potential increased risks associated with the Foundation’s contemplated strategic plan and corporate restructuring; and

WHEREAS, the Church, the District, the Foundation and the Community share a common interest that health and welfare ministries bearing the name of the Church of the Brethren shall be demonstrably caring, quality missions of Christian service that operate in a manner consistent with the principles of teachings of our Lord; and

WHEREAS, it is the desire of District, the Foundation and the Community to rearticulate and clarify its statement of the relationship between the District and the Foundation which both honors the rich heritage of the Church, its relationship with and faithful support of the Foundation, and the cooperative ministry between them, but also acknowledges the legal prudence and accepts the operational necessity for the independence of the Foundation moving forward.

NOW THEREFORE, the District, the Foundation and the Community covenant and agree that this Statement of Covenant Relationship, including its Preliminary Statement and its Covenants is an accurate statement of the relationship among the District, the Foundation and the Community, and the parties hereby covenant and agree as follows:

COVENANTS

1. Although the District, the Foundation and the Community share a common interest in carrying out the Christian mission of the Church and in the charitable purposes of the Foundation and the Community, the District, the Foundation and the Community recognize each other as independent legal entities. Each organization is incorporated separately and has its own governing board. Neither is owned by the others nor is either the partner or agent of the others. Each organization holds no legal right, title, or equitable interest in any property, including real, personal or intangible property, or assets, of the other. Neither the District nor the Foundation nor the Community accepts any legal responsibility for the operations of the other. The District, the Foundation and the Community agree to hold each other harmless for any liabilities arising out of this Statement of Covenant Relationship.
2. The District agrees to relinquish all rights in or control of the Foundation as its member. The District agrees that its members of the churches which belong to the District shall no longer hold any rights as voting members on the Board of the Foundation, and the District shall have no further authority regarding the governance of or transactions involving the Foundation as set forth in Article I of the Bylaws of the Foundation. The District hereby consents, agrees, and approves to such amendments to the governance of the Foundation.
3. While the Foundation and the Community, through the programs and services which they provide, their history, charter and Bylaws, reflect a strong relationship with the District, the Foundation and the Community are solely responsible for making governance decisions affecting the purpose, mission, policies, administration, and corporate actions of each organization. The Foundation and the Community agree to receive nominations from the District for consideration of service on each organization's Board of Directors. As reflective of the ongoing relationship with the District and the Church, orientation for service on the respective Boards of the Foundation and Community shall include instruction on the Church's values and mission, as well as the Foundation's and Community's longstanding relationship with the District. At such times and as deemed appropriate by the Board of the Foundation and the Board of the Community, a designated appointee from the District may be invited to attend Board meetings of the Foundation and Community.
4. The District agrees to surrender any secondary legal right, title, or equitable interest in the any charitable assets or proceeds of the Foundation upon its dissolution, and hereby consents, agrees and approves to such surrender, as reflected in the proposed Amendments to the Articles of Incorporation of the Foundation, with such approval evidenced by its signature affixed hereto.
5. The District, on one hand, and the Foundation and the Community, on the other, are not contractually or legally obligated to any particular level or amount of financial support to the other. Neither the District nor the Foundation nor the Community accepts any financial

responsibility for the operations of the other. Neither party is obligated to provide financial support to the other, nor is there any guarantee that any financial support voluntarily provided will be continued. Any support that either organization does or may provide to the other is, and shall be, voluntary, as determined, from time to time, solely by each organization, as it deems appropriate and feasible.

6. The District has no authority to require the Foundation or the Community to assume any contractual, financial or other obligation; nor may the District accept or assume any such obligation in the name of the Foundation or the Community. Similarly, the Foundation and the Community have no authority to accept or assume any such obligation in the name of the District. The District, on one hand, and the Foundation and the Community, on the other, shall have no obligation or responsibility for or with respect to any contract, commitment or liability of the other organization.
7. The Foundation shall continue to fulfill its mission of offering quality services to and support for the elderly in a manner that recognizes and honors its heritage as a former mission agency of the District. The Foundation as well as the Community remain committed to the principles of service, humility, and fellowship that have defined its Christian mission of service and relationship with the District and the Church from their inception. It is the intent of the Foundation and Community to recognize this relationship to the District and to encourage the continued participation of its residents in the life of their local church and in the extended Christian community.
8. The Foundation shall no longer be a Mission Agency as defined by the District's Amended and Restated Bylaws and shall have no further responsibility or requirement to report to the District, submit organizational minutes, provide updated or revised organizational documents, or meet with the District to review the Foundation's programs and activities. The continued relationship between and among the parties shall be purely voluntary. The leadership of the Foundation and the Community, shall nonetheless:
 - a. endeavor to attend the District's Conference on an annual basis and provide updates similar to other Mission Agencies;
 - b. meet with church pastors in a single meeting on an annual basis;
 - c. attend a single meeting of the District's Executive Committee board annually; and
 - d. extend to the District and its administrative staff, adequate office space including two offices, meeting space, and storage as mutually agreed upon.
9. The District, the Foundation and the Community shall mutually cooperate with one another when feasible and as each organization deems appropriate to promote and advance those

shared missions and programs of the District, the Foundation and the Community which provide service and care those specific populations in need.

10. This statement affirms that the care of older adults in need and the education of persons who care for them is legitimate ministry of the District, and that the Foundation and Community continue to serve as an unaffiliated yet meaningful extension of that ministry to people of the District and to others in this geographical area. It further affirms a mutual, voluntary relationship among the District, the Foundation, and the Community having common purposes, goals, histories, and traditions. It affirms the Foundation's commitment to the ministry of Jesus Christ and of the Church. The Foundation and the Community may represent themselves to the public as an organization which subscribes to the ideals and practices of the District and the Church; however, any information or materials shall not state or imply that the District or the Church guarantees the financial obligations of the Foundation or any of its affiliated corporations.
11. The District, the Foundation and the Community shall endeavor to communicate with one another in a spirit of collaboration and shared purpose and with an open and regular interchange of information and ideas for the benefit, advancement, support, and enrichment and fulfillment of the lives of those persons they serve.
12. This Statement of Covenant Relationship shall be subject to review and amendment at such times and in such manner as may be mutually agreeable to the District, the Foundation and the Community.
13. This Statement of Covenant Relationship affirms the purely voluntary association of independent organizations, recognizing one another in good faith and trust through their common commitment and witness to Jesus Christ as Lord.
14. This Statement of Covenant Relationship supersedes any and all prior agreements, understandings, undertakings, or statements of relationship between the parties.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Statement of Covenant Relationship to be executed in its name on date and year set forth hereinabove.

**SOUTHERN DISTRICT OF PENNSYLVANIA –
CHURCH OF THE BRETHREN**

By: _____

Its: _____

THE BRETHREN HOME FOUNDATION

By: _____

Beverly Asper

Its: President & CEO

THE BRETHREN HOME COMMUNITY

By: _____

Beverly Asper

Its: President & CEO

THE BRETHREN HOME FOUNDATION
Parent Corporation
AMENDED BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. The Brethren Home Foundation (the “Corporation”) shall have no members.

ARTICLE II - BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed by a Board of Directors of not more than sixteen (16) directors. Included in this number shall be the President of the Corporation who shall serve as a director, ex officio, with vote. Excluding the President of the Corporation, the balance of the directors shall be elected by the directors then in office.

Section 2. The elected directors shall consist of three (3) classes with each class having five (5) elected directors. Terms of the fifteen elected directors will be staggered in three (3) year terms for all classes. The term of office of the directors shall begin at the first Board meeting of the Board following the annual meeting.

Section 3. The directors shall be natural persons of full age. Except as otherwise provided in this Section, no elected director shall be eligible for re-election after having served three (3) full three (3) year terms until one (1) year has elapsed after the expiration of his/her last term of office. Under unusual circumstances that have the potential to negatively affect the Corporation, the Board may elect a director to serve an additional term for a maximum of two (2) years, provided that the Board first determines that such an unusual circumstance exists and that the best interests of the Corporation will be served thereby.

Section 4. Directors, except the President (who shall be an employee of The Brethren Home Community), shall serve without compensation; but they shall be reimbursed for expenses reasonably incurred in the performance of their duties.

Section 5. In the event a vacancy occurs on the Board of Directors among the Directors elected by the Board of Directors by reasons of death, resignation, removal or disqualification, the remaining members of the Board of Directors shall elect a successor to serve for the balance of the unexpired term. A Director may be removed by the Board at any time with or without cause in accordance with Article IV, Section 6, and Article XI of these Bylaws. Failure to attend three (3) regularly scheduled consecutive meetings and failing to notify the President or Chair of such intended absences will automatically disqualify the Director and create a vacancy in his/her office; unless after consultation, such Director communicates with the Board Chair the reasons for absences and such is acceptable to the Board.

Section 6. Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III – OFFICERS

Section 1. The officers shall be Chair, Vice Chair, Secretary, Treasurer, and Assistant Secretary-Treasurer, all of whom shall be members of the Board of Directors. In addition to such officers, the President of The Brethren Home Community shall be the President of the Corporation as long as he/she continues to serve in the capacity of the President of The Brethren Home Community. The Board may elect other officers, who may but do not have to be members of the Board of Directors, such as Vice Presidents, and such other officers shall serve in such capacities as the Board may deem appropriate.

Section 2. The officers, Chair, Vice Chair, Secretary, Treasurer, and Assistant Secretary-Treasurer shall be elected annually by the Board of Directors for a term of one (1) year at the first meeting, to be known as organizational meeting, of the Board of Directors. An officer may be removed by the Board at any time with or without cause.

Section 3. The Chair of the Board shall be the presiding officer of this Corporation and shall preside at all meetings of the Corporation and the Board at which he/she is present. He/she may sign and execute all authorized bonds, agreements and other obligations in the name of the Corporation. Nothing herein shall preclude the Board of Directors from delegating the responsibility to execute bonds, agreements and other obligations in the name of the Corporation to the President or to such other Officers as it may deem appropriate. He/she shall have authority to appoint all ad hoc committees that may be determined to be necessary.

Section 4. In the absence, removal, disability or death of the Chair, the Vice Chair shall discharge the duties of the Chair until his/her return, or the disability is removed, or the vacancy is filled; and he/she shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. The Secretary shall attend all meetings of the Board of Directors and keep, in suitable books, minutes of said meetings and have charge of the minutes and records so kept. He/She shall send out such notices as may be required by law or by these Bylaws to the Board of Directors and shall perform generally all duties incidental to the office of the Secretary.

Section 6. The Treasurer shall be the custodian of all securities and investments of the Corporation and shall deposit all investment income in such bank or banks as the Board of Directors shall authorize; he/she shall keep an accurate account of all monies received or payments made and render monthly reports as stated meetings of the Board of Directors and shall prepare an annual financial report verified by him/her as the Treasurer and by the Chair, or verified by a majority of the directors, which report shall contain such data as is required by the Nonprofit Corporation Law of 1988 of Pennsylvania and any amendments thereto.

Section 7. The President of The Brethren Home Community shall serve as the President and Chief Executive Officer of the Corporation and shall have the authority to supervise the administration of the Corporation and all of its activities and departments subject only to such policies as may be adopted in such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. He/she shall act as the duly authorized representative of the Board of Directors in all matters relating to operations for which the Board has not designated some other person for that specific purpose.

The authority and duties of the President shall be:

- To carry out all policies established by the Board;
- To perfect and submit to the Board for approval a plan of organization of personnel and others concerned with the operation of the Corporation;
- To select, employ, control and discharge all employees;
- To develop and maintain personnel policies and practices for the Corporation;
- To see that all physical properties are kept in good state of repair and operating condition;
- To supervise all business affairs, handle all operational funds and to insure that all funds are collected and expended to the best possible advantage;
- To submit regularly to the Board of Directors monthly operational reports as may be required by the Board;
- To attend all meetings of the Board of Directors and all meetings of the Executive Committee of the Board of Directors;
- To perform all other duties as may be necessary in the best interest of the Corporation.
- To execute agreements, checks and other documents reflecting obligations or other commitments of the Corporation under such terms and conditions as may be established by the Board of Directors.

ARTICLE IV - MEETINGS

Section 1. Regular monthly meetings of the Board of Directors shall be held at such place and time as shall be determined by the Board of Directors. No written or further notice of regular stated meetings shall be required to be given. Monthly meetings may be waived.

Section 2. Special meetings may be convened by written request of either the Chair or three (3) members of the Board of Directors and may be convened by the Secretary on ninety-six (96) hours' oral or written notice.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum of the Board.

Section 4. Any action required or permitted at any meeting of the directors may be taken without a meeting, without prior notice, and without a vote if all of the directors entitled to vote thereon consent thereto in writing. Said written consent shall be filed with or entered upon the records of the Corporation and shall have the same effect as a vote for all purposes.

Section 5. One or more directors may participate in a properly called meeting of the Board or of a committee of the Board by means of conference telephone or other type of communications equipment by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

Section 6. The following actions shall require the affirmative vote of at least two-thirds (2/3) of a duly constituted quorum of Directors: (a) any liquidation, dissolution or sale of all or substantially all of the assets of the Corporation, (b) any amendment or revisions to these Bylaws, (c) any merger, consolidation or acquisition, (d) the purchase or sale of any real property of the Corporation, or (e) the removal of Directors or officers.

ARTICLE V - COMMITTEES

Section 1. The committees of the Board of Directors shall be standing and special committees. The standing committees shall be the Executive Committee, the Governance Committee, the Program/Finance Committee, the Vision & Strategy Committee, and the Investment Committee. Special committees shall be appointed by the Chair on an ad hoc basis from time to time as needed. The President shall serve as an ex officio member of all committees except for the Executive Committee.

Section 2. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and Assistant Secretary/Treasurer; the Vice Chair of the Corporation shall be Chair of the Executive Committee. All meetings of the Executive Committee shall be called by the Vice Chair on written or oral notice given at least twenty-four (24) hours prior to the meeting. The Executive Committee shall have power to deal with emergency matters during the interim between regular meetings of the Board of Directors; it may evaluate the operations of the Corporation, serve as counselor to the President and review annually the relationship of the President to the Board, and may review the annual report of the Corporation. All actions taken by the Executive Committee shall be reported to the next regular meeting of the Board of Directors for ratification or rejection, unless such action was previously authorized by resolution of the Board of Directors.

ARTICLE VI - VOLUNTEER AUXILIARY ORGANIZATION

Section 1. The Board shall encourage and foster the continued existence of a volunteer group known as The Brethren Home Auxiliary or known by such other name(s) by which said volunteer group may be denominated in the future, to aid and assist in the operation of The Brethren Home Community through contributions of money and services. The Board of Directors shall make available to said Auxiliary such facilities and services as the Auxiliary may need for the performance of its functions as determined by the Board of Directors. The Auxiliary shall function as a special committee of the Board under its separate Bylaws; provided, however, that the President of the Corporation shall be an ex officio member of the Board of Directors of the Auxiliary.

ARTICLE VII - SUPPORT AND MAINTENANCE

Section 1. The Corporation shall be supported and maintained by contributions, donations and legacies from all persons, firms, societies, companies and institutions who may be disposed to become contributors; and from other sources of revenue as the Board of Directors in its discretion may accept and provide. In no event shall any contribution or money received be used for individual profit, but such shall be applied absolutely to the establishment, support and maintenance of the Corporation.

ARTICLE VIII - INDEMNIFICATION

Section 1. Indemnification.

- (a) Subject to the limitations hereinafter set forth the Corporation shall indemnify each director, officer, employee or agent of the Corporation or of any organization that he is serving as a director, officer, employee or agent at the request of the Corporation, and his/her heirs, executors or administrators, to the fullest extent permitted by law, against any Liability (that is, any and all compensatory, punitive or other damages, judgments, fines, penalties, excise tax assessed with respect to an employee benefit plan, and any costs or expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement)), which were incurred or expended in connection with any Proceeding (that is, any threatened, pending or completed suit, action, appeal or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not the indemnified liability arises or arose from any action by or in the right of the Corporation), in which he was involved because of anything he may have done or omitted to do as a director, officer, employee or agent of the Corporation or of any organization that he may have served as a director, officer, employee or agent at the request of the Corporation, -- but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.
- (b) Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Corporation, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by independent legal counsel in a written opinion:
 - (1) that the directors, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceedings, had reasonable cause to believe that his or her conduct was unlawful. Action with respect to an employee benefit plan taken or omitted in good faith by a Representative in a manner that he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Corporation, and
 - (2) that the proposed indemnification is just and proper and can be legally made by the Corporation under then existing law, and
 - (3) that the indemnification shall be made by the Corporation in an amount stated in the Determination;

Provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness; the conduct of the Director,

Officer, employee or agent is based upon or attributable to his or her receipt from the Corporation of a personal benefit to which the person is not legally entitled; or the Liability of a Director, Officer, employee or agent is with respect to the administration of assets held by the Corporation in trust pursuant to Section 5547 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

- (c) The Corporation shall not indemnify a Director, Officer, employee or agent under the preceding provisions of this Section with respect to any claim, issue or matter as to which the Director, Officer, employee or agent has been adjudged to be liable to the Corporation in a Proceeding brought by or in the right of the Corporation to procure a judgment in its favor, unless (and then only to the extent) that the court of common pleas of the judicial district embracing the county in which the Corporation's registered office is located or the court in which the action was brought determines upon application that, despite the adjudication of Liability but in view of all of the circumstances of the case, the Director, Officer, employee or agent is fairly and reasonably entitled to indemnification from the Corporation for the expenses that such court deems proper.
- (d) Unless ordered by court, any indemnification of a Director, Officer, employee or agent under preceding provisions of this Section shall be made by the Corporation only upon a determination made in the specific case that such indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the preceding provisions of this paragraph. Such determination shall be made the Board .
- (e) To the extent that a Director, Officer, employee or agent has been successful on the merits or otherwise in defense of any Proceeding referred to in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such Director, Officer, employee or agent shall be indemnified by the Corporation against expenses (including without limitation attorneys' fees and costs of Proceedings) actually and reasonably incurred by such person in connection therewith.
- (f) If a Director, Officer, employee or agent is entitled to indemnification under this Section in respect of a portion, but not all, of a Liability to which the Director, Officer, employee or agent is subject, the Corporation shall indemnify the Director, Officer, employee or agent to the maximum extent for such portion of the Liability.

Section 2. Limitation on Indemnification. Notwithstanding any other provision of this Article, the Corporation shall not indemnify a Director, Officer, employee or agent under this Article for any Liability incurred in a Proceeding which was initiated by the Director, Officer, employee or agent (which shall not be deemed to include counter-claims or affirmative defenses) or in which the Director, Officer, employee or agent participated as an intervenor or amicus curiae, unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of two-thirds (2/3) of the directors then in office who were and are not parties to the Proceeding, subject to the approval of the Board.

Section 3. Advance Payment of Expenses. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

Section 4. Insurance or Indemnification Fund. The Corporation shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the Corporation and a person serving at the request of the Corporation as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his/her status as such.

Section 5. Validity. The invalidity of any portion of this Article VIII shall not affect the validity of the remainder hereof.

Section 6. Application. This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

ARTICLE IX – LIMITATION ON PERSONAL LIABILITY OF DIRECTOR AND STANDARD OF CARE

Section 1. A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of his office in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Article VIII shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law and shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

Section 2.

- (a) A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (2) legal counsel, auditors or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and
 - (3) a committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- (b) In discharging the duties of their respective positions, the Board, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

ARTICLE X - CONFLICTS OF INTEREST

Section 1. At the organizational meeting each director shall disclose to the Board of Directors each business, professional or personal interest which may, in the opinion of that director, or in the opinion of others, influence the judgment of that director with respect to the affairs of the Corporation. A record of such conflict of interest shall be preserved in the minutes of that meeting. That director shall during the remainder of that year abstain from voting on any issue relating to matters so disclosed and, unless otherwise noted in the minutes of a subsequent meeting, that director shall be presumed to have so abstained.

Section 2. No contract or transaction between the Corporation and one or more of the directors or officers of the Corporation or The Brethren Home Community, or any of its affiliated corporations (the "Brethren Affiliates") or parents, children or siblings of such directors or officers, or the Corporation and any corporation, partnership, association, or other organization in which one or more of the directors or officers of the Corporation or the Brethren Affiliates, or parents, children or siblings of such directors or officers, have a financial interest shall be authorized by the Corporation unless it is approved in accordance with the policy established, (or to be established) by the Board of Directors entitled, "Transactions With Interested Directors or Officers".

ARTICLE XI REMOVAL OF DIRECTORS

Section 1. The Executive Committee shall review any allegations related to a Director's conduct brought before it, and, after an investigation of the allegation which may or may not include an interview with the Director at issue, may make a recommendation to the Board of Directors that the Director should be removed. Thereafter the Board of Directors may take action, in accordance with Article IV, Section 6 of these Bylaws, on such recommendation at a regularly scheduled Board meeting or at a special meeting called for such purpose.

Section 2. Any Director whose conduct is called into question who is a member of the Executive Committee is also shall not attend or participate in any Executive Committee meeting or investigation involving said Director.

Section 3. Any Director who is subject to removal by the Board of Directors shall not attend any portion of any Board meeting where said Director's removal is to be deliberated and/or voted upon. The Board, at its sole and option and discretion, may or may not allow the Director up for removal to make a statement before the Board prior the formal vote on removal.

ARTICLE XII - AMENDMENTS

Section 1. The Bylaws may be amended, alerted, restated or otherwise revised by the Board of Directors by a vote of two-thirds (2/3) of a duly constituted quorum of the Directors. Any notice of meeting of the Directors at which a proposed amendment to these Bylaws is to be considered shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

REVISED:	June 1997
REVIEWED:	January 1999
REVIEWED:	March 2000
REVIEWED:	April 2006
REVIEWED:	January 2010
REVIEWED:	February 2011
REVIEWED:	January 2012
REVISED:	August 2013
REVISED:	February 2016
REVISED:	January 2018
REVISED:	May 2019
REVISED:	June 2019
REVISED:	August 2021

REVISED:
REVISED:

May 2023
[], 2025

**ANNUAL CORPORATION MEETING AGENDA
OF
THE BRETHREN HOME FOUNDATION**

**September 19, 2025
2:10 – 2:40 p.m.
Hanover Church of the Brethren**

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- I. CALL TO ORDER – *Karl Lehman, TBHF Chair***
- II. INVOCATION – *Pastor Linda Titzell, Faith Community Church***
- III. APPROVAL OF MINUTES – September 21, 2024 (ACTION) – *Karl Lehman, TBHF Vice Chair***
- IV. BUSINESS**
- A. Consolidated Financial Statement and Development Report
 Beverly Asper, President/CEO
 *Mike Kovacs, Vice President of Foundation***
- B. Video Presentation – Corporate Legal Restructuring
 Beverly Asper, President/CEO
 Kelley Mitchell, Chief Administration and People Officer
 *Mike Kovacs, Vice President of Foundation***
- C. RESOLUTIONS OF THE SOUTHERN DISTRICT OF PENNSYLVANIA – CHURCH OF THE
BRETHREN (ACTION) – *Karl Lehman, TBHF Vice Chair***
- VI. ADJOURNMENT**