

**AMENDED AND RESTATED BYLAWS OF  
ECUMENICAL MINISTRIES OF PERINTON, INC.  
A New York Not-For-Profit Corporation**

**ARTICLE I - DESCRIPTION**

**Section 1. Name.**

The name of the corporation shall be Ecumenical Ministries of Perinton, Inc. (the "Corporation").

**Section 2. Offices.**

The principal office of the Corporation shall be in the town of Perinton, County of Monroe and State of New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

**Section 3. Purposes.**

The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time.

**Section 4. Property Rights of Members and Directors.**

No Member, Director, officer or employee of the Corporation, or any private individual, shall have any rights to or interests in the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on business, all of the remaining property and assets of the Corporation after necessary expenses thereof are paid shall be distributed to each of the Member churches as shall then qualify under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York; if none of said churches shall so qualify at the time of dissolution, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for

religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Composition.**

(a) The Membership of the Corporation shall comprise those organized Christian Churches in the town of Perinton as shall apply for Membership in the Corporation and be approved by two-thirds of the then-existing Board of Directors of the Corporation, present at a duly called meeting for which a quorum has been established. A list of Member churches will be maintained by the Secretary of the Corporation and amended from time to time to reflect changes in the Member churches.

(b) Each Member church shall appoint one representative to act for the Member in all circumstances requiring action by or presence of a Member of the Corporation. A list of each church Member's representative shall be filed with the Secretary of the Corporation and may be amended from time to time to reflect changes made by a Member church in its representation.

(c) Each representative shall serve until a successor is appointed by the Member church. The terms "Member" and "Member church" are used interchangeably herein.

### **Section 2. Rights of Members Churches.**

The Member churches shall have and exercise all the rights and powers of corporate Membership created by the New York State Not-For-Profit Corporation Law, as may be amended from time to time ("NPCL") or the Certificate of Incorporation, or Bylaws of the Corporation.

### **Section 3. Annual Meeting of the Member Churches.**

An annual meeting of the Member churches, via their respective representatives, shall be held within the final quarter of each calendar year at a convenient time and place designated by the Board of Directors of the Corporation and stated in the notice of the meeting. The annual meeting may be held at the same time and place as the Annual Meeting of the Board of Directors (Article III, section 7). At the annual meeting, the Member churches, via their respective representatives, shall elect "At-Large" Directors, receive the Annual Report of Directors and transact such other business as may properly come before the meeting. The Annual Report of the Directors shall be filed with the minutes of the annual meeting.

### **Section 4. Special Meetings of the Members.**

Special meetings of the Member churches, via their respective representatives, for any purpose may be called by the President or designee, and shall be called by the President or designee within fourteen (14) days after receiving a written request from four (4) or more Members. Such request shall state the purpose or purposes for the proposed meeting. In addition, any four (4) Members may convene a special meeting of the Members. Formal notice of all special meetings of Members shall be given as provided in Section 6 below.

### **Section 5. Place of Meetings.**

All meetings of the Member churches, via their respective representatives, shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Board of the Corporation.

### **Section 6. Notice of Meeting of Members: Waivers.**

(a) Formal written notice of each meeting of the Member churches shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or

at the direction of the person or persons calling the meeting. Such notice shall be given (i) personally; (ii) by facsimile or electronic mail; or (iii) by first class mail to each Member and Member representative not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member representative at his or her address as it appears on the record of Members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address. If mailed via electronic mail or facsimile, such notice is given when directed to the Member representative's fax number or electronic mail address as it appears on the record of Members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically if (a) the Corporation is unable to deliver two consecutive notices to the Member representative via facsimile or electronic mail; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the Member representative by facsimile or electronic mail.

(b) Formal notice of meeting need not be given to a Member representative who executes a waiver of notice on behalf of the Member, either before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member representative by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including but not limited, to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Member representative. The attendance of any participating Member, via its representative, at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting shall constitute a waiver of notice.

#### **Section 7. Quorum of Members.**

The presence in person of a majority of the Member churches with appointed representatives shall constitute a quorum for the transaction of business at any regular or

special meeting of the Membership. A majority of the Members present at a meeting via their representatives, whether or not a quorum is present, may adjourn any Members' meeting to another time and place. Formal notice of the adjourned meeting shall be given to Member representatives who were absent at the time of adjournment.

**Section 8. Action by the Member Churches.**

(a) Each Member church shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members, whether such vote is given in person or by proxy duly appointed by instrument in writing giving a clear specification of a vote, which is signed by such Member's representative. A voting Member representative may also authorize a proxy by electronic mail, provided that any such authorization shall set forth information from which it can be reasonably determined that such authorization by electronic mail is valid. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The vote for Directors and, upon demand of any Member representative, the vote upon any question before the meeting, shall be by ballot. All questions shall be decided by a majority vote of the voting Members present, via their representatives, in person or by proxy, which vote shall be at the act of the full Membership except as may be otherwise specifically provided by law or by these Bylaws.

(b) Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all the Members entitled to vote thereon, via their representatives, consent in writing to the adoption of a resolution setting forth and authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Member's representative by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Member's representative. The resolution and written consent thereto by the Members shall be signed by all the Members entitled to vote thereon and shall be filed with the minutes of the

proceedings of the Members.

**Section 9. Addition and Termination of Membership.**

(a) Member churches may be added upon application and approval by the Board of Directors. (See Article II Section 1.) Any Member church may, via its representative, resign as a Member of this Corporation at any time by written notice of such resignation delivered to the Secretary of the Corporation at least sixty (60) days prior to the effective date of resignation.

(b) The Board of Directors may terminate the membership of a Member church upon a two-thirds vote of the full Board, present at a duly called meeting for which a quorum has been established, for conduct that impedes or impairs the accomplishment of the Corporation's mission. Nonpayment of assessments or failure to appoint a Director, after demand therefore, shall constitute such conduct. The Board of Directors shall give written notice of its intended action in writing sent to the Member church at least thirty days prior to taking action.

(c) No resignation or termination of a Member church shall have the effect of discharging such Member church's obligation to make a financial contribution accruing, or take other action previously agreed to by the Member, prior to the effective date of such resignation or termination.

(d) In the event that a Member church resigns or is terminated, the Director appointed by the resigning or terminated Member church shall cease to be a Director of the Corporation on the effective date of such resignation or termination.

**Section 10. No Joint Liability.**

The obligations of this Corporation and its individual Members are several and not joint unless authorized by the Board of this Corporation and the Member(s) who would share any such obligation(s), and nothing contained in this Corporation's Certificate of Incorporation or these Bylaws shall be deemed to constitute a contract of guaranty, a

contract for the benefit of any entity or an assumption of the obligations or liabilities of any entity. Likewise, nothing herein shall be deemed: (1) to create a partnership, association or a joint venture, or (2) to authorize this Corporation to execute a contract of guaranty on behalf of or to assume the obligations or liabilities of any other entity, unless authorized by the Board of Directors of this Corporation.

## **ARTICLE III - BOARD OF DIRECTORS**

### **Section 1. Authority.**

All the affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors (also referred to as "Board"). Each person serving as a Member of the Board of Directors is herein referred to as "Director".

### **Section 2. Number of Directors.**

Each Member church shall appoint a Director, as provided in Section 3 below. In addition, the Member churches may elect no greater than five (5) "At-Large" Directors from the community at each Annual Meeting of Members. The total number of Directors shall not exceed the sum of the number of Member churches and "At-Large" Directors, nor shall the number of Directors be less than three (3). The size of the Board of Directors at any given time shall equal the sum of the number of Member churches then having an appointed and qualifying Director and the number of "At-Large" Directors. The terms "then-existing Board of Directors" and "Full Board" shall refer to the number of appointed and qualifying Directors, and thus the size of the Board of Directors at any given time. Notwithstanding the foregoing, the Board of Directors shall consist of not less than that number of Independent Directors, as that term is defined in the NPCL, as is required to establish a quorum at any time.

### **Section 3. Appointment, Election and Term of Directors.**

(a) Church-Appointed Directors: Each Member church shall appoint a Director, who must be the same person who the Member church appointed as a representative (see

Article II, section 1). An appointment letter attested to by an appropriate officer of the Member church and filed with the Secretary of the Corporation shall be conclusive evidence of the appointment. The term of each Director so appointed shall extend for five (5) years and until his or her successor is appointed. There shall be no limit on the number of successive terms a Director may serve. Vacancies on the Board at any time with respect to Member church-appointed Directors are addressed in Section 6.

(b) At-Large Directors: At the Annual Meeting of Members, Member churches may elect no greater than five (5) "At-Large" Directors from the community. The term of each At-Large Director so elected shall extend for one (1) year until the next Annual Meeting and until his or her successor is elected. There shall be no limit on the number of successive terms an "At-Large Director" may serve. Vacancies on the Board at any time with respect to At-Large Directors are addressed in Section 6.

#### **Section 4. Removal.**

(a) Any Director other than an "At Large" Director may be removed from office at any time, with or without cause, by his or her appointing Member. Any "At-Large" Director may be removed for cause by vote of the Members or by vote of the Directors, provided that in the case of Directors, there is a quorum of not less than a majority present at a duly called meeting of Directors at which such action is taken.

(b) A Director other than an "At Large Director" shall cease to hold such office in the event that the appointing Member resigns or is terminated as a Member of the Corporation, effective as of the date of such resignation or termination.

(c) The Members, by a two-thirds vote of Members present, via their representatives, may act to remove an "At-Large Director" who has missed three consecutive meetings of the Board of Directors.

#### **Section 5. Resignation.**

A Director may resign at any time by giving written notice to the President and the Board of this Corporation, and to the Chair, President or other chief executive officer of



the appointing Member. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof, and the acceptance of the resignation shall not be necessary to make it effective.

#### **Section 6. Vacancies and Newly Created Directorship**

(a) Vacancies on the Board other than with respect to "At-Large" Directors, due to death, disability, resignation, removal (except under Section 4(b) of this Article) or other cause shall be filled by appointment by the Member that appointed the vacating Director. Vacancies on the Board with respect to "At-Large" Directors due to death, disability, resignation, removal or other cause, including an increase in the number of "At Large Directors" shall be filled by vote of a majority of Directors then in office.

(b) A Director who fills a vacancy caused by resignation, death, disability, removal (except under Section 4 (b) of this Article) or other cause shall be appointed or elected, as applicable, to hold office until death, resignation, removal or, (i) with respect to Member-appointed Directors, until the expiration of the current term during which such Member was appointed to fill the vacancy, and until his or her successor is appointed and qualified, and (ii) with respect to At-Large Directors, until the next Annual Meeting of Members at which the election of Directors is in the regular order of business, and until his or her successor is elected and qualified.

#### **Section 7. Annual Meeting of the Board.**

The Board shall hold an annual meeting each year, on a date and at a convenient time and location designated by the Board for the purposes of reviewing and accepting the Annual Report (see Section 8 following), electing officers and transacting such other business as may come before the Board. Written notice of the time, date and place of the annual meeting shall be given by: (a) first class mail not less than seven (7) days in advance of the meeting; (b) electronic mail at least three (3) days in advance of the meeting; or (c) by personal delivery at least one (1) day in advance of the meeting, to each Member of the Board at the address on record with the Secretary of the Board. The

Annual Meeting of the Board may be held at the same time and place as the Annual Meeting of Members (Article II, section 3).

### **Section 8. Annual Report.**

At the annual meeting of the Board, the President and the Treasurer shall present the written Annual Report of the immediately preceding fiscal year, which shall show in appropriate detail the following information:

(a) A complete financial statement of the Corporation and its ministries (see Article II, section 3), for the fiscal year immediately preceding the date of the report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation;

(b) A written summary of the activities of the Corporation during the preceding year;

(c) The number of Members of the Corporation, any increase or decrease during the fiscal period and the location of the current list of Members' names and addresses; and

(d) The number of appointed and qualifying Directors of the Corporation, any increase or decrease during the fiscal period and the location of the current list of Directors' names.

After acceptance by the Board, the annual report shall be presented at the annual meeting of the Member churches by the President and the Treasurer.

The annual report shall be filed with the minutes of the annual meeting.

### **Section 9. Regular Meetings of the Board.**

The Board shall hold regular meetings as needed, but not less than quarterly, at

convenient times and locations designated by the President. Written notice of each regular meeting shall be mailed or personally delivered to each Director at the address on record with the Secretary of the Board not less than seven (7) days in advance of the date fixed for such meeting and shall set forth the time, place and proposed agenda thereof. Transmission of such notice by facsimile or email to the telephone number or email address filed with the Secretary by a Director for that purpose shall satisfy this requirement.

**Section 10. Special Meetings of the Board.**

Special meetings may be called at any time by the President or designee, and shall be called by the President or designee within fourteen (14) days after receipt of a written request from any four (4) Directors. Such request shall state the purpose of convening the special meeting. Notice of each special meeting shall be given in writing to each Director at the address on record with the Secretary at least seven (7) days prior to the date of such meeting and shall specify the time, date, place and business for which the special meeting has been called. No business other than that specified in the notice shall be transacted at the special meeting.

**Section 11. Waiver of Notice.**

Notice of any meeting of the Board need not be given to any Director who submits a waiver of notice either before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited, to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Director. The attendance of a Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

## **Section 12. Place of Board Meetings.**

The Board shall hold its meetings at the office of the Corporation or at such other places within the State of New York as it may from time to time determine.

## **Section 13. Quorum of Directors.**

(a) The presence in person of a majority of Directors shall be necessary to constitute a quorum (provided that such number is not less than one-third of the entire number of Members of the Corporation) at all meetings of the Board for the transaction of business. Notwithstanding the foregoing, at all meetings of the Board during which conflicts of interest or the Corporation's Conflict of Interest and Related Transactions Policy will be deliberated, administered or decided, the presence in person of a majority of the Independent Directors shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Independent Directors present at any meeting at which there is a quorum shall be the act of the Board.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of the adjournment shall be given to Directors who were absent at the time of the adjournment.

## **Section 14. Action by the Board.**

(a) Each Director shall be entitled to one (1) vote on each matter properly submitted to the Directors for action at any meeting of the Board. Unless otherwise required by law or these Bylaws, the vote of a majority of Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Members of the Board or the committee thereof consent in writing to the adoption of a resolution setting forth and authorizing the action. Such consent may be written or electronic. If written, the consent must be

executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Director. The resolution and written consent thereto by the Members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more Members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a telephone conference or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

#### **Section 15. Records.**

The Secretary or the Secretary's designee shall maintain complete and accurate minutes of each Board meeting and shall retain each resolution and unanimous written consent executed by Board Members. Said notices, minutes, resolutions and written consents shall be maintained in the permanent records of the Corporation.

### **ARTICLE IV - OFFICERS**

#### **Section 1. Designation and Election of Officers.**

(a) The officers of the Corporation shall consist of a President, one or more Vice President(s), a Treasurer, a Secretary and such other officers including, without limitation, Assistant Treasurers and Assistant Secretaries, as the Directors from time to time may elect or appoint.

(b) The President and Vice-President(s) shall be elected from among the Directors of the Corporation annually by the Directors at their annual meeting or thereafter. Other officers may, but need not, be Directors and shall be chosen by the Directors at such meeting or at any other time. Each officer shall hold office until his or her successor is elected and qualified or until earlier death, resignation or removal.

(c) Any officer may resign at any time upon delivering his or her resignation in writing to the President, the Secretary or to a meeting of the Directors. Such resignation shall be effective upon delivery unless specified to be effective at some other time.

(d) Any officer elected by the Board of Directors may be removed at any time by majority vote of the then-existing Board, if, in the judgment of the Board of Directors, such removal would be in the best interests of the Board.

(e) Any vacancy occurring in any office of the Corporation by reason of death, resignation, removal of an officer or otherwise, shall be filled by majority vote of the Board of Directors, and an officer so chosen shall hold office until the next regular election for that office, or until earlier death, resignation or removal.

(f) Except for the offices of President and Secretary, any two offices may be held by the same person.

## **Section 2. President.**

The Board of Directors shall select a President of the Corporation who shall preside at all meetings of the Board and have general oversight over the ordinary business of the Corporation, subject to the direction and control of the Board of Directors. The President of the Corporation shall have such duties as may be provided in these bylaws or as may be delegated to the President by the Board. In the absence or disability of the President, these duties shall be performed by the Vice-President or, if there be more than one Vice-President, by the Senior Vice-President.

### **Section 3. Vice-President(s).**

The Vice-President, or Vice-Presidents, shall have such powers and duties as shall be assigned to them by the Board of Directors or the President.

### **Section 4. Treasurer and Assistant Treasurers.**

(a) The Treasurer shall, subject to the direction and under the supervision of the Directors, have general charge of the financial concerns of the Corporation; care and custody of the funds and valuable papers of the Corporation, except his or her own bond; authority to endorse for deposit for collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its orders, and to accept drafts on behalf of the Corporation; and shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation. The Treasurer shall be bonded for the faithful performance of his or her duties in such form, in such sum, and with such sureties as the Directors shall require. Any Assistant Treasurer shall have such powers and duties as the Directors or the President may delegate to the office.

(b) The Treasurer or designee shall be an ex-officio Member of the finance committee, if any, of any ministry operating under the auspices of the Corporation (see Article VI). The Treasurer or designee may require such financial reports from the treasurer of the operating ministry as the Treasurer or designee may deem necessary.

### **Section 5. Secretary and Assistant Secretaries.**

The Secretary shall, in addition to any duties imposed upon him or her by virtue of office pursuant to New York State law, the Certificate of Incorporation or these bylaws, keep an attested copy of the Certificate of Incorporation and amendments thereto, all of which documents and books shall be kept at the office of the Corporation or at the office of the Secretary. The Secretary shall keep or cause to be kept, at the office of the Corporation, a list containing the names of all Members and Directors and their record addresses. The Secretary shall also keep a record of the meetings of the Directors and Members, including attendance records and records of the votes and proceedings at such

meetings. The Secretary shall give or cause to be given such notice as may be required of all meetings of Members and all meetings of the Board of Directors, and shall keep the seal of the Corporation, if any, in safe custody and affix it to any instrument when such action is incident to the office or is authorized by the Board of Directors. Any Assistant Secretary shall have such powers and duties as the Directors or the President shall delegate to the office.

#### **Section 6. Other Powers and Duties.**

Subject to these bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as the Board of Directors or the President may from time to time delegate to the office.

### **ARTICLE V. COMMITTEES**

#### **Section 1. Committees of the Board.**

By resolution of a majority of the Board, the Board may create Committees of the Board, including but not limited to, an Executive Committee. Committees of the Board shall each consist of three (3) or more Directors. The Board shall appoint the members of such Committees of the Board, except that in the case of any Executive Committee or similar committee denominated, the appointment shall be made by a majority of the entire board, provided that in the case of a board of thirty members or more, the appointment shall be made by at least three-quarters of the directors present at the time of the vote, if a quorum is present at that time. Each such Committee of the Board shall have the authority to bind the Board, except that no Committee of the Board will have any authority with respect to (a) the submission to Members of any action requiring the approval of the Members; (b) the filing of vacancies on the Board or any committee; (c) the fixing of compensation of the Directors for serving on the Board or any Committee; (d) the amendment or repeal of the Bylaws or adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board which by its terms will not be amendable or repealable; (f) the election or removal of officers and Directors; (g) the approval of a merger or plan of dissolution; (h) the adoption of a resolution



recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or (i) the approval of amendments to the certificate of incorporation.

## **Section 2. Committees of the Corporation**

The Board may by general resolution designate Committees of the Corporation, each consisting of at least three (3) individuals. Members of the Committees of the Corporation shall be appointed by the President with the consent of the Board, and shall serve at the pleasure of the Board. Members of the Committees of the Corporation may include Directors, Members, and any other individuals deemed appropriate by the Board. The Board may prescribe powers and duties to any Committee of the Corporation as the Board chooses in its sole discretion. Any Committee of the Corporation shall have the full authority to conduct the business of that committee, subject to review and approval of the Board. No Committee of the Corporation shall have the authority to bind the Board.

## **Section 3. Committee Meetings.**

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. Committees shall meet as prescribed in their individual descriptions. Committees shall maintain complete and accurate minutes of each committee meeting, which minutes shall include attendance, and shall retain each resolution and unanimous written consent executed by committee members. Said notices, minutes, resolutions and written consents shall be maintained in the permanent records of the committee.

## **ARTICLE VI – OPERATING MINISTRIES**

(a) From time to time, the Corporation may permit various structured outreach programs known as operating ministries, consistent with Christian values, to operate under the auspices of the Corporation.

(b) Acceptance of an operating ministry shall be by resolution adopted by a two-thirds vote of the then-existing board of Directors, present at a duly called meeting for which a quorum has been established. An operating ministry shall remain under the auspices of the Corporation until the operating ministry is disbanded or dissolved or its status is revoked by two-thirds majority vote of the then-existing board of Directors.

(c) The Board and the leadership of each operating ministry shall adopt mutually acceptable governance policies for the operating ministry. The Secretary of the Corporation shall maintain a current copy of these policies.

(d) The Secretary of the Corporation shall maintain a current list of operating ministries together with contact information for each.

(e) All staff and volunteers serve at the pleasure of the Board. The Board is involved in approving Executive Directors and Treasurers of each ministry.

(f) All operating ministry budgets for the forthcoming year must be presented and approved at or before the last meeting of the preceding fiscal year.

## **ARTICLE VII – INDEMNIFICATION AND INSURANCE**

### **Section 1. Indemnification.**

The Corporation may indemnify, including advancement of expenses in defending litigation, its Directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certificate of Incorporation, (2) these Bylaws, (3) a resolution of Members or Directors, or (4) an agreement providing for such indemnification. The Corporation's Members and Directors are hereby authorized to adopt such resolutions and the Corporation is authorized to enter into such agreements. The Corporation shall indemnify its employees and other personnel to the fullest extent permitted by law.

## **Section 2. Insurance.**

The Corporation shall purchase directors' and officers' liability insurance.

## **ARTICLE VIII - MISCELLANEOUS PROVISIONS**

### **Section 1. Corporate Seal.**

The Board may adopt a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, New York."

### **Section 2. Notes, Checks and Drafts.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors or as expressly authorized by these Bylaws. No person shall make a purchase in excess of \$500, which has not been budgeted previously by the Board of Directors, without written authorization from the Board President or designee with subsequent approval by the full Board.

### **Section 3. Contracts.**

The Board of Directors, except as these bylaws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

#### **Section 4. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such federally insured depositories as the Board of Directors may by resolution select.

#### **Section 5. Location of Books.**

The books of the Corporation, including its books of account and minute books, shall be kept at the principal office of the Board or its Secretary.

### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

### **ARTICLE X - CONFLICT OF INTEREST**

Directors, officers, committee Members, employees and other key persons shall abide by the Conflict of Interest Policy of the Corporation as amended from time to time by the Board.

### **ARTICLE XI - RULES OF ORDER AND BYLAW CHANGES**

#### **Section 1. Rules of Order.**

Meetings of the Board shall be governed by Robert's Rules of Order, except where they are inconsistent with the provisions of these Bylaws or applicable New York laws.

#### **Section 2. Bylaw Changes.**

These Bylaws may be amended, repealed or adopted only by an affirmative vote of two-thirds of the Board of Directors of the Corporation present at a duly called meeting for which a quorum has been established.