

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

ARTICLE I - DESCRIPTION

Section 1. Name.

The name of the corporation shall be PERINTON ECUMENICAL MINISTRIES, INC. (the "Corporation").

Section 2. Offices.

The principal office of the Corporation shall be in the Town of Perinton, County of Monroe 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 its business, all of the remaining property and assets of the Corporation after necessary expenses thereof are paid shall be distributed to each of the churches identified in Section 3(a) of the Corporation's Certificate of Incorporation, as amended from time to time, 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.

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 a two-thirds majority vote of the then-existing Board of Directors of the Corporation. A list of the member churches will be maintained by the Secretary of the Corporation and amended from time to time to reflect changes in the member churches.

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 member's representative shall be filed with the Secretary of the Corporation and amended from time to time to reflect changes made by the members in their representation.

Each representative shall serve until a successor is selected by the appointing member church.

The terms "member" and "member church" may be used interchangeably.

Section 2. Rights of Member Churches.

The member churches shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York or the Certificate of Incorporation or Bylaws of the Corporation.

Section 3. Annual Meeting of the Member Churches.

The annual meeting of the member churches shall be held each year no sooner than 45 days after the close of the fiscal year and no later than November 30 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 shall 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 Member Churches.

Special meetings of the member churches 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 directly upon notice to all the members, as provided in Section 6 below. Notice of each special meeting shall be given in writing to each member 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 5. Place of Meetings.

All meetings of the member churches 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. Except as provided in section 4 for special meetings, such notice shall be given either personally or by 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 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.

(b) Formal notice of meeting need not be given to a member church that executes a waiver of notice, either before or after the meeting. The attendance of a member 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 7. Quorum of Members.

The presence in person of one-half 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, whether or not a quorum is present, may adjourn any members' meeting to another time and place. Formal notice of the adjourned meeting need not be given to members who are absent at the time of the 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. Unless otherwise required by law or these Bylaws, the vote of a majority of the members present at the time of the vote at a duly convened meeting, provided a quorum is then present, shall be the act of the members. Voting by proxy shall not be permitted.

(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 consent in writing to the adoption of a resolution setting forth and authorizing the action. The resolution and written consent thereto by the members shall be signed by representatives of 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.)

(b) Any member church may 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.

(c) The Board of Directors may terminate the membership of a member church upon a two-thirds majority vote 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 at least thirty days prior to taking action.

(d) 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 church, prior to the effective date of such resignation or termination.

(e) In the event that a member resigns or is terminated, the director appointed by the resigning or terminated member 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 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 ("Board"). Each person serving as a member of the Board of Directors is herein referred to as "director" or "Director."

Section 2. Number of Directors.

Each member church shall appoint a director, as provided in Section 3 below. The number of Directors shall not exceed the number of member churches nor shall it be less than three. The size of the Board of Directors at any given time shall equal the number of churches then having an appointed and qualifying director. 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.

Section 3. Appointment and Term of 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 and filed with the Secretary of the Corporation shall be conclusive evidence of the appointment. The term of each director so appointed shall extend until his or her

successor is appointed. There shall be no limit on the number of successive terms a director may serve.

Section 4. Removal.

(a) Any director may be removed from office at any time, with or without cause, by his or her appointing member.

(b) A 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 Board, by a two-thirds majority vote, may act to remove a director who has missed three consecutive meetings of the Board.

Section 5. Resignation.

A director may resign at any time by giving written notice to the President of 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 Directorships.

(a) Vacancies on the Board 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.

(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 to hold office until replaced by the appointing member.

Section 7. Annual Meeting of the Board.

The Board shall hold an annual meeting each year no sooner than 45 days after the close of the fiscal year and before November 30, 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 mailed to each member of the Board at the address on record with the Secretary of the Board not less than seven (7) days in advance of the meeting. 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 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, 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.

(d) The number of appointed and qualifying directors of the Corporation,

Adopted February 7, 2011

any increase or decrease during the fiscal period and the location of the current list of directors' names and addresses.

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 a minimum of four (4) members of the Board. Such request shall state the purpose of convening the special meeting. Notice of each such special meeting shall be given in writing to each member 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, or who attends the meeting without protesting prior thereto or at its commencement the lack 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 the Board whose member churches have an appointed representative 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.

(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 need not 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. 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 conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

(d) All staff and volunteers serve at the pleasure of the Board. The Board is responsible for hiring the executive director of Advent House. 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 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 at their annual meeting or thereafter 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. 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 Board 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 Board of Directors shall have such duties as may be provided in these bylaws or as may be delegated to him 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 as shall be assigned to them by the Board of Directors or the President.

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Section 4. Treasurer and Assistant Treasurers.

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. If required by the Board of Directors, the Treasurer shall give bond 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.

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 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 OF THE BOARD OF DIRECTORS

Section 1. Standing Committees.

By resolution, the Board may create an executive committee and/or other standing committees. Each standing committee shall comprise three (3) or more directors. Except as otherwise provided in these Bylaws, the chair and all members of standing committees shall be appointed by the President of the Board, subject to Board approval.

Section 2. Special Committees.

Special committees may be appointed at any time by the President, subject to the approval of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task(s) for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task(s) for which appointed, the special committee shall stand discharged.

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. Standing committees shall meet as prescribed in their individual descriptions, and special committees shall meet with such frequency as is necessary to accomplish their

purposes.

ARTICLE VI – OPERATING MINISTRY

(a) The Corporation operates one structured outreach ministry doing business as Advent House under the auspices of the Corporation.

(b) The board of directors of the Corporation and the leadership of Advent House operating ministry shall adopt a mutually acceptable set of governance policies for the operating ministry. The Secretary of the Corporation shall maintain a current copy of these policies.

(c) The Secretary of the Corporation shall maintain a current list of contact information for Advent House staff.

(d) All staff and volunteers of Advent House serve at the pleasure of the Board. The Board is involved in hiring the executive directors and treasurers.

(e) Advent House 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 is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

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Section 2. Insurance.

The Corporation shall purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

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 \$5,000, 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 first day of July and end on the last day in June in each year.

ARTICLE X - CONFLICT OF INTEREST

Section 1. Reporting Requirement.

Any director, officer, key employee, or committee member having an existing or potential interest in a contract or other transaction presented to the Board or a committee thereof for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full and frank disclosure of the interest to the Board or committee prior to its acting on such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

Section 2. Conflict Determination and Restrictions.

The body to which such disclosure is made shall determine, by majority vote, whether the disclosure shows that the nonvoting and non-participation provisions below must be observed. If so, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is

under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 3. Conflict Policies.

The Board shall adopt conflict of interest policies requiring:

(a) Regular annual statements from directors, officers, and key employees that disclose existing and potential conflicts of interest.

(b) Corrective and disciplinary action with respect to transgressions of such policies.

For the purposes of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he/she is the party (or one of the parties) contracting or dealing with the corporation, or if he/she is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation, or if he/she is otherwise reasonably likely to gain a significant financial, or other personal benefit if the contract or transaction is approved.

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.