

BYLAWS
PROGRAMS OF RELIGIOUS ACTIVITIES WITH YOUTH (P.R.A.Y.)

ARTICLE I - NAME AND LOCATION

The name of this corporation is Programs of Religious Activities With Youth (P.R.A.Y.). The principal office of P.R.A.Y. shall be located in the County of St. Louis, Missouri.

ARTICLE II - PURPOSE

P.R.A.Y. is organized exclusively for charitable, religious and educational purposes, and especially to encourage the Christian spiritual growth of children, youth and families through the God and Country program and by actively promoting relationships between churches and civic youth-serving agencies, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE III - MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERS

There shall be five categories of members. The designation of the categories and qualification requirements of each shall be as follows:

- (a) Denomination Member - A denomination that provides a letter of support for at least one level of the God and Country Program and for the concept of church and youth agency collaborations, and is reviewed and certified by the Credentials/Nominating committee and subject to approval as covered in Section 3 is a member of P.R.A.Y..
- (b) Youth Agency Member - A national youth serving agency (i.e., having over 250,000 members or existing in over 25 states) which promotes the use of the God and Country program and which supports the concept of church and youth agency collaborations, and is reviewed and certified by the Credentials/Nominating committee and subject to approval as covered in Section 3 is a member of P.R.A.Y..
- (c) Affiliate Agency Member – A youth serving agency not meeting definition of “national agency” (i.e., having over 250,000 members or existing in over 25 states) which promotes the use of the God and Country program and which supports the concept of church and youth agency collaborations, and is reviewed and certified by the Credentials/Nominating committee and subject to approval as covered in Section 3 is a member of P.R.A.Y. with voice but no vote and attends meetings at own expense.
- (d) Director- A duly elected Director of the Board of Directors is a member of P.R.A.Y..
- (e) Ex Officio Director – There shall be a chief executive administrator known as the Chief Executive Officer (CEO). The CEO is an ex officio director and member of P.R.A.Y.
- (f) Emeritus Member – Any Director of P.R.A.Y. may be elected to Emeritus Member status by a vote of two-thirds of the members of P.R.A.Y. voting at a meeting at which a quorum is present.

SECTION 2. VOTING

The members of each category shall be entitled to vote as follows:

- (a) Denomination Member - Each Denomination shall designate one individual as its representative, and such designated individual shall have one vote.
- (b) Youth Agency Member - Each Youth Agency shall designate one individual as its representative, and such designated individual shall have one vote.
- (c) Affiliate Agency Member - An Affiliate Agency Member shall not vote.
- (d) Director- Each Director is entitled to one vote.
- (e) Ex Officio Director – The ex officio director shall not vote.
- (f) Emeritus Member - An Emeritus Member shall not vote. An Emeritus Member may, upon request, receive copies of the minutes and may attend the annual meetings of P.R.A.Y.

SECTION 3. APPLICATION PROCEDURES

Applications for Membership shall be in the form and manner determined by the Credentials/Nominating Committee. Each application shall be reviewed and certified by the Credentials/Nominating Committee. New members shall be certified and admitted upon the approving vote of two-thirds of the Directors voting at a meeting at which a quorum is present.

SECTION 4. TERMINATION OF MEMBERSHIP

A majority of the Members attending any regular or called meeting of P.R.A.Y. shall have the power to remove a member for just cause which in its judgment shall be prejudicial to the interest or welfare of P.R.A.Y..

ARTICLE IV - MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING AND NOTICE OF MEETINGS

- (a) An annual meeting of the members shall be held at such place, within or without the State of Missouri as set by the Board of Directors, and shall be held anytime within the months of September, October or November. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the association. The Board of Directors may, at its discretion, set the annual meeting at another time.
- (b) Notice of regular or annual membership meetings shall be given to each voting member, in writing, at least thirty (30) days in advance of the meeting. Notice will be sent by mail or electronic means (fax or email) to each member's address on file with P.R.A.Y.. In the event the Board of Directors exercises discretion to set the annual meeting date at a time other than the three months specified in subsection (a), such written notice will be sent at least sixty (60) days in advance of the meeting.
- (c) Special meetings may be called at any time by the president upon written request of 2/3 of the Board of Directors or 25% of the membership. Notice of the time, place and purpose of such meeting shall be given to each member, and shall be made either by mail or by electronic means (fax or e-mail).
- (d) The entry into the minutes of the notice of any annual or special meeting if read and approved at that meeting or a subsequent meeting shall be conclusive proof of the requisite notice.

SECTION 2. QUORUM

At any meeting of the members the presence of one-tenth (1/10) of the voting members shall constitute a quorum provided that, at a minimum, ten (10) members are present. Members must be physically present to vote on any matter. Neither absentee votes nor votes by proxy shall be permitted or accepted with respect to any matter or vote.

SECTION 3. MEETING PROCEDURES AND RULES

- (a) Provided that a quorum exists, a simple majority shall be required for the passage of business, except as otherwise provided by the Bylaws.
- (b) The President of P.R.A.Y. shall preside at all meetings of the corporation. In the President's absence, the Vice President or such person as the President may appoint, shall serve in that capacity.
- (c) Any regular or called meeting may adjourn from day-to-day or from time-to-time without further notice until the business is complete.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD OF DIRECTORS

- (a) The property and business of P.R.A.Y. shall be managed by a Board of Directors, which shall consist of 9 Directors elected by the membership. The composition of the Board of Directors will be reflective of the member organizations, users, donors, and supporters of P.R.A.Y., and at least one of the Directors must be an ordained clergy from a denomination member of P.R.A.Y.
- (b) Except as otherwise provided in Article V, Section 2(c), the CEO shall serve as an Ex Officio Director while in such employment and will be entitled to attend Board of Directors meetings, but shall not vote on matters before the Board.

SECTION 2. TERMS

- (a) Directors, other than Ex Officio Directors, shall be elected for terms of two (2) years and shall hold office until their successors are elected and installed. No elected Director shall serve more than three consecutive terms and one year must elapse before a Director is eligible for re-election.

In order to provide a rotation, the first election shall designate 3 Directors for one-year terms (not to count as a term of directorship), 3 Directors for two-year terms (to count as one term of directorship), and 3 Directors for three-year terms (to count as one term of directorship).

- (b) Any vacancies occurring among Directors may be filled for an unexpired term by the Board of Directors after the standing Nominating Committee has presented recommendations, provided, however, that any vacancy in the office of President shall be filled by the Vice President. Partial terms of less than one year shall not be counted as a term of office.
- (c) The term of the CEO as an Ex Officio Director shall cease at the time employment as CEO of P.R.A.Y. terminates.

SECTION 3. NONPARTICIPATING DIRECTORS

Any Director who has missed all of the Board of Directors meetings in a year may be considered to have resigned, and upon approval by a majority vote of the Directors present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

SECTION 4. DUTIES OF DIRECTORS

- (a) It shall be the duty of the Directors to attend meetings, implement and enforce the Bylaws of P.R.A.Y., and to manage the business of P.R.A.Y.. The Board of Directors shall report annually to the members of P.R.A.Y. at the appointed day of the Annual Meeting. They will be governed by the Board Policy Manual.
- (b) CEO – As an Ex Officio Director, the CEO is responsible for providing advice and assistance to P.R.A.Y., the Board of Directors, the President and other officers, and the committees; and shall be responsible for administering the total operations of P.R.A.Y. The CEO shall have such other powers and perform such other duties as may be provided by the Board of Directors. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

SECTION 5. MEETINGS

Regular meetings of the Board of Directors shall be held not less than two (2) times a year. Special Board meetings may be called by the President or by a majority vote of the officers.

SECTION 6. NOTICE

Notice of regular Board of Directors meetings shall be given to each Director, in writing, at least thirty (30) days in advance of the meetings. Notice of special Board meetings shall be given to each Director at least forty-eight (48) hours in advance of the meeting. Notice of a special Board meeting may be made either by mail or by electronic means (fax or e-mail), and must state the specific business to be transacted, and only the business mentioned may be transacted.

SECTION 7. QUORUM

- (a) The presence of a majority of the Directors shall constitute a quorum for the transaction of business.
- (b) The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In all matters coming before the Board of Directors, each Director shall be entitled to cast one (1) vote.

SECTION 8. ATTENDANCE

Attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 9. CONFERENCE CALL

The Board of Directors, any committee designated by the Board of Directors, or any one or more Directors or members of such a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. This section shall not apply for purposes of conducting the annual meeting set forth in Article IV, Section 1. This section shall not apply with respect to any meeting conducted in a location which is not equipped with a conference telephone or similar communications equipment that would permit all persons participating in such meeting to hear each person and receive all handouts; in such case only actual physical presence shall constitute presence in person at the meeting.

SECTION 10. WRITTEN CONSENT

Any action which is required to be or may be taken at a meeting of the Directors or any committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors or members of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committees as the case may be.

ARTICLE VI - OFFICERS

SECTION 1. OFFICERS AND DUTIES

- (a) The officers of P.R.A.Y. must be current Directors. They shall concurrently be officers of both P.R.A.Y. and the Board of Directors and shall be:
 - i. **President.** It shall be the duty of the President to 1) preside at all meetings of the corporation; 2) perform other duties as usually pertain to the office. Any appointments by the President shall be approved by the Board of Directors.
 - ii. **Vice President.** The Vice President shall perform such duties as shall be assigned and shall exercise such powers as may be granted by the Board of Directors or by the President. In the absence of the President, the Vice President shall preside at any business meeting at which the President of P.R.A.Y. is absent.
 - iii. **Secretary/Treasurer.** The Secretary/Treasurer shall act as clerk at all meetings of the Board of Directors and record and preserve the official minutes and financial statements of the Board and direct their distribution to the members of the Board and the CEO. The Secretary/Treasurer shall sign official Board correspondence or legal documents when requested by the Board. The Secretary/Treasurer shall also have responsibility for the

corporate funds and shall keep accurate accounts of receipts and disbursements in books to be maintained by the Secretary/Treasurer for such purpose; the Secretary/Treasurer shall deposit all monies and other valuable effects of P.R.A.Y. in the name and to the credit of P.R.A.Y. in depositories designated by the Board of Directors. The Secretary/Treasurer shall disburse the funds of P.R.A.Y. as may be ordered by the Board of Directors and shall render to the President and Board of Directors at regular or special meetings thereof, an accounting of all the transactions conducted by the Secretary/Treasurer and of the financial condition of P.R.A.Y. The Board of Directors may designate any of their number to act as temporary Secretary/Treasurer in the absence of the Secretary/Treasurer.

SECTION 2. TERMS

Officers shall be elected at the annual business meeting of the members of P.R.A.Y. The term shall be for one (1) year. Terms of officers shall begin immediately following the annual meeting, unless otherwise provided by the Board of Directors. No elected officer shall serve more than two (2) consecutive terms in the same position and one year must elapse before an officer is eligible for re-election.

SECTION 3. NOMINATIONS

The Credentials/Nominating Committee shall, at least four weeks prior to the annual election, present a single slate of candidates to the members in writing by mail or electronic means (fax or e-mail).

Nominations may be made from the floor at the annual meeting, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted, with their qualifications, at least forty-eight hours before the beginning of the meeting.

SECTION 4. VACANCIES

Any vacancies occurring among the officers or elected Directors shall be filled for an unexpired term by the Board of Directors after the standing Credentials/Nominating Committee has presented recommendations; provided, however, that any vacancy in the office of President shall be filled by the Vice President. Partial terms of one year or less shall not be counted as a term of office.

ARTICLE VII - STANDING COMMITTEES

SECTION 1. CREDENTIALS/NOMINATING COMMITTEE

- (a) The Credentials/Nominating Committee shall be composed of not less than three (3) and no more than five (5) members. Approximately one-third shall be elected from among the Directors and at least a majority of the members of the committee shall be members of P.R.A.Y. (non-Directors). The members of the committee shall elect a chair; the chair shall be ex officio a member of the Board of Directors, if not already a Director.

- (b) Members of the committee shall be elected by the P.R.A.Y. membership at an Annual Meeting for a term of two years, or until their successors are elected, and shall not be eligible again for Credentials/Nominating Committee membership until after a lapse of 1 year. In order to provide a rotation, the first election shall designate 2 committee members for one-year terms, and 3 committee members for two-year terms.
- (c) It shall be the duty of this Committee to nominate candidates for officers and the Board of Directors.
- (d) It shall also be the duty to investigate and nominate new members in accordance with the provisions set forth in Article III of the Bylaws.
- (e) Any vacancies occurring in the Credentials/Nominating Committee may be filled for an unexpired term by the Board of Directors after the standing Nominating Committee has presented recommendations. Partial terms of less than one year shall not be counted as a term of office.

SECTION 2. ADMINISTRATIVE COMMITTEE

- (a) The Administrative Committee shall be composed of three members. The chair of the Administrative Committee shall be appointed by the President and approved by the Board of Directors for a term which expires with the President's term. Any vacancy occurring among the Chair of the Administrative Committee shall be filled for the unexpired term in the same manner. The Chair shall then appoint two other Directors as members of the Administrative Committee.
- (b) It shall be the duty of this committee to work with the Board of Directors in the areas of finance and personnel.
- (c) The Chair is responsible for reporting committee activities to the Board of Directors at each member meeting and at other times as requested by the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri as now in effect or as hereafter amended any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he/she is or was a Director, officer, committee member, employee or agent of the corporation or serves any other enterprise as such at the request of the corporation.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Article VIII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The proceedings of all meetings shall be governed by Robert's Rules of Order, latest revised edition, except as otherwise agreed upon by the membership.

ARTICLE X - AMENDMENTS

After approval by the Board of Directors, these Bylaws may be amended at any regular or special meeting of the members at which a quorum is present, by the affirmative vote of a majority of the voting members entitled to vote on the proposed amendment or of two-thirds of the votes cast, whichever is less. The notice of the meeting shall include a copy or summary of the proposed amendment.

Date: _____ Secretary