

AMENDED AND RESTATED BYLAWS OF PROGRAMS OF RELIGIOUS ACTIVITIES WITH YOUTH (P.R.A.Y.), A MISSOURI NONPROFIT CORPORATION

WHEREAS, Programs of Religious Activities With Youth (hereinafter referred to as "P.R.A.Y.") was incorporated as a Missouri nonprofit corporation on or about April 19, 1999; and

WHEREAS, shortly thereafter, P.R.A.Y. adopted its Bylaws, which have subsequently been amended; and

WHEREAS, P.R.A.Y. is desirous of further amending and restating its Bylaws as set forth herein.

NOW THEREFORE, the Board of Directors of P.R.A.Y. hereby adopts and approves the following Amended and Restated Bylaws of P.R.A.Y., as of _____, 2015.

ARTICLE I - PURPOSES AND RESTRICTIONS

In addition to the non-profit purposes of P.R.A.Y. stated in the Articles of Incorporation, as amended, the purpose of P.R.A.Y. is to:

- especially encourage the Christian spiritual growth of children, youth and families through the P.R.A.Y. program, and
- actively promote relationships between churches and civic youth-serving agencies.

No part of the net earnings or other assets of P.R.A.Y. shall inure to the benefit of, be distributed to or among, or revert to, any Director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of P.R.A.Y., except that P.R.A.Y. may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II - OFFICES

The principal office of P.R.A.Y. in the State of Missouri shall be located in the County of St. Louis. P.R.A.Y. may have such other offices within or without said City as may be required.

The registered office of P.R.A.Y. required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from

time to time in conformity with the laws of the State of Missouri. P.R.A.Y. shall maintain a registered agent whose address shall be the same as that of the registered office of P.R.A.Y.

ARTICLE III - MEMBERS

Categories of Members.

A. There shall be six categories of Members. The designation of the categories and qualification requirements of each shall be as follows:

(1) Denomination Member - A Christian denomination that provides a letter of support for at least one level of the P.R.A.Y. Program and for the concept of church and youth agency collaborations, and is reviewed and approved by the Credentials/Nominating Committee and subject to approval as provided herein is a Member of P.R.A.Y.

(2) Youth Agency Member - A national youth serving agency (*i.e.*, a 501(c)3 organization having over twenty-five thousand (25,000) members and currently active in over twenty-five (25) states) which promotes the use of the P.R.A.Y. program and which supports the concept of church and youth agency collaborations, and is reviewed and approved by the Credentials/Nominating Committee and subject to approval as provided herein is a Member of P.R.A.Y.

(3) Affiliate Agency Member – A 501(c)3 organization which does not meet the definition of “Youth Agency Member” (above) which promotes the use of the P.R.A.Y. program and which supports the concept of church and youth agency collaborations, and is reviewed and approved by the Credentials/Nominating Committee and subject to approval as provided herein is a Member of P.R.A.Y. Affiliate Agency Members shall have the right to attend and participate in P.R.A.Y. Member meetings, but shall have no right to vote at such meetings.

(4) Director- A duly elected Director of the Board of Directors is a Member of P.R.A.Y.

(5) Ex Officio Director – There shall be a chief executive administrator known as the Chief Executive Officer . The Chief Executive Officer is an *ex officio* Director and Member of P.R.A.Y.

(6) Emeritus Member – Any former Director of P.R.A.Y. (or current Director whose term is expiring and not seeking re-election) 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.

Voting.

B. Voting. Subject to and in accordance with the following provisions, each Member shall be entitled to one vote on each matter submitted to a vote of Members.

(1) Denomination Member - Each Denomination shall designate one individual as its representative, and such designated individual shall have one (1) vote on behalf of said Member on each matter submitted to a vote of Members.

(2) Youth Agency Member - Each Youth Agency shall designate one individual as its representative, and such designated individual shall have one (1) vote on behalf of said Member on each matter submitted to a vote of Members.

(3) Affiliate Agency Member - An Affiliate Agency Member shall not be entitled to vote on matters submitted to a vote of Members.

(4) Director- Each Director is entitled to one (1) vote on matters submitted to a vote of Members.

(5) *Ex Officio* Director - The *ex officio* Director shall not be entitled to vote on matters submitted to a vote of Members.

(6) Emeritus Member - An Emeritus Member shall not be entitled to vote on matters submitted to a vote of Members.

The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

Annual Meeting.

C. Annual Meeting. The annual meeting of the Members shall be held during Autumn of each year, either within or outside of the State of Missouri, as determined by the Board of Directors of P.R.A.Y. Such annual meeting shall be for the purpose of electing Directors, voting on matters subject to a vote of the Members, reporting on the financial status of P.R.A.Y., and for the transaction of such other business as may come before the meeting. At the annual meeting, the President shall report on the activities and financial condition of P.R.A.Y.

Special Meetings.

D. Special Meetings. Special meetings of the Members may be called by the President upon written request of 2/3 of the Board of Directors, or 1/4 of the Members.

Place of Meeting.

E. Place of Meeting. The place of meetings of the Members shall be held at P.R.A.Y.'s principal office, or at such other location as may be specified by the Board of Directors.

Participation Through Electronic Communication.

F. Participation Through Electronic Communication. Members may participate in a meeting of the Members by means of 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.

Action Without Meeting.

G. Action Without Meeting. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereof. Written notice of Member approval pursuant to such action shall be given to all Members who have not signed the written consent. The Secretary of P.R.A.Y. shall file the consents with the minutes of the meetings of the Members of P.R.A.Y.

Notice.

H. Notice. Notice of any annual, regular or special meeting shall be delivered not less than thirty (30), nor more than sixty (60) days, before the date of the meeting, either personally or by mail (United States Mail or electronic mail (or facsimile)), by or at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting, or otherwise shall be announced at the immediately preceding meeting of the Members. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) three (3) days after its deposit in the United States Mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or approved mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any regular or special meeting of the Members, to the extent reasonably known at the time of providing notice, must be specified in the notice of such meeting. 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.

Quorum.

I. Quorum. A minimum of ten (10) Members shall constitute a quorum for the transaction of business at any meeting of the Members.

Manner of Acting and Rules of Order.

J. Manner of Acting and Rules of Order. In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order.

Powers.

K. Powers. All powers not reserved to the Members are delegated to the Board of Directors.

Membership Approval

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

Termination of Membership

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

Responsibilities

N. Responsibilities. Members shall elect the following positions in accordance with the procedures set forth in these Bylaws:

- (1) Members of the Board of Directors;
- (2) Officers of the Board;
- (3) Members of the Credentials/Nominating Committee; and
- (4) Members of the Endowment Board.

Subject to the Members' rights to vote on matters submitted to them, Members shall determine the general direction of P.R.A.Y. by receiving and acting upon recommendations of the Board and by giving guidance to the Board. Members shall conduct such other business as may from time to time come before the Membership, in accordance with these Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

Management.

A. Management. The affairs of P.R.A.Y. shall be managed, supervised and controlled by a Board of Directors, consisting of not less than nine (9) and no more than eleven (11) persons. Directors shall be elected by the Members in the manner specified in Article III hereof with every reasonable effort to reflect the geographic and demographic diversity of P.R.A.Y. and its Member organizations. The Board of Directors shall include at least one (1) ordained clergy from a Denomination Member of P.R.A.Y. The Chief Executive Officer shall be an *Ex Officio* Director, without the right to vote or make motions at any meetings. The number of Directors constituting the Board shall be as fixed from time to time by the Board of Directors. The Board of Directors may only take action and/or legally bind P.R.A.Y. as a collective body of persons, and no single Director has authority to act on behalf of or to legally bind P.R.A.Y., unless duly authorized in writing by the Board of Directors in accordance with these Bylaws.

Term and Election of Directors.

B. Term and Election of Directors. The full term of office of Directors shall be two (2) years. In order to provide for a rotation and staggering of the terms of the Directors, and to maintain a balance of new and returning Directors, the Nominating Committee may designate certain Directors' terms as one (1) year terms (which shall not count against such person serving as said Director in said term as an eligible Directorship term). The Directors so elected shall fill the place of retiring Directors. In the event of a change in the number of Directors, the resolution effectuating such change shall specify the years in which the terms of the directorships thereby created shall first expire. Vacancies occurring in the Board of Directors, including vacancies due to an increase in the number of Directors, may be filled by the Directors then in office, after the Nominating Committee has presented recommendations to the Board, provided however, that any vacancy in the office of President shall be filled by the Vice-President for the remainder of the then current term. No elected Director may serve more than three (3) consecutive terms and one (1) year must elapse before a person is eligible for re-election as a Director. For purposes of computation, a partial term of less than one (1) year shall not be considered as a term of office. Further, the term of the Chief Executive Officer, as an *Ex Officio* Director, shall cease at the time his/her employment as Chief Executive Officer of P.R.A.Y. terminates, for any reason.

Removal and Resignation.

C. Removal and Resignation. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of P.R.A.Y.; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of a

majority of the Members at a meeting of the Members at which a quorum is present. Notwithstanding the previous sentence, a Director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the Director, and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting, is the removal of the Director. Any such resignation or removal shall take effect at the time specified therein. Any Director who has missed all of the Board of Directors meetings in a calendar 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 that he/she has been removed from the Board for such reason.

Regular Meetings.

D. Meetings. The Board of Directors shall meet at least three (3) times per year, and to the extent reasonably possible, shall immediately follow or precede the annual meeting of the Members of P.R.A.Y.

Special Meetings.

E. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority vote of the Directors.

Meetings.

F. Meetings. Meetings of the Board of Directors, regular or special, may be held at any place either within or outside of the State of Missouri, or from time to time by resolution of the Board of Directors or by unanimous written consent of the Directors thereof. Meetings of the Board of Directors shall be held upon such notice as provided herein. The business to be transacted at and the purpose of any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Participation Through Electronic Communication.

G. Participation Through Electronic Communication. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of 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.

Action Without Meeting.

H. Action Without Meeting. Any action which is required to be or may be taken at a meeting of the Directors, or any committee established by the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors of the Board or of the committee, as the case may be. The consent 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 committee, as the case may be.

Notice.

I. Notice of any annual or regular meetings shall be delivered not less than thirty (30), nor more than sixty (60) days, before the date of the meeting, either personally or by mail (United States Mail or electronic mail (or facsimile)). Notice of special meetings shall be delivered not less than forty-eight (48) hours prior to said meeting via the same delivery means as permitted for annual or regular meetings. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) three (3) days after its deposit in the United States Mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or approved mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any regular or special meeting of the Board of Directors, to the extent reasonably known at the time of providing notice, must be specified in the notice of such meeting. Notwithstanding the foregoing sentence, only those matters listed in the notice of a special meeting may be transacted at said special meeting. The entry into the minutes of the notice of any annual, regular or special meeting, if read and approved at that meeting or a subsequent meeting, shall be conclusive proof of the requisite notice.

Quorum.

J. Quorum. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In all matters before the Board of Directors, each Director shall be entitled to cast one (1) vote.

Manner of Acting and Rules of Order.

K. Manner of Acting and Rules of Order. In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order.

Duties of the Board of Directors.

L. Duties of Board of Directors.

(1) It shall be the duty of each of the Directors to attend and participate in meetings, implement and enforce the Bylaws of P.R.A.Y., and report annually to the Members of P.R.A.Y. at the appointed day of the Annual Meeting. The Directors will be governed by the Board Policy Manual and be responsible for the following:

- (a) Employing, supervising, evaluating and removing the Chief Executive Officer of P.R.A.Y.;
- (b) Establishing and monitoring the enforcement of major policy matters;
- (c) Raising funds;
- (d) Preserving the financial integrity of P.R.A.Y.; and
- (e) With the assistance of the Chief Executive Officer, formulating major strategic vision and long and short-term goals.

(2) Chief Executive Officer – As an *Ex Officio* Director, the Chief Executive Officer 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 Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors and subject to applicable law.

ARTICLE V - OFFICERS

Number, Election & Vacancies.

A. Number, Election & Vacancies. The officers of P.R.A.Y. shall be a President, a Vice President, and a Secretary/Treasurer. All officers shall be elected at the Annual Meeting of the Board by a majority of those Members present, and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by a vote of the majority of the Board of Directors for a candidate who is currently on the Board of Directors, following recommendations by the Credentials/Nominating Committee, for the unexpired term (except in the case of the President, which vacancy shall automatically be filled by the current Vice-President). The officers of P.R.A.Y. must be current Directors and serve concurrently as an officer and a Director. No elected officer shall serve more than two (2) consecutive terms in the same position and at least one (1) year must elapse before a person is eligible for re-election into any office. Partial terms of less than one (1) year shall not be considered as term of office.

President.

B. President. The President shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of P.R.A.Y. as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by P.R.A.Y.; and, in general, shall perform all such other duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors. Any appointments made by the President shall be subject to the approval of the Board of Directors in order to take effect.

Vice President.

C. Vice President. The Vice President shall act as President in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the President and/or the Board of Directors.

Secretary/Treasurer.

D. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for:

(1) recording and preserving the minutes of the meetings of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of P.R.A.Y., shall cause notices of all meetings of the Board of Directors and committees to be given to the members thereof.

(2) for all funds of P.R.A.Y., shall direct that such funds be deposited in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of P.R.A.Y., that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment.

(3) all other duties incident to the office of Secretary/Treasurer or as from time to time directed by the Board of Directors and/or by the President.

Removal and Resignation.

F. Removal and Resignation. Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

Nominations.

G. Nominations. The Credentials/Nominating Committee shall, at least four (4) weeks prior to the annual election, present a single slate of candidates to the Members in writing by United States Mail or electronic means (facsimile or electronic 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 (48) hours before the beginning of the meeting to the Chair of the Credentials/Nominating Committee.

ARTICLE VI – STANDING COMMITTEES

Credentials/Nominating Committee

A. Credentials/Nominating Committee.

(1) 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.

(2) Members of the committee shall be elected by the P.R.A.Y. membership at an Annual Meeting for a term of two (2) years, or until their successors are elected, and shall not be eligible again for Credentials/Nominating Committee membership until after a lapse of one (1) year of being off of the committee.

(3) It shall be the duty of this Committee to nominate candidates for officers and the Board of Directors, members of the Credentials/Nominating Committee and Endowment Committee.

(4) It shall also be the duty to investigate and nominate new Members in accordance with the provisions set forth in the Bylaws.

(5) The committee will be responsible for collaborating with the Board on:

- a. Orientation and continuing education;
- b. Identification of prospects Board and committee members;
- c. Identification of needed skills and talents for the Board;
- d. Succession planning; and
- e. Assessment of Board performance.

(6) Any vacancies occurring in the Credentials/Nominating Committee may be filled for an unexpired term by the Board of Directors after the standing Credentials/Nominating Committee has presented recommendations. Partial terms of less than one year shall not be counted as a term of office.

Executive Committee

B. Executive Committee.

(1) The Executive Committee shall be composed of three (3) members. The chair of the Executive 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 Executive Committee shall be filled for the unexpired term in the same manner. The Chair shall then appoint two other Directors as members of the Executive Committee.

(2) It shall be the duty of this committee to work with the Board of Directors in the areas of finance and personnel.

(3) The Chair is responsible for reporting committee activities to the Members at each member Annual meeting and to the Board of Directors at each Regular meeting and at other times as requested by the Board of Directors.

Endowment Committee

C. Endowment Committee.

(1) The Endowment Committee shall be composed of five (5) Trustees (two (2) Trustees shall be P.R.A.Y. Board members, and three (3) Trustees shall be non-Board members). The members of the Endowment Committee shall elect a chair; the chair shall be *ex officio* a member of the Board of Directors, if not already a Director. The Endowment Committee shall operate in accordance with these Amended and Restated Bylaws and with said Committee's own bylaws.

(2) Members of the Endowment Committee shall be elected by the Members of P.R.A.Y. at an Annual Meeting for a term of three (3) years, or until their successors are elected, and shall serve no more than two (2) consecutive terms.

(3) It shall be the duty of the Endowment Committee to have full power to control the Endowment funds in accordance with the Endowment Bylaws for the benefit of P.R.A.Y. and its programs.

(4) Any vacancies occurring in the Endowment may be filled for an unexpired term by the Board of Directors. Partial terms of less than one year shall not be counted as a term of office.

Audit Committee

D. Audit Committee

(1) The Audit Committee shall be composed of three (3) members: 2 Board members and 1 non-Board member. The members of the Audit 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 in such positions shall be filled for the unexpired term in the same manner.

(2) It shall be the duty of the Audit Committee to coordinate, monitor, and work closely with P.R.A.Y.'s staff and officers to prepare P.R.A.Y. for an annual independent audit. The Audit Committee also may participate in the decision to hire the auditor and should be responsible for evaluating the audit process and recommending whether or not to reengage the audit firm for subsequent audits. The Audit Committee shall present the auditors' findings to the Board of Directors in a timely manner, ensure that the Board understands any recommendations made by the auditors before formally accepting the audit report. Further, the Audit Committee shall recommend changes, if any, in practices or reporting in order to maintain or bring P.R.A.Y. into a "best practices" position.

(3) Without limiting the generality of the foregoing, the Audit Committee shall:

a. be responsible for the appointment, compensation, and oversight of the independent auditors' work;

b. ask questions of staff and officers and the independent auditors to evaluate the audit process;

c. receive reports directly from the auditors in connection with the audit's findings, and

d. receive and consider actions to recommend to the full Board as a result of recommendations from the auditors about actions P.R.A.Y. should take to improve its financial reporting and management practices, as needed.

ARTICLE VII – FIDUCIARY RESPONSIBILITIES

A. Fiscal Year. The fiscal year shall be July 1 to June 30, unless amended by the Board of Directors.

B. Contributions. Any contributions, bequests, and gifts made to P.R.A.Y. shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the board.

C. Depositories. All funds of P.R.A.Y. shall be deposited to the credit of P.R.A.Y., under such conditions and in such banks as shall be designated by the Board of Directors.

D. Approved Signatures. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of P.R.A.Y. shall be provided by resolution of the Board of Directors.

E. Bonding. All persons having access to, or major responsibility for the handling of moneys and securities of P.R.A.Y. shall be bonded, as provided by resolution of the Board of Directors.

F. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

G. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Audit Committee Board of Directors. Said certified public accountant or other independent public accountant may attend meetings of the Board of Directors and participate as necessary and advisable.

H. Financial Reports. A summary report of the financial operations of the P.R.A.Y. shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

I. Legal Counsel. Independent legal counsel should be retained by the Board of Directors to: (a) ensure compliance with the federal and state requirements; (b) review and advise on any, and all, legal instruments P.R.A.Y. executes, such as leases, contracts,

property purchase, or sale; and (c) review and advise on any official statements developed for the media (print, television, radio, Internet) or any item the Board or Chief Executive Officer deems necessary.

J. Investments. The Endowment Committee shall invest the funds in accordance with the direction of the Board of Directors, or any committee of the board appointed for such purpose.

ARTICLE VIII - GENERAL PROVISIONS

Contracts, Etc., How Executed.

A. Contracts, Etc., How Executed. Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of P.R.A.Y., and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind P.R.A.Y. by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Deposits.

B. Deposits. All funds of P.R.A.Y. shall be deposited from time to time to the credit of P.R.A.Y. with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of P.R.A.Y. to whom such power may be delegated from time to time by the Board of Directors.

Checks, Drafts, etc.

C. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of P.R.A.Y., shall be signed by such officer or officers, agent or agents of P.R.A.Y., and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of P.R.A.Y. in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of P.R.A.Y. to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

ARTICLE IX - CONFLICT OF INTEREST

No contract or transaction between P.R.A.Y. and one or more of its Directors or officers, or between P.R.A.Y. and any other corporation, partnership, association, or organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, *if* the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present. No Director, officer, or employee of P.R.A.Y. shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan, or other consideration) from any person or entity that has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with P.R.A.Y. without first making a disclosure of such conflict of interest to the Board and receiving approval of the same.

ARTICLE X - INDEMNIFICATION

Mandatory Indemnification.

A. Mandatory Indemnification. P.R.A.Y. shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he/she is or was a Director of P.R.A.Y., against reasonable expenses actually incurred by the Director in connection with the proceeding.

B. Permissive Indemnification.

(1) P.R.A.Y. may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of P.R.A.Y., by reason of the fact that he/she is or was a Director, officer, employee or agent of P.R.A.Y., or is or was serving at the request of P.R.A.Y., or is or was serving at the request of P.R.A.Y. as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of P.R.A.Y., and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, by order, by settlement, by 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 which he or she reasonably believed to be in or not opposed to the best interests of P.R.A.Y., and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(2) P.R.A.Y. may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of P.R.A.Y. to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of P.R.A.Y., or is or was serving at the request of P.R.A.Y. as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of P.R.A.Y.; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to P.R.A.Y. unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

(3) To the extent that a Director, officer, employee or agent of P.R.A.Y. has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

(4) Any indemnification under subsections (1) and (2) of this section, unless ordered by a court, shall be made by P.R.A.Y. only as authorized in the specific case upon a determination that 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 this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by P.R.A.Y. in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall

ultimately be determined that he or she is entitled to be indemnified by P.R.A.Y. as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.117, Mo. Rev. Stat. 1986, any other provision of law, the Articles of Incorporation of P.R.A.Y. or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) P.R.A.Y. shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (6), to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of P.R.A.Y. as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of P.R.A.Y. or any duly adopted amendment thereof, or (ii) is authorized, directed, or provided for in these Bylaw or agreement of P.R.A.Y. which has been adopted by a vote of the Board of Directors of P.R.A.Y., and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(8) For the purpose of this section, references to the "P.R.A.Y." include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Insurance.

C. Insurance. P.R.A.Y. may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of P.R.A.Y., or who, while a Director, officer, employee, or agent of P.R.A.Y., is or was serving at the request of P.R.A.Y. as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan,

or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not P.R.A.Y. would have power to indemnify the person against the same liability under section (A) or (B) above.

ARTICLE - XI AMENDMENTS TO ARTICLES AND BYLAWS

Any amendments to the Articles of Incorporation or the Bylaws of P.R.A.Y. must be approved by two-thirds (2/3) of the votes cast by the Members at a meeting at which a quorum of Members is present, which vote must follow the approval by two-thirds (2/3) of the votes cast by the Directors at a meeting at which a quorum of Directors is present.