BY-LAWS
of
EAST END YOUTH MINISTRIES, INC.

ARTICLE I
GENERAL

Section 1. Name

The name of the Corporation shall be East End Youth Ministries, Inc., as set forth in the Articles of Incorporation, as from time to time amended.

Section 2. Office

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time.

Section 3. Fiscal Year

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

Section 4. Founding Church

The following Church is formally designated the "Founding Church" of the Corporation and hereafter will be referred to as the "Founding Church":

Beulah Presbyterian Church, 2500 McCrady Road, Pittsburgh, PA 15235

Section 5. Partner Churches and Organizations

The following Churches and organizations are formally designated "Partner Churches or Organizations" of the Corporation and hereafter will be referred to as "Partner Churches or Organizations":

a) First Baptist Church of Monroeville, 3970 Monroeville Blvd, Monroeville, PA 15146
b) Waverly Presbyterian Church, 590 S Braddock Ave, Pittsburgh, PA 15221
c)

ARTICLE II
FOUNDING CHURCH

Section 1. Designation

(a) The Founding Church listed in Article I, section 4 hereof.
(b) The Founding Church shall have only such rights as are expressly granted herein or as are mandatory under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (15 Pa.C.S.A. Section 5101 et seq.) (herein referred to as the "Nonprofit Corporation Law").

Section 2. Rights and Responsibilities

(a) The Founding Church shall be entitled to nominate one Director for election to the Board.
(b) The Founding Church shall nominate a Board Director during each election cycle in which their member seat is or will become vacant and shall notify the Nominating Committee of the Board of the identity of the nominee.
(c) The Founding Church's nominee shall be approved by the Founding Church's applicable governing body.
(d) Founding Church's nomination should be made in consultation with the EEYM Board's Nominating Committee.
(e) Prospective Directors from the Founding Church shall be subject to the standard election process set forth in these Bylaws.
(f) In the event that the Founding Church's nominee is not elected, the Founding Church shall nominate another candidate in accordance with these Bylaws.
(g) Failure to nominate a Director pursuant to Article II, Section 1(b), above, in any Director election cycle shall not waive a Founding Church's right to nominate in any subsequent election.

ARTICLE III
PARTNER CHURCHES AND ORGANIZATIONS

Section 1. Designation

(a) Churches and Organizations designated as "Partner Churches or Organizations" are identified in Article I, section 5 hereof.
(b) Partner Churches and Organizations shall have only such rights as are expressly granted herein or as are mandatory under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (15 Pa.C.S.A. Section 5101 et seq.) (herein referred to as the "Nonprofit Corporation Law").

Section 2. Rights and Responsibilities

(a) Each Partner Church or Organization shall be entitled to nominate one Director for election to the Board.
(b) Each Partner Church or Organization shall nominate a Board Director during each election cycle in which their seat is vacant or anticipated to be vacant and shall notify the Nominating Committee of the Board of the identity of the nominee.
(c) Each Partner Church or Organization nominee shall be approved by the Partner Church or Organization's applicable governing body.
(d) Partner Church or Organization nominations should be made in consultation with the EEYM Board's Nominating Committee.
(e) Prospective Directors from a Partner Church or Organization shall be subject to the standard nomination and election process set forth in these Bylaws.
(f) In the event that a Founding Church or Organization's nominee is not elected, the Founding Church or Organization shall nominate another candidate in accordance with these Bylaws.
(g) Failure to nominate a Director pursuant to Article II, Section 1(b), above, in any Director election cycle shall not waive a Partner Church or Organization's right to appoint in any subsequent election.

Section 3. Eligibility Requirements for Partner Churches and Organizations

Churches or Organizations shall be eligible to become Partner Churches or Organizations if they meet the following criteria:

(a) They have demonstrated a commitment to the mission of the corporation.

(b) They actively promote the mission of the corporation.

(c) They are an annual financial contributor to the corporation.

(d) They have been designated as a Partner Church or Organization by a two-thirds (2/3) majority vote of the Directors.

Section 4. Suspension or Revocation of Partner Church or Organization Status.

(a) Partner Church or Organization status may be (i) suspended for any time period and subject to such conditions as the Directors may specify, or (ii) revoked for cause, by a two-thirds (⅔) majority vote of the Directors provided that notice of a meeting to consider such action shall be given to each Partner Church or Organization to be affected at least five (5) days prior to the scheduled date of the Board meeting at which such action will be considered.

Section 5. Resignation, Termination and Reinstatement.

(a) Any Partner Church or Organization wishing to voluntarily withdraw from the Corporation may do so by giving the Secretary a written notice of resignation.

(b) A church or organization's Partner status with the Corporation shall terminate automatically when any Partner Church or Organization is no longer eligible as provided under Article III, sections 4 & 5(a)

(c) A former or suspended Partner Church or Organization of the Corporation may be reinstated by a two-thirds (2/3) majority of the Board of Directors.

Section 6. Transfer of Partner Church or Organization status.

Partner Churches or Organizations of the Corporation cannot transfer or assign their Partner Church or Organization status.

ARTICLE IV
DIRECTORS

Section 1. General Powers.

A Board of Directors shall manage the operations, property and affairs of the Corporation. Directors need not be residents of Pennsylvania.

Section 2. Number, Nomination and Election.

(a) The authorized number of Directors shall be no less than five and no more than eleven Directors.

(b) Directors not otherwise appointed as set forth in Articles II and III will be nominated for office by majority vote of a Nominating Committee to be established from time to time by the Board of Directors and elected by a majority vote of the Board of Directors at any duly constituted meeting of the Board.

Section 3. Terms.

(a) The first Directors shall be divided as equally as possible into three (3) groups. One group shall serve an initial term of one (1) year. Another group shall serve an initial term of two (2) years. The remaining group shall serve an initial term of three (3) years. Thereafter, at each Annual Meeting of the Board of Directors, the Board of Directors shall elect directors to fill expiring terms, each director to hold office for a term of three (3) years until the director's successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of Directors, or in the case of a newly-elected director, the director may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. Directors shall hold office until their successors are elected and qualified.

(b) In the event that the term of any Director of the Corporation shall expire without his being elected for another term and no successor to such Director shall have become appointed and qualified, such Director shall continue to hold office until his successor shall be elected and qualified.

(c) A Director may be removed with or without cause, at any time, by vote of a two-thirds (⅔) majority of the Board of Directors.

(d) The Secretary of the Corporation shall maintain records of the terms of Directors and advise the Executive Director, the President and the respective Director three (3) months before the end of a term.

Section 4. Right of Dissent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director's shall file a written dissent to such with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 5. Compensation of Directors.

Directors, as such, shall not receive any salary for their services; provided, however, that nothing herein shall be construed to preclude any Director from providing goods or services to the Corporation in any other capacity and receiving compensation thereof.

Section 6. Vacancies.

Whenever any vacancy occurs during the term of any Director of the Corporation, whether caused by resignation, removal, or death, or for any other reason whatsoever, the President of the

Corporation shall forthwith give written notice of such vacancy (i) in the case of Founding Church or Partner Church or Organization appointed Directors, to the Founding or Partner Church or Organization with a request that the Founding or Partner Church or Organization appoint an new Director within 60 days of the date of the notice, or (ii) in the case of any other Director to the Board of Directors in order that such vacancy or vacancies may be filled pursuant to Article IV, Section 2 (b). In the event that a Founding or Partner church or Organization does not replace its Director within 90 days of receiving notice of the vacancy, then the Board may fill such a vacancy pursuant to Article IV, Sec 2 (b). Such vacancy appointments or elections shall be for the remainder of the term of the former Director whose seat is thus filled.

Section 7. Regular Meetings.

The Board of Directors shall hold regular meetings with such frequency as the Board may from time to time determine, provided that the Board meets at least once per quarter. The Board of Directors may hold its regular meetings at such places and at such times as the Board of Directors shall from time to time determine. An annual meeting of the Board of Directors may be held at such time and place as determined by the Board. Unless otherwise provided by the Board of Directors or the President, or unless waivers of notice of a meeting have been signed by the directors, notice of the time and location of a meeting of the Board of Directors shall be given at least 10 days before the meeting.

Section 8. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by or at the request of the Executive Director, President or any two Directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 9. Notice of Meetings.

A waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of any meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting. Notice may be given by personal delivery, first-class mail, facsimile or email. If mailed, such notice shall he deemed to be delivered when deposited in the U.S. mail properly addressed, with postage thereon prepaid. Attendance at any meeting of the Board of Directors shall be a waiver of notice thereof.

Section 10. Action by Unanimous Consent of the Directors.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors then in office who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 11. Committees of Directors.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole

Board, designate one or more committees to undertake such duties and execute such authority as the Board may designate. Such committee or committees may be designated as standing or ad-hoc and shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board at the meeting of the Board immediately following the Committee meeting, or as otherwise directed by the Board or the President.

Section 12. Executive and Finance Committees.

(a) Executive Committee

(i) The Board may, by resolution or resolutions passed by a majority of the whole Board, appoint an Executive Committee, which shall consist of the President, Vice President, Treasurer and Secretary of the Corporation, provided that those officers are also incumbent Directors, and further provided that the Board, by a majority vote of the whole Board, may also appoint other incumbent Directors to serve on the Executive Committee for such term as the Board may designate. The Board may appoint a Chairperson for the Executive Committee for such term as the Board may designate. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the power and authority of the Board (including, without limitation, all the power and authority of the Board in the management, control and direction of the financial affairs of the Corporation) except in cases where the Board has, by resolution, given specific directions and with respect to the following matters:

a. Any action requiring approval of the Founding Church under these Bylaws or under the Pennsylvania Nonprofit Corporation Law of 1988 (15 Pa.C.S.A. Section 5101 et seq.).

b. The creation or filling of vacancies in the Board of Directors.

c. The adoption, amendment or repeal of the Bylaws.

d. The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board.

e. Action on matters committed by the bylaws or a resolution of the Board of Directors exclusively to another committee of the Board.

f. The encumbrance, sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation.

(b) Unless otherwise directed by the Board of Directors, the President shall annually appoint a Finance Committee to review Corporation project budgets and to monitor the financial condition of the organization.

(c) The Finance Committee shall be chaired by the Treasurer of the Board of Directors and shall include any other Directors named by the President.

(d) If so directed by the Board of Directors, the Finance committee shall submit an annual budget to the Board for approval.

Section 13. Quorum and Voting.

A majority of the whole number of those who are at the time the Directors of the Corporation shall constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the articles of incorporation, be the acts of the Board of Directors; but if less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 14. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the President. In the President's absence, the Vice President or another officer designated by the Board shall preside over such meetings.

Section 15. Policy on Conflicts

(a) Policy and Purpose The Board shall adopt and at all times maintain a policy on conflicts of interest ("Policy"). The purpose of this Policy shall be to protect Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of Corporation or might result in a possible excess benefit transaction. The Policy should supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

(b) Policy Content The Policy shall provide for the following:

1. Procedures for the disclosure, assessment and determination of potential conflicts.

2. Procedures for addressing potential and actual conflicts of interest which shall prohibit the conflicted interested party from participating in any decision making process involved in addressing the conflict.

3. Annual disclosures by Directors and officers of any related business interests and any current or potential conflicts.

4. Maintenance of adequate records of proceedings addressing reported potential and actual conflicts.

5. Annual Board review of the Policy and any existing business relationships with Directors or officers to assure that they do not accord preferential treatment to the Director or officer or have any detrimental financial or reputational effect on the Corporation.

6. Annual Director and officer reaffirmation of the Policy by having each such person sign a statement affirming that he or she:

a. Has received a copy of the Policy
b. Has read and understands the Policy
c. Has agreed to comply with the Policy, and

d. Understands Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Any other terms and conditions that the Board deems appropriate to effect the purpose of the Policy.

Section 16. Personal Liability of Directors

(a) The Directors of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action to the full extent provided under 15 Pa. C.S.A. Section 5713 and 42 Pa. C.S.A. Section 8364.

(b) In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter, which would cause his or her reliance on any of the foregoing to be unwarranted.

(c) The provisions of 15 Pa .C.S.A. Section 5715 shall not apply to the Corporation. Instead, the provisions of 15 Pa. C.S.A. Section 5716 shall apply to the Corporation.

ARTICLE V
OFFICERS

Section 1. Number and Election.

The Board of Directors, at its annual meeting shall elect an Executive Director, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board may deem appropriate. A person may hold more than one office at the same time.

Section 2. Qualifications.

The Board may set such other qualifications for officers as it may see fit.

Section 3. Term of Office.

Each officer shall hold office for one (1) year or until his or her successor shall have been appointed.

Section 4. Executive Director

The Executive Director shall be the principal executive officer of the Corporation and shall

in general supervise and control all of the ordinary business of the Corporation. In general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall be a member ex officio of all committees.

Section 5. President.

The President shall have such powers and perform such duties as prescribed herein and as the Board of Directors may from time to time assign to the President. At the request of the Board of Directors or the Executive Director, the President may, in the case of the absence, inability or refusal to act by the Executive Director, temporarily act in his or her place, except as shall be otherwise designated by the Board of Directors.

Section 6. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, and shall send out all notices of meetings as required by law or these By-Laws and shall perform such other duties as may be assigned to him by the Executive Director or the Board of Directors. The Secretary shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer.

(a) The Treasurer shall keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose.

(b) The Treasurer shall cause all money received in the name and to the credit of the Corporation to be deposited in banks or other places of deposit.

(c) The Treasurer shall cause all checks, notes, drafts and other orders for the disbursement of funds to be signed, endorsed or otherwise handled in accordance with Article VIII, Section 3 hereof and applicable resolutions of the Board of Directors.

(d) The Treasurer shall, at the request of the President or the Board of Directors, give a Bond for the faithful discharge of the duties of Treasurer in such sum and with such sureties the Executive Director or the Board shall determine, the cost of said Bond to be paid by the Corporation.

(e) The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Executive Director or the Board of Directors.

Section 8. Vice Presidents and Assistant Officers.

Any Vice President or assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him by the Board of Directors and the officer to whom he is an assistant, and in the absence or disability of such officer may perform the duties of his office.

ARTICLE VI
ADVISORY BOARD

The Board of Directors may appoint an Advisory Board or Boards, consisting of such persons as the Board of Directors deems appropriate, to discuss and provide advice to the Board of Directors on such issues as the Board of Directors may designate. The size, form and frequency of meetings and purpose of any such Advisory Board shall be designated and controlled exclusively by the Board of Directors. Any such Advisory Board may be dissolved by the Board of Directors at any time for any reason.

ARTICLE VII
INDEBTEDNESS AND FUNDS

Section 1. Indebtedness and Funds.

No indebtedness of the Corporation shall be incurred without approval by a majority of the Board of Directors, except that the Executive Director, President and the Treasurer may make expenditures in the ordinary course of the business of the Corporation, provided that no single expenditure shall exceed Ten Thousand Dollars.

Section 2. Surplus Funds.

Surplus funds of the Corporation may only be invested in Bonds, notes or other obligations issued or guaranteed by a State or Federal government, or in accounts in federally insured savings and loan associations or banks. For the purpose of this section, Surplus Funds shall mean those funds, which are in excess of the normal operating requirements of the Corporation, as determined by the Board of Directors.

Section 3. Checks, Drafts, etc.

The Treasurer and/or such other persons as the Board of Directors, by resolution, may designate, shall sign all checks, drafts or orders for the payment of money. All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the Executive Director, the President, or the Vice President, unless the Board of Directors, by resolution, determines otherwise.

Section 4. Audit of Accounts.

The books and the accounts of the Corporation shall be audited annually by such person or persons as the Board of Directors may select.

Section 5. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and any documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the Executive Director or the President, and the corporate seal shall be affixed by such person or at his or her direction, all of which shall be attested by the Secretary.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall 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 by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Advancement of Expenses.

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

Section 3. Non-exclusivity of Article VIII

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may he entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX
ANNUAL REPORTS

Section 1. Annual Reports.

At each annual meeting of the Board of Directors, an Annual Report verified by the Executive Director and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual Report shall show in appropriate detail the following:

(a) The assets and liabilities, and changes therein, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
(b) The revenue or receipts, and expenses or disbursements, of the Corporation for the year immediately preceding the date of the Report.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation Act, under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof signed in writing by the person or persons entitled such notice, whether before or after the time stated therein., shall be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS

These By-Laws may be altered or amended by a vote of a two-thirds (⅔) majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

CHANGE LOG

Updated	Approved on	Approved by	Reason for Changes
		BoD	Initial document