

THE BY-LAWS OF THE CORPORATION OF THE PETER PAUL DEVELOPMENT CENTER, INC.

PREAMBLE

The Peter Paul Development Center, Inc. (the “Corporation”) is a Related Organization of the Episcopal Diocese of Virginia (the “Church”) and has enjoyed a long and beneficial relationship with the Church. Many of the Corporation’s most generous and loyal supporters include the various Episcopal churches of Richmond and their parishioners. The Corporation values its unique relationship with the Church and fully endorses the addition of this Preamble to the Bylaws to strengthen its connection with the Church.

Article I - Directors

Section 1: **General** - The affairs of the Corporation shall be managed by a Board of Directors of no greater than twenty-four (24) and no less than twelve (12) members, (each, a “Director”) and, except as otherwise expressly provided by law or by the Articles of Incorporation or by these by-laws, all of the powers of the Corporation shall be vested in the Board of Directors. Pursuant to the Preamble above, at least one-third of the Board of Directors shall be members of the Church.

Section 2: **Directors** - The Directors shall serve for three-year terms of office or until their successors are duly chosen and qualified. The Directors shall be divided into three classes with no less than four (4) Directors being chosen by a majority vote of the existing Directors at each Annual Meeting of the Board of Directors. No Director may serve more than two (2) consecutive three-year terms, except that (i) any Director chosen to fill an unexpired term of one (1) year or less may continue to serve for two (2) consecutive three-year terms thereafter and (ii) at the election of the Board of Directors, the immediate past Chair of the Board of Directors may serve an additional one (1) year term commencing immediately following the end of his or her term as Chair of the Board. At a meeting expressly called for that purpose, any Director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3’s) of the members of the Board of Directors. A vacancy created by the death, incapacity, resignation or removal of a Director may be filled by a majority vote of the remaining Directors within sixty (60) days.

Section 3: **Resignation** - Any Director may resign at any time by delivering a written resignation to the Chair of the Board of Directors.

Article II - Officers

Section 1: **Officers** - The Officers of the Corporation shall consist of a President, who shall be Chair of the Board, a President-Elect, who shall be Vice Chair of the Board of Directors, a Secretary, and a Treasurer; and such other offices as may be deemed necessary. All officers of the Corporation shall be elected from members of the Board of Directors and shall serve for a term of one (1) year. Any number of offices may be held by the same person, except that the Treasurer may not serve concurrently as the President.

Section 2: **Election of Officers** - The officers of the Corporation shall be elected at the Annual Meeting of the Board of Directors.

Section 3: **President and Chair of the Board** - The President and Chair of the Board of Directors shall be the senior officer of the Corporation and shall preside at all meetings of the Board of Directors.

Section 4: **The President-Elect and Vice-Chair of the Board** - The President-Elect and Vice-Chair of the Board of Directors shall preside at the meetings of the Board of Directors and otherwise represent the Corporation in the absence of the President and Chair of the Board of Directors.

Section 5: **Secretary** - The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and shall be responsible for providing the minutes of the previous board meeting to all members of the Board of Directors a week prior to the subsequent board meeting. The Secretary shall affix the seal and attest such documents as may be required for the transaction of the Corporation's business.

Section 6: **Treasurer** - The Treasurer shall keep correct and complete records of accounts showing accurately at all times the financial condition of the Corporation. The Treasurer shall promptly review all monies received and disbursed, including all donated funds, and report such transactions to the Board of Directors on a monthly basis. The Treasurer shall be responsible for providing the monthly Treasurer's Report to the Board of Directors one week prior to the regularly scheduled board meetings.

Section 7: **Other Officers** - Other officers, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, may from time to time be elected by the Board of Directors, and such officers shall hold office for such terms as may be designated by the Board of Directors.

Section 8: **Duties** - The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as from time to time may be conferred upon them by the Board of Directors.

Section 9: **Official Signatures** - All official papers, documents, contracts, and other written instruments necessary to carry on the administration of the affairs of the Corporation and the work of the Board of Directors shall be signed by the President or by such other person or persons as may from time to time be authorized by vote of a majority of the Board of Directors.

Section 10: **Removal of Officers** - Any officer of the Corporation may be removed with or without cause, at any time, by a resolution passed by affirmative vote of a majority of all Directors.

Section 12: **Executive Director** - The Board of Directors may hire an Executive Director of the Corporation. The Executive Director shall be a full-time, salaried employee of the Corporation and shall serve as chief administrator of the Corporation's programs; employ or discharge personnel, pursuant to personnel manual guidelines, and act in an advisory capacity to the Board of Directors. The Executive Director shall be an ex officio non-voting member of all Standing

Committees of the Board of Directors, but shall not be a Chair of any Standing Committee of the Board of Directors. The Executive Director shall apply for grants and funding for the Corporation and the Board of Directors shall approve the receipt of all grants and funding. The Executive Director shall attend meetings of the Board of Directors, having voice but no vote in decisions made by the Board of Directors. The Executive Director shall serve at the pleasure of the Board of Directors and may be terminated with or without cause by the affirmative vote of a majority of the Board of Directors.

Article III - Meetings

Section 1: Meetings of the Board of Directors - Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at all times fixed by the Board of Directors. All regular meetings shall be held at times and places fixed by these By-Laws or by resolution of the Board of Directors. Notice of all regular meetings shall be given no less than three (3) days prior to the meeting. A majority of the Board of Directors shall constitute a quorum for transaction of business.

Section 3: Annual Meeting - The fourth Tuesday of June meeting of the Board of Directors shall be the Annual Meeting of the Corporation.

Section 2: Regular Meetings - Regular meetings of the Board of Directors shall be held every fourth (4th) Tuesday of each month, if not a legal holiday, and if a legal holiday then on the next succeeding business day unless the Board of Directors shall fix some other day. The place and time shall be fixed by the Board of Directors.

Section 4: Special Meetings - The Chair of the Board of Directors may at any time call a Special Meeting of the Board of Directors. The Chair of the Board of Directors shall call a Special Meeting of the Board of Directors upon the written request of four (4) or more of the members of the Board of Directors, provided that notice is delivered or mailed to all Directors not less than three (3) business days prior to the date set for such Special Meetings.

Section 5: Meetings of Committees of the Board of Directors - Meetings of each Committee of the Board of Directors shall be held upon call of the Chair of such Committee. Each Standing Committee may meet at such times as such committees may determine.

Section 6: Attendance at Meetings of the Board of Directors - If during any fiscal year, any Director misses four (4) or more meetings, that Director may be considered to have resigned by the Board. The Board, by a majority vote, may deem such Director to have resigned.

Section 7: Meetings by Telephone Conference - Unless otherwise restricted by these Bylaws, Directors may participate at a meeting of the Board of Directors by conference telephone, and participation by such means shall constitute presence in person at such meeting.

Section 8: Notice and Vote by Email – Any written notice required to be given by these Bylaws may be given by email to the last known email address of each Director. Each Director shall be responsible for providing a valid email address to the Board and the Executive Director upon his or her appointment to the Board. In addition, any matter requiring a vote of the Board of Directors pursuant to these Bylaws may be put to a vote by email and each Director may exercise

his or her right to vote on the matter by email. The results of any such email vote will be recorded as part of the minutes of the appropriate regular Board meeting.

Article IV - Standing Committees of the Board of Directors

Section 1: Appointments to Standing Committees - Immediately after the election of officers at the Annual Meeting, the Chair of the Board, after giving due consideration to the expressed preferences of the Directors shall appoint the following Standing Committees of the Board of Directors and a Chair for each Committee. Members of the Committees do not have to be Board Members; however, a majority of the members of each committee should also be members of the Board of Directors.

Section 2: Administrative and Finance Committee - The Administrative and Finance Committee shall be responsible for the general corporate, business and financial affairs of the Corporation, the oversight of the budget, the oversight of the Corporation's bank accounts, and the securing of the annual audit of the Corporation's books of account.

Section 3: Personnel Committee - The Personnel Committee shall be responsible for the establishment of an employment policy for the Center, and for providing the President and Executive Vice-President/Executive Director such support as they may need in the recruiting, maintenance, and discharge of employees.

Section 4: Development Committee - The Development Committee shall be responsible for the overall fundraising efforts for the Corporation. The fundraising program includes making applications for grant money to various churches, foundations, corporations, individuals, and other benefactors, recognizing that the Corporation is a community ministry supported by the Episcopal Diocese of Virginia and the Episcopal Churches of the Richmond metropolitan area.

Section 5: Governance Committee - The Governance Committee shall make recommendations to the Board of Directors for the election to fill any vacancy that may arise in the position of any officer or any Director. In addition to candidates nominated by the Governance Committee, there may also be nominations from the floor at the Annual Meeting.

Section 6: Executive Committee - The Executive Committee shall assist the Board in discharging its responsibilities with respect to the management of the business and affairs of the Corporation, when it is impracticable for the full Board to act, and to consider matters concerning the Corporation that may arise from time to time. The immediate past Chairman of the Board of Directors shall be an ex-officio member of the Executive Committee.

Section 7: Limitations on Committee Powers - No committee, regardless of Board resolution, may:

- a) fill vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- b) amend the Articles of Incorporation;
- c) amend or repeal Bylaws or adopt new Bylaws:

- d) approve a plan of merger;
- e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
- f) appoint any other committees of the Board of Directors or the members of those committees

Article V - Other Committees of the Board

In addition to the Standing Committees, the Board of Directors may provide for the appointment of other committees from time to time to act for any specific purpose.

Article VI - Seal

The corporation seal of the Corporation shall be circular in form, bearing the name of the corporation and the word "SEAL."

Article VII - Amendments

The By-Laws of the Corporation may be made, altered, amended, or repealed at any Annual, Regular, or Special Meeting of the Board of Directors upon the vote of three-fourth's (3/4's) of the duly constituted Directors.

Adopted by the Board of Directors on December 19, 1979.

Adopted by the Board of Directors on October 2, 1991.

Adopted by the Board of Directors on July 7, 1993.

Adopted by the Board of Directors on February 1, 1995.

Adopted by the Board of Directors on February 2, 2004.

Amended and Restated by the Board of Directors on November 28, 2012.

Amended by the Board of Directors on September 24, 2013.

Amended by the Board of Directors on January 22, 2014.