

Section 4.

The Members of the Corporation shall elect the Board of Directors from a slate submitted by the Board or nominations from the floor.

Section 5.

A Director shall be elected for a three (3) year term, but shall not serve more than two consecutive terms. Director's terms shall be staggered so that approximately one-third expire each year. After a one year absence from the Board, a Director may be elected to additional terms. An Officer who has served two consecutive terms as a Board Member may continue as an Officer during "the one year absence" if affirmed by a vote of 2/3 of the Members present at any meeting of the Members."

Section 6.

The business and affairs of this corporation shall be managed by its Board of Directors. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania nonprofit corporations acting as a Board.

Section 7.

The regular Meetings of the Board of Directors shall be scheduled at such time and place as shall be determined by the Board. There shall be at least four meetings annually.

Section 8.

Special Meetings may be called by the President or by any two Directors. Directors must be given five days written notice, which must state the purpose of the Meeting.

Section 9.

A majority of the Directors of the Board shall constitute a Quorum.

Section 10.

The unexcused absence for three (3) consecutive Meetings will automatically be assumed to be a resignation.

Section 11.

Members of the Board of Directors shall not be personally liable for monetary damages for any actions taken, or any failure to take any action, unless:

- (i) the Member of the Board of Directors has breached or failed to perform the duties of his office as specified in the Directors Liability Act; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The exemption of personal liability of members of the Board of Directors shall not apply to responsibilities or liabilities arising under any criminal statute or liability for the payment of taxes pursuant to local, state or federal law.

ARTICLE IX

PARLIAMENTARY PROCEDURE

Section 1.

The latest edition of Roberts Rules of Order shall apply to any powers or procedures not herein provided.

This is to certify that these Bylaws were adopted at a meeting of the Members of Episcopal Ministries of the Diocese of Bethlehem, Inc., on March 21, 1985, amended once at a meeting in 1989, revised at a meeting on March 24, 2000, and amended again at a meetings on of January 24, 2003 and January 20, 2006.