

CENTER FOR YOUTH EVANGELISM, INC.

BY-LAWS

ARTICLE I – NAME

The name of this organization is Center for Youth Evangelism, Inc.

ARTICLE II – PURPOSE AND OBJECTIVES

2.1. The primary purposes and objectives for which the Center for Youth Evangelism, Inc. ("CYE") is organized are exclusively for charitable, religious, educational, and scientific purposes, including, but not limited to, promoting the religious education of youth and collecting, creating, and disseminating materials and services for Seventh-day Adventist youth leaders around the world, and other charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In its work, the CYE will do those things which, in the opinion of the Board of Trustees, will help to achieve the purposes of the corporation.

2.2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – CORPORATE MEMBERSHIP

The corporate membership of this corporation shall be the members of the Andrews University Board of Trustees.

ARTICLE IV – MEETINGS OF THE CORPORATE MEMBERS

4.1. Place of Meeting. Any and all meetings of the corporate members may be held within or without the State of Michigan.

4.2. Annual Regular Meeting of Members. Regular meetings of the corporate members shall be held annually at such date and time as the CYE Board of Trustees shall

designate; such meetings should be held no more than four days before or after a regular meeting of the Andrews University Board of Trustees.

4.3. Notice of Meetings of Members. At least ten (10) days but not more than sixty (60) days prior to the date fixed for the holding of any meeting of the corporate members, written notice of the time, place, and purpose of such meeting shall be distributed as hereinafter provided to each member entitled to vote at such meeting.

4.4. Member Action Without Meeting. Any action required or permitted by the Michigan Nonprofit Corporation Act, as amended, or by these by-laws, to be taken at a regular or special meeting of the corporate members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by the minimum number of members that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

4.5. Distribution of Notices. Every written notice shall be deemed duly served when the same has been deposited in the United States mail, postage fully prepaid, or sent by electronic mail, or hand-delivered, plainly addressed to the corporate members at their most recent addresses appearing in the books of the corporation at its registered office.

4.6. Waiver of Notice. Any notices herein provided for may be waived by use of electronic mail or other writing, either before, at, or after such meeting. Attendance at the meeting in person shall also constitute waiver of notice unless the person so attending expressly objects to the meeting at the commencement of the meeting as not being lawfully called or convened.

4.7. Quorum of Members. Fifty percent (50%) of the corporate members entitled to vote shall constitute a quorum at any meeting of the membership.

4.8. Corporate Authority. In harmony with the provision of these by-laws, the corporate members are legally authorized to take any and all appropriate action on behalf of the corporation.

ARTICLE V – BOARD OF TRUSTEES

5.1. Number and Term of Trustees. The business, property, and affairs of this corporation shall be managed by a Board of Trustees composed of not fewer than seven (7) persons nor more than nine (9) persons. The trustees shall be elected for a term of two (2) years and shall serve until their successors take up their duties. The trustees may be reelected to successive terms without limit.

5.2. Composition of the Board of Trustees. The holders of the positions in subsections (a) through (g) below shall serve as *ex officio* trustees of the CYE. The individuals in subsection (h) below may be elected by the Corporate Members.

- (a) President of Andrews University
- (b) Provost of Andrews University
- (c) Chief Financial Officer of Andrews University
- (d) President of the Lake Union Conference of Seventh-day Adventists
- (e) President of the North American Division of the General Conference of Seventh-day Adventists
- (f) Dean of the Seventh-day Adventist Theological Seminary
- (g) Executive Director of the Center for Youth Evangelism
- (h) No more than two individuals selected for the professional expertise they can contribute to the Board of Trustees. None of these individuals shall be currently employed by the Center for Youth Evangelism.

5.3. Power to Recommend Amendments to the Bylaws. The Board of Trustees shall have the power to recommend to the corporate members amendments to any bylaw or bylaws.

5.4. Power to Elect Board Officers. The Board of Trustees shall elect a chair and vice-chair of the Board of Trustees. The executive director of the Center for Youth Evangelism shall serve as the secretary of the Board of Trustees.

5.5. Removal of Trustees. Any trustee elected by the Corporate Membership pursuant to Article V, Section 2(h), may be removed by the Board of Trustees with or without cause upon a vote of two-thirds of the trustees then in office.

5.6. Power to Designate Corporate Officers. The Board of Trustees shall elect or appoint a president, a secretary and a treasurer as officers of the corporation.

5.7. Power to Fill Vacancies. The Board of Trustees shall have power by majority vote to fill any vacancy in any trustee position, or corporate office, occurring for any reason whatsoever. Any person elected by the Board of Trustees to fill a vacancy shall hold the vacated office until the current term expires, a successor takes up the duties of the office, or the trustee or officer is removed.

5.8. Delegation of Powers. For any reason deemed sufficient by the Board of Trustees, the Board may delegate all or any of the powers and duties of any officer to any other officer or trustee, but no officer or trustee shall execute, acknowledge, or verify any instrument in more than one capacity where prohibited by applicable statute. Any person or entity acting with or pursuant to the authority of the corporation shall not exceed the authority granted expressly to such person or entity by the corporation, and shall make reports as requested by the officers of the corporation.

5.9. Checks, Contracts, Conveyances, etc. The Board of Trustees shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

5.10. Compensation. Trustees shall receive no additional compensation by virtue of their service on the Board of Trustees. The compensation of officers and agents may be designated by the Board; however, no compensation may be authorized unless it is reasonable

compensation for services actually rendered and does not violate the restrictions placed upon tax-exempt nonprofit Section 501(c)(3) corporations.

5.11. Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at least annually at such time and place as the Board of Trustees shall determine. Special meetings of the Board of Trustees, either on-site or as teleconferences, may be called by the chair or by the secretary, with any two (2) other trustees, by means of notice of a special meeting.

5.12. Distribution of Notices. At least ten (10) days but not more than sixty (60) days prior to the date fixed for the holding of any meeting of the Board of Trustees, written notice of the time, place, and purpose of such meeting shall be distributed or personally delivered to each member entitled to vote at such meeting. Every written notice shall be deemed duly served when the same has been deposited in the United States mail, postage fully prepaid, or sent by electronic mail, or hand-delivered, plainly addressed to the trustees at their most recent addresses appearing in the books of the corporation at its registered office.

5.13. Meeting by Telecommunication, Waiver of Notice. Members of the Board of Trustees shall be deemed present at any meeting if a telephone conference or similar arrangement is provided, by means of which all persons participating in the meeting can communicate with one another. The transaction of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been held after call and notice if a quorum is present and if, either before or after the meetings, each of the trustees not present signs a written waiver or notice of consent to hold the meeting or an approval of the minutes. Any notices herein provided for may be waived by use of electronic mail or other writing, either before, at, or after such meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance at the meeting in person shall also constitute waiver of notice unless the person so attending expressly objects to the meeting at the commencement of the meeting as not being lawfully called or convened.

5.14. Action by Unanimous Written Consent. If and when the trustees shall unanimously consent in writing to any action to be taken by the corporation, either before or after such action, it shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Trustees. Such written consent shall be filed with its corporate records.

5.15. Quorum of the Board of Trustees. Fifty percent (50%) of the trustees entitled to vote shall constitute a quorum at any meeting of the Board of Trustees.

5.16. Board of Trustees Authority. Within the provisions of these by-laws, the Board of Trustees is authorized to make any and all necessary decisions and resolutions.

ARTICLE VI – OFFICERS

6.1. President. The president shall be the chief executive officer of the corporation. The president shall have general and active management of the business of the corporation, shall

see that all orders and resolutions of the Board of Trustees are carried into effect, and shall make an annual report to the corporate members.

6.2. Secretary. The secretary shall attend all meetings of the Board of Trustees and of the executive committee, shall preserve in books of the corporation true minutes of the proceedings of all such meetings, shall give all notices required by statute, by by-law, or by resolution, and shall perform such other duties as may be delegated to the secretary by the Board of Trustees or by the president.

6.3. Treasurer. The treasurer shall attend all meetings of the Board of Trustees, shall have custody of all corporate funds and securities, and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. The treasurer shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Trustees, shall disburse the funds of the corporation as ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the president and trustees at the regular meetings of the Board of Trustees, and whenever requested by them, an account of the financial condition of the corporation and of all treasury-related transactions. The treasurer shall perform such other duties as may be delegated to the secretary by the Board of Trustees or by the president.

6.4. Term of Officers. The corporation officers shall serve at the pleasure of the Board of Trustees. Any officer may be removed by the Board of Trustees with or without cause upon a majority vote of the trustees then in office.

ARTICLE VII – FISCAL YEAR

The fiscal year for the corporation shall be the same as the fiscal year for Andrews University.

ARTICLE VIII – AMENDMENT OF BY-LAWS

8.1. Amendments, How Effected. These by-laws may be amended at any meeting of the members of the corporation by the affirmative vote of a majority of the members (and after consultation with the board of trustees).

8.2. Adoption of By-Laws. These by-laws were originally approved and adopted by the members of the corporation at a meeting thereof at which a quorum was present by a majority of the members of the corporation on the _____ day of _____, 2009.

ARTICLE IX – PARLIAMENTARY AUTHORITY

9.1. Parliamentary Authority. The latest edition of General Conference Rules of Order shall govern meetings of corporate members and of the Board of Trustees at all of their meetings. As to any parliamentary issues not addressed in the General Conference Rules of Order, the current edition of Roberts Rules of Order shall be the authority for rules of order and procedure.

9.2. Parliamentarian. A parliamentarian may be appointed by the chair to interpret parliamentary procedure for the corporate members and for the CYE Board of Trustees at any meeting.

ARTICLE X – MISCELLANEOUS PROVISIONS

10.1. Indemnification of Officers and Trustees. To induce any person elected or appointed as an officer, trustee, or employee of the corporation to assume such position, the corporation agrees and hereby makes a continuing offer to indemnify any such person from any liabilities or expense actually incurred by such person in any way arising out of such position to the fullest extent allowed by applicable law.

10.2. Nonprofit Status. This corporation shall be organized as a nonprofit corporation under the statutes of the State of Michigan and pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended.

10.3. Prohibited Activities. The corporation shall not participate in any activity prohibited by law or these by-laws; it shall not devote a substantial part of its activities to influencing legislation.

10.4. Corporate Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any provision of these Articles, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations adopted pursuant thereto, as the same may now exist or as they may hereafter be amended from time to time.

10.5. Dissolution of Corporation. Upon dissolution of the corporation, and after paying or making provisions for payment of all liabilities of the corporation, all the assets of the corporation shall be transferred to Andrews University.

10.6. General Conference Auditing Service. The corporation shall comply with the financial accountability standards set by the General Conference of Seventh-day Adventists for its affiliated organizations. All books and records of the corporation shall be subject to an annual audit by the General Conference Auditing Service.