

**BY-LAWS
OF
OASIS MINISTRIES FOR SPIRITUAL DEVELOPMENT**

ARTICLE I – PURPOSES

The Corporation exists to promote the Gospel of Jesus Christ in an ecumenical context and to deepen the spiritual life of people in faith and service.

The Vision Statement of Oasis Ministries is:

Drawing from the well of Christ
Contemplatively
Actively

The objective of the corporation is to provide opportunities for participants to develop and further the experience of the Living Christ in all aspects of their daily lives; and to afford seekers from different walks, denominations and perspectives the opportunity to share the faith journey within community. The combination of personal retreat time and shared reflections is integral to the Oasis experience of deepening relationships with God, self, others and creation.

The Corporation's purpose shall be accomplished through the following:

1. Retreats and Workshops. The aim of these is to relate Scripture and faith to life: ethical, vocational, health and family concerns.
2. Individual Spiritual Guidance. The purpose of Spiritual Direction or Spiritual Companionship is to assist lay persons and clergy in developing inner spiritual resources, through prayer, scripture and meditation, for discovering God's guidance and presence in common challenges of living, working and helping.
3. Training programs in spiritual guidance and prayer. Programs are offered to assist lay and clergy leaders in deepening their contemplative life of prayer and developing skills to be a spiritual guide.

ARTICLE II – OFFICES

1. The registered office of the Corporation shall be at 419 Deerfield Road, Camp Hill, Cumberland County, Pennsylvania 17011.
2. The Corporation may also have offices at such other places as the Board may from time to time establish.

ARTICLE III – SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words “Non-Profit Corporation Seal 1988”.

ARTICLE IV – MEMBERS

The Corporation shall have no members.

ARTICLE V – THE BOARD

1. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than nine (9) but not more than fifteen (15) persons and the Executive Director of Oasis Ministries shall serve as an ex-officio non-voting member. All Board members shall be natural persons of full age and need not be residents of the Commonwealth of Pennsylvania. Board members shall be active members of Christian churches and every effort will be made to ensure proportional balance of gender, race, age and denominations of the larger Church of Jesus Christ. The Board shall consist of the following: Chairman, Vice-Chairman and such other elected officers as provided in this Article. The Secretary and Treasurer need not be members of the Board of Directors. The Chairman and Vice-Chairman shall be members of the Board, elected by the Board at the Annual Meeting of the Board of the Corporation, by process determined by the Board. Each Board member shall serve a three (3) year term and may be re-elected for one (1) additional three (3) year term. Board members who have served for six (6) consecutive years shall not be eligible for re-election unless they have remained off the Board for at least (1) year.
2. In addition to the powers and authorities by these By-Laws expressly conferred, the Board may exercise all the powers of the Corporation and

do all such lawful acts and things required by the Corporation.

3. The Annual Meeting of the Board shall be held on any day as determined by the Board, when Board members shall transact such business as may properly be brought before the meeting. If the annual meeting is not determined and set within the first six (6) months of the calendar year, any Board member may call such a meeting. The regular meeting of the Board may be held at such times and at such places within the Commonwealth of Pennsylvania or elsewhere, as a majority of the Board members may from time to time appoint, or as may be designated in the notice calling the meeting. Board members annually shall hold at least one (1) meeting in addition to the Annual Meeting.
4. Notice in writing of every meeting of the Board shall be given to each Board member at least ten (10) days prior to the day named for the meeting.
5. Fifty (50%) percent of the Board members in office shall constitute a quorum for the transaction of business at any meeting of the Board, except as otherwise provided herein. The acts of the majority of Board members present at any meeting at which a quorum has been constituted shall be the acts of the Board. Any action which may be taken at a meeting of the Board may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of the Board and shall be filed with the Secretary of the Corporation.
6. The Board may, by resolution adopted by a majority of the Board members, establish one or more committees to consist of one or more Board members. Any such committee, to the extent provided in the resolution of the Board or in these By-Laws, shall have and may exercise all of the powers and authorities conferred in their committee charters by the Board, except that no such committee shall have any power or authority as to the following:
 - a. The filling of vacancies on the Board.
 - b. The adoption, amendment or repeal of these By-Laws.
 - c. The amendment or repeal of any resolution of the Board.

- d. Action on matters committed by the By-Laws or resolution of the Board to another committee.
7. The Board may designate one or more Board members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
8. Each committee of the Board shall serve at the pleasure of the Board.
9. The Board shall have the authority to fix the compensation of Board members for their services as such, and a Board member may also be a salaried officer of the Corporation.
10. The Board, may remove from office with or without cause any member of the Board by majority vote of the entire
11. The Board may declare vacant the office of a Board member if (a) he or she is declared of unsound mind by an order of the court, (b) he or she is convicted of a felony, or (c) if within sixty days after notice of selection, he or she does not accept such office either in writing or by attending a meeting of the Board duly called, and he or she does not fulfill such other requirements of qualification as the By-Laws may specify.

ARTICLE VI – OFFICERS

1. The officers of the Corporation shall be the Chairman, Vice-Chairman, Secretary, Treasurer and such other officers and assistant officers as the Board deems advisable for the Corporation. The Chairman, Vice-Chairman, and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person shall be of full age. The officers shall be elected through a process established by the Board of Directors. They shall hold their offices for a term of one (1) year, each term to run from the first day of April, or until their successors are elected. Each officer shall have the authority and shall perform such duties as are provided by these By-Laws and as, from time to time, are prescribed by the Board. The Board may secure the fidelity of any or all such officers by bond or otherwise. There shall be an Executive Director of the Corporation. Such duties shall be established by resolution of the Board of Directors.

2. Any officer or agent may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. The Chairman shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the Board; he or she shall have general and active management of the affairs of the Corporation; and he or she shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officer or officers of the Corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He or she shall be *ex-officio* a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairman.
4. The Vice Chairman shall act in all cases for and as the Chairman in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.
5. The Secretary, who need not be a Board member, shall attend all meetings of the Board, act as clerk thereof, and record all votes of the Corporation and keep minutes of all of its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board when required. He or she shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or Chairman, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer, who need not be a Board member, shall have custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and Board members, at the regular meetings of the Board, or whenever they

may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII – THE EXECUTIVE DIRECTOR OF OASIS MINISTRIES FOR SPIRITUAL DEVELOPMENT

1. The Executive Director of Oasis Ministries for Spiritual Development may be ordained clergy or a lay person.
2. The Executive Director of Oasis Ministries for Spiritual Development shall be a member of the Board *ex-officio*, with voice but no vote, as long as he or she is employed as the Director.
3. The Executive Director shall be compensated as the Board deems appropriate for his or her services in implementing strategic goals and objectives of the organization and administering programs of the organization.

ARTICLE IX THE DIRECTOR OF PROGRAM AND TRAINING

4. The Director of Program and Training of Oasis Ministries for Spiritual Development may be ordained clergy or a lay person.
5. The Director of Program and Training Oasis Ministries for Spiritual Development shall be a member of the Board *ex-officio*, with voice but no vote, as long as he or she is employed as the Director.

The Director of Program and Training shall be compensated as the Board deems appropriate for his or her services in leading retreats, in providing development for and leadership, guidance and facilitation of Oasis programs.

ARTICLE VIII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies on the Board, including vacancies resulting from an increase in the number of Board members, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Board member until his or her successor is elected. Such election shall

be held at the next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE IX – BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the Board, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

ARTICLE X – TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a majority vote of) of the Board.
2. Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall they be divided or distributed in any manner whatsoever among the Board members or officers of the Corporation.

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate.

ARTICLE XI – ANNUAL REPORT

1. The Treasurer shall present annually to the Board a report, verified by the Chairman, showing in appropriate detail the following:
 - a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE XII – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such a person, either personally or by sending a copy thereof by email, first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing on the books of the Corporation, or, in the case of Board members, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by email, mail or by telegraph, it shall be deemed to have been given to the person entitled to it when via email, receipt of acceptance is returned, deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles of Incorporation or By-Laws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on June 30.
2. One or more persons may participate in a meeting of the Board by conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the Corporation shall continue to be organized on a non-stock basis, the Board shall have authority to provide for capital contributions in such amounts and upon such terms as are fixed by the Board in accordance with the provisions of Pennsylvania Section 7541 of the Nonprofit Corporation Law of 1972, as amended.

ARTICLE XIV – DUTIES AND LIABILITIES OF BOARD MEMBERS AND OFFICERS

1. A Board member or officer of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his or her duties as a Board member or officer, including his or her duties as a member of a committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Board member or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the Corporation whom the Board member or officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the Board member or officer reasonably believes to be within the professional or expert competence of such person, or a committee of the Board upon which the Board member or officer does not serve, duly designated authority, which committee the Board member or officer reasonably believes to merit competence. A Board member or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board member or officer of the Corporation or

any failure to take any action shall be presumed to be in the best interests of the Corporation.

2. A Board member or officer of the Corporation shall not be personally liable for monetary damages such as, including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature, including without limitation, attorneys' fees and disbursements, for any action taken, or any failure to take any action, unless the Board member or officer has breached or failed to perform the duties of his or her office under these By-Laws, or applicable provisions of law, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of any person pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. The provisions of this Article shall be deemed to be a contract with each Board member or officer of the Corporation who serves as such at any time while this Article is in effect, and such provisions are cumulative of, and shall be in addition to and independent of, any and all other limitations on the liabilities of Board members and officers of the Corporation, as such, or rights of indemnification by the Corporation to which a Board member or officer of the Corporation may be entitled, whether such limitations or rights arise under or are created by any statute, rule of law, by-law, agreement, vote of disinterested Board members or otherwise. Each person who serves as a Board member or officer of the Corporation while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article. No amendment to or repeal of this Article nor the adoption of any provision of these By-Laws inconsistent with this Article, shall apply to or have any effect on the liability or alleged liability of any Board member or officer of the Corporation for or with respect to any acts or omissions of such Board member or officer occurring prior to such amendment, repeal or adoption of an inconsistent provision. In any action, suit or proceeding involving the application of the provisions of this Article, the party or parties alleging the right of a Board member or officer to the benefits of this Article shall have the burden of proof. If the Pennsylvania Consolidated Statutes are hereafter amended to authorize the further elimination of the liability of corporation fiduciaries, then the liability of a Board member or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

**ARTICLE XV – INDEMNIFICATION OF
BOARD MEMBERS, OFFICERS, ETC.**

1. Any Board member or officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a “proceeding”), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that he or she, or person of whom he or she is the legal representative, is or was a Board member or officer of the Corporation or is or was serving at the request of the Corporation as a Board member or officer of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as Board member or officer or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by continue as to a person who has ceased to be Board member or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that, except as such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of the Corporation. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Corporation, the expenses incurred in any such proceeding in advance of its final disposition, provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by a Board member or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Board member or officer to repay all amounts so advance if it shall ultimately be determined that such Board member or officer is not entitled to be indemnified under this Article or otherwise. Each person who serves as a Board member or officer of the Corporation while this Article is in effect shall be deemed to be doing so in reliance on the provisions of

this Article. The Corporation may, by action of its Board, provide indemnification to employees, agents, fiduciaries and other representatives of the Corporation or to any person who is or was serving at the request of the Corporation as an employee, agent, fiduciary or representative of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he or she reasonably believed to be in or not to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, then termination of any proceeding by judgment, order, settlement, 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 the Corporation, and, with respect to any criminal proceeding, that he or she has reasonable cause to believe that his or her conduct was unlawful. Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

2. Indemnification under Section 1 above shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of a Board member or officer is not proper in the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board by a majority vote of a quorum consisting of Board members who were not parties to such proceeding (“disinterested Board members”) or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested Board members so directs, by legal counsel, in a written opinion.
3. Notwithstanding any other provisions of this Article, to the extent that a Board member or officer has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection therewith.

4. If a claim under Section 1 of this Article is not paid in full by the Corporation within sixty (60) calendar days after written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board or legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual determination by the Corporation (including its Board or legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
5. The rights to indemnification and the payment of the expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under statute, Articles of Incorporation, By-Laws, agreement, vote of disinterested Board members or otherwise.
6. The Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate, at its expense, to protect itself and any Board member, officer, employee, agent, fiduciary or representative of the Corporation or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

7. For the purpose of this Article:
- a. References to “the Corporation” shall upon written resolution of the Board include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its board members or officers, so that any person who is or was a Board member or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a board member or officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Corporation as he or she held in such constituent corporation.
 - b. A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.
8. This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a Board member or office to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omission that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE XVI – AMENDMENTS

The Board may adopt, alter, amend, and repeal from time-to-time these By-Laws, by a two-thirds (2/3) vote of all members of the Board, provided that written notice containing the proposed change shall have been given by the Secretary to each Board member, at least thirty (30) days prior to the meeting for action thereon.

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