

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2008 calendar year, or tax year beginning July 1, 2008, and ending June 30, 20 09

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization The Lamb Center Number and street (or P O box, if mail is not delivered to street address) Room/suite 3220 Old Lee Highway City or town, state or country, and ZIP + 4 Fairfax, VA 22030-1502	D Employer identification number 41 2222581 E Telephone number (703) 691-3178 F Group Exemption Number ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method. Cash Accrual
Other (specify) ▶

I Website: ▶ www.thelambcenter.org

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Organization type (check only one)— 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

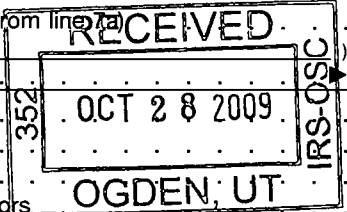
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

SCANNED NOV 1 0 2009

	Description	Code	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	459,515
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe ▶)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	9	459,515	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	20,116
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	177,519
	13 Professional fees and other payments to independent contractors	13	24,849
	14 Occupancy, rent, utilities, and maintenance	14	139,232
	15 Printing, publications, postage, and shipping	15	22,620
	16 Other expenses (describe ▶ Insurance, Interest, Annual Meeting, Office Expenses)	16	30,269
	17 Total expenses. Add lines 10 through 16	17	414,605
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	44,410
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	(32,827)
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	11,583



Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	Description	(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	30,702	36,035
23	Land and buildings		
24	Other assets (describe ▶ Prepaid expenses)	8,096	5,799
25	Total assets	38,798	41,834
26	Total liabilities (describe ▶ Accrued rent and payroll expenses)	71,625	30,251
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	(32,827)	11,583

For Privacy Act and Paperwork Reduction Act Notice, see the instruction for Form 990.

Cat No 106421

Form **990-EZ** (2008)

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Part III Statement of Program Service Accomplishments (See the instructions for Part III.)		Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others)	
What is the organization's primary exempt purpose? Provide services to homeless people.			
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title			
28	We are open 6 days a week and our staff and volunteers offer many services for the homeless including: counseling; job placement assistance; laundry and shower facilities; morning and afternoon meals; and subsidies to our clients for necessary medical, transportation. (continued) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	
29	(continued from above) and lodging costs. We also assist with resumes, interviewing skills, and securing identification and educational documents needed for employment. We also provide counseling for people who are struggling with addictions and mental illness. (continued) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30	(continued from above) In addition to AA meetings, we have 2 open Bible conversations each day. These conversations often address issues related to homelessness, addiction, depression, and related topics. We enabled 76 people to gain employment in the past year. (Grants \$ 20,116) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	316,022
31	Other program services (attach schedule) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32	Total program service expenses (add lines 28a through 31a)	32	316,022

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)				
(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Robert Wyatt 3220 Old Lee Highway, Fairfax VA 22030	Executive Director, 40	64,720	4,020 health i.	-0-
David Larrabee 3220 Old Lee Highway, Fairfax VA 22030	Operations Director, 40	50,631	9,641 health i.	-0-
David Holden 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Frank McLeskey 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Leslie Murphy 3220 Old Lee Highway, Fairfax VA 22030	Director, Secretary, 1	-0-		
Bruce Scott 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Warren Thrasher 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Elizabeth Yates 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Mary Petersen 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Alfred Pavot 3220 Old Lee Highway, Fairfax VA 22030	Director, Treasurer, 2	-0-		
Karen Williams 3220 Old Lee Highway, Fairfax VA 22030	Director, Chairman, 2	-0-		
Hugo Blankingship 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Allen Griffith 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		
Bobbie Jersin 3220 Old Lee Highway, Fairfax VA 22030	Director, 1	-0-		

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		✓
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
35a	a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		✓
35b	b If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a -0-		
37b	b Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		✓
38b	b If "Yes," complete Schedule L, Part II and enter the total amount involved		
39	Section 501(c)(7) organizations. Enter:		
39a	a Initiation fees and capital contributions included on line 9		
39b	b Gross receipts, included on line 9, for public use of club facilities		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ -0- ; section 4912 ▶ -0- ; section 4955 ▶ -0-		
40b	b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		✓
40c	c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ -0-		
40d	d Enter amount of tax on line 40c reimbursed by the organization ▶ -0-		
40e	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ <u>Virginia</u>		
42a	The books are in care of ▶ <u>Alfred Pavot</u> Telephone no. ▶ <u>(703) 691-3178</u> Located at ▶ <u>3220 Old Lee Highway, Fairfax VA</u> ZIP + 4 ▶ <u>22030-1502</u>		
42b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes	No
42c	c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶ _____		✓
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

- | | | Yes | No |
|---|-----|-----|----|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 46 | | ✓ |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | 47 | | ✓ |
| 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 48 | | ✓ |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | 49a | | ✓ |
| b If "Yes," was the related organization(s) a section 527 organization? | 49b | | |
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		
Total number of other independent contractors each receiving over \$100,000 . . ▶		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *[Handwritten Signature]* Date: 10-22-09

Type or print name and title: ALFRED PAVOT, Treasurer

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: _____ Preparer's Identifying Number (See instructions): _____

EIN: _____ Phone no: () _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization The Lamb Center	Employer identification number 41 : 2222581
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Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3 % support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	n/a	n/a	n/a	137,281	393,113	530,394
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	organization			-0-	-0-	-0-
3 Gross receipts from activities that are not an unrelated trade or business under section 513	formed on			-0-	-0-	-0-
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	1/1/07			-0-	-0-	-0-
5 The value of services or facilities furnished by a governmental unit to the organization without charge				-0-	-0-	-0-
6 Total. Add lines 1-5				137,281	393,113	530,394
7a Amounts included on lines 1, 2, and 3 received from disqualified persons				-0-	-0-	-0-
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000				-0-	-0-	-0-
c Add lines 7a and 7b				-0-	-0-	-0-
8 Public support (Subtract line 7c from line 6.)						530,394

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6				137,281	393,113	530,394
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				-0-	-0-	-0-
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975				-0-	-0-	-0-
c Add lines 10a and 10b				-0-	-0-	-0-
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on				-0-	-0-	-0-
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				-0-	-0-	-0-
13 Total support. (Add lines 9, 10c, 11, and 12.)						530,394

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

- 19a 33 1/3 % support tests—2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- b 33 1/3 % support tests—2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

The Lamb Center
Form 990 for the 12 Months Ended 6/30/09
Employer ID Number 412222581
Line 10 Schedule

Specific Assistance to Individuals

Lodging	\$13,083
Medical Care	2,439
Transportation	1,839
Identification and scholastic documentation fees	<u>2,755</u>
Total	\$20,116

THE LAMB CENTER

BYLAWS

Adopted January 4, 2007

Approved by Truro Church Vestry on January 23, 2007

As Amended on March 15, 2007, Approved by Truro Vestry March 27, 2007

As Amended on November 15, 2007, Approved by Truro Vestry November 27, 2007

As Amended on September 15, 2008, Approved by Truro Vestry September 23, 2008

As Amended on January 26, 2009, Approved by Truro Vestry February 24, 2009

Article 1 GENERAL

Section 1.1 Name. The name of the Corporation is **The Lamb Center**, hereinafter referred to as “the Corporation.”

Section 1.2 Nonprofit Purposes. The Corporation is organized and shall be operated exclusively as a nonprofit, charitable, religious, and educational organization dedicated to the purposes stated in the Articles of Incorporation including but not limited to serving the needs of the poor and distressed, and to proclaim the good news of Jesus Christ in word and deed to poor, hurting and homeless people in our community; to know them; to love them; to discover their needs with them; to foster and encourage their relationships with our Lord; and to help them to discover and enjoy the many gifts that God has given them each, for His glory, for the good of the church, and in the ministry to others

Article 2 OFFICES

Section 2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent with the Commonwealth of Virginia.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at 10520 Main Street, Fairfax, Virginia, 22030, or at such other place as the Board of Directors may from time to time determine.

Section 2.3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

Article 3 SEAL

The Corporation may have a seal in the form determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

Article 4 DIRECTORS

Section 4.1 Number and Term. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) persons, as may be determined from time to time by resolution of the Vestry of Truro Church. Directors (other than *ex officio* Directors) shall normally be appointed for three (3) year terms or until their successors are appointed and qualify in their stead; however, Directors may be appointed for terms of less than three (3) years for the purpose of staggering terms such that the terms of approximately the same number of Directors shall expire each year. Directors (other than *ex-officio* Directors) who have served two (2) consecutive full three (3) year terms shall take a one year hiatus from the Board until again being eligible for appointment as a Director, unless such restriction is waived by Vestry.

Section 4.2 Qualification and Appointment. The Rector and Director of Outreach of Truro Church, or their representatives, shall be *ex officio* voting members of the Board. The Vestry of Truro Church shall appoint an additional one (1) to ten (10) individuals to serve as Directors of the Corporation from among the members in good standing of Truro Church or of any other church who ascribe to the statement of faith contained in Section 9.2.

Section 4.3 Vacancy. If the office of any Director or Directors becomes vacant, the Vestry of Truro Church shall be authorized to select a successor or successors who shall be appointed to serve the unexpired terms of the vacated directorships.

Section 4.4 Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited. Each Director shall have one vote.

Section 4.5 Resignation and Removal. Any Director may at any time deliver a written notice of intent to resign to the Board Chair, which shall be effective upon acceptance by the Board. Any Director, other than the *ex-officio* Directors, may be removed from the Board with or without cause when it is determined by the Vestry of Truro Church that such Director should no longer serve on the Board.

Section 4.6 Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its Directors, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a material financial interest shall be voidable at the sole election of the Corporation unless either of the following provisions is satisfied:

4.6.1 The Board in good faith authorized, approved, or ratified the transaction by the affirmative vote of a majority of the disinterested Directors, and with disclosure or knowledge of the material facts concerning the transaction and the Interested Parties' relationship to or interest in the transaction; or

4.6.2 The transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 8.7 of these Bylaws.

Section 4.7 Conflicts of Interest Policy. The Board of Directors shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation

Section 4.8 No Compensation of Directors. Directors and members of any committee of the Board of Directors shall not receive compensation for their services as Directors and members of any such committee, but may be entitled, as determined by the Board, to reimbursement for any reasonable expenses incurred in attending such meetings. Directors shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Article 5 MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Meetings and Notice. Regular meetings of the Board may be held with or without notice at such time and place either within or outside the Commonwealth of Virginia as shall from time to time be determined by the Board. One meeting each calendar year shall be designated as the annual meeting.

Special meetings of the Board may be held within or without the Commonwealth of Virginia upon at least two days prior notice to the Directors of the date, time, and place of the meeting.

Section 5.2 Waiver of Notice. Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.3 Quorum. The majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the

Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 5.4 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or by a committee thereof may be taken without a meeting; however, a written consent setting forth the action so taken, signed by all the members of the Board or of the committee, as the case may be, must be filed with the minutes of proceedings of the Board or the committee.

Section 5.5 Meeting Participation by Conference Telephone, Etc. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person, and who participated by alternative method of communication.

Article 6 OFFICERS

Section 6.1 Number and Positions. The officers of the Corporation shall be the Board Chair, Executive Director, Secretary, and Treasurer. Except as otherwise provided herein, the officers shall be appointed by the Board of Directors. The Board may also elect a Vice Chair, and one or more vice presidents, assistant secretaries, and assistant treasurers. Except as otherwise provided, the officers may, but need not be, Directors of the Corporation. The Board may appoint such other officers and agents as it shall deem necessary, who shall exercise such powers and perform duties as shall be determined from time to time by the Board.

Section 6.2 Term of Office. Except as otherwise provided herein, the officers shall serve for a term of one (1) year or until their successors are appointed and qualify in their stead. Officers may be reappointed without limitation as to the number of terms they may serve. Any officer may be removed at any time with or without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a majority vote of all members of the Board that such officer should no longer serve in that position. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors or the person authorized by these Bylaws to appoint an officer. In case of the absence or disability of an officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason therefore, the Board of Directors, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 6.3 Board Chair. The Board Chair shall preside at meetings of the Board of Directors and Executive Committee, if any, and shall have such other rights, duties, and powers as are authorized by the Board from time to time. If at any time the position of Board Chair is vacant, the Board of Directors shall appoint an interim Board Chair of the Corporation.

Section 6.4 Vice Chair. If the Board of Directors elects to fill the position, the Vice Chair shall preside at the meetings of the Board of Directors and Executive Committee in the absence of the Board Chair, and perform the duties of the Board Chair in his absence. The Vice Chair shall have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.5 Executive Director. The Executive Director of The Lamb Center shall be hired by the Board of and be an employee of The Lamb Center and shall have the general powers and duties of management usually vested in the office of the chief executive and president of a Corporation, and shall have such other rights, duties, and powers as are authorized by the Board of Directors.

Section 6.6 Secretary. The Secretary's responsibility shall be to record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an Assistant Secretary.

Section 6.7 Assistant Secretaries. If the Board of Directors elects to fill the position, any Assistant Secretary shall, in the absence or disability of the Secretary or as prescribed by the Board or Board Chair, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

Section 6.8 Treasurer. Except as the Board of Directors may otherwise determine, the Treasurer or his designee shall deliver all funds and securities of the Corporation which may come into his hands to such bank or trust company as the Directors shall designate as a depository, and shall supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer or his designee 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 Directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Corporation. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

Section 6.9 Assistant Treasurers. If the Board of Directors elects to fill the position, any Assistant Treasurer shall, in the absence or disability of the Treasurer or as prescribed by the Board or Board Chair, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

Article 7
COMMITTEES AND ADVISORY BOARDS

Section 7.1 Board Committees. The Board of Directors, by majority vote of all Directors in office, may appoint two or more persons from among its own number to serve as special and standing Board committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by Virginia law, the Articles of Incorporation, these Bylaws, or resolution of the Board, each Board committee may exercise the authority of the Board for such purposes as the Board or these Bylaws may designate. However, in no event shall a Board committee:

- (1) fill vacancies on the Board or any Board committee;
- (2) amend the Articles of Incorporation;
- (3) adopt, amend, or repeal the Bylaws;
- (4) approve a plan of merger; or
- (5) transfer of all or substantially all of the assets of the Corporation.

All members of Board committees shall serve at the pleasure of the Board. Rules governing procedures for meetings of any committee of the Board shall be established by the Board of Directors, or in the absence thereof, by the committee itself. Actions taken by Board committees shall be promptly reported to the Board, but need not be ratified by the Board unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Board.

Section 7.2 Other Committees. The Board of Directors may establish such other committees as it determines are necessary or useful for the business and operations of the Corporation. These committees may not exercise the authority of the Board, but shall have only such duties and authorities as shall from time to time be prescribed by the Board or Board Chair. The Board Chair shall have authority to make appointments to each committee, to designate the chair thereof, to fill vacancies in, to change the size or membership of, and to discharge any such committee as he deems appropriate. The delegation of duties or authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee shall be established by the Board of Directors or Board Chair, or in the absence thereof, by the committee itself.

Section 7.3 Advisory Boards. The Board of Directors may create one or more advisory boards, for such terms as deemed fit by the Board of Directors. Such advisory boards shall have no vote or governance role, but shall serve the Board of Directors in specified advisory capacities.

Article 8
FISCAL MATTERS

Section 8.1 Deposits. The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 8.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.

Section 8.3 Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall be the calendar year.

Section 8.4 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.5 Endowments. The Board of Directors may establish on behalf of the Corporation any endowments for the general purposes or for any special purpose of the Corporation.

Section 8.6 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

Section 8.7 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Article 9 RELIGIOUS CORPORATION

Section 9.1 Religious Purpose. The Corporation is a religious corporation which in all its operations, activities, and staffing is organized to support the Gospel of Jesus Christ.

Section 9.2 Statement of Faith. The Corporation and each of its Directors and officers shall fully support the historic tenets of orthodox Christianity.

Article 10 AMENDMENTS

The Articles of Incorporation and these Bylaws may only be amended, altered, or repealed if

Article 10
AMENDMENTS

The Articles of Incorporation and these Bylaws may only be amended, altered, or repealed if such action is ratified by the Vestry of Truro Church.

These conformed and restated bylaws were:

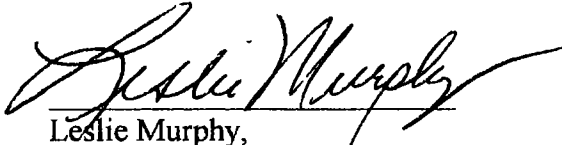
Adopted on January 4, 2007 at a duly held meeting of the Board of The Lamb Center and approved by Truro Church Vestry at a duly held meeting on January 23, 2007.

Amended (Sections 4.1 and 4.2) at a duly held meeting of the Board of The Lamb Center on March 15, 2007 and approved by Truro Church Vestry at a duly held meeting on March 27, 2007.

Amended (Sections 4.1 and 4.2) at a duly held meeting of the Board of The Lamb Center on November 15, 2007 and approved by Truro Church Vestry at a duly held meeting on November 27, 2007.

Amended (Section 4.2) at a duly held meeting of the Board of The Lamb Center on September 15, 2008 and approved by Truro Church Vestry at a duly held meeting on September 23, 2008.

Amended (Section 6.3) at a duly held meeting of the Board of The Lamb Center on January 26, 2009 and approved by Truro Church Vestry at a duly held meeting on February 24, 2009.



Leslie Murphy,
Secretary