

# BY-LAWS OF CAMP BLESSING, INC.

An Illinois Not-for-Profit Corporation

January 1989

## ARTICLE I

### PURPOSE

The purpose of this Corporation shall be to promote Christian ideals primarily among young people, whether or not members of this Corporation, and to teach and guide them to function as a Christian family.

To accomplish these goals, the Corporation shall establish, maintain, and conduct religious summer camps primarily for teenagers and pre-teen children, regardless of race, color, sex, or national origin, wherein all participants will come together and live as a Christian family for brief periods, during which time:

- (a) The gospel of salvation and reconciliation will be taught and proclaimed according to God's holy scriptures.
- (b) Programs of worship, Bible study, Christian fellowship and recreation will be conducted for purpose of developing personal Christian character and understanding.

### NON-AFFILIATION

This Corporation shall not be affiliated with any other Christian religious organization, and shall be totally independent from any other religious body, and its members shall seek their relationship directly with God and His Son, Jesus Christ.

However, the Corporation shall cooperate with other Christians and Christian groups to proclaim the gospel of Jesus Christ to its members.

## ARTICLE II – MEMBERSHIP

### SECTION 1 – ELIGIBILITY

This Corporation shall have a formal membership that shall be open and available to all adults eighteen (18) years of age or older, regardless of race, color, sex, or national origin provided that:

- (a) They profess a belief in God and His Son, Jesus Christ.
- (b) They evidence an interest in promoting the purposes and goals of this organization.
- (c) They have paid the initial contribution and any annual dues.
- (d) The Board of Directors approves the applicant.

Membership shall also be open to other Christian organizations, which may include Christian churches.

Even though all members of this Corporation must be adults, it is, nevertheless, the principal purpose of this Corporation to promote and teach Christian ideals, primarily to teenagers and pre-teens, in a Christian camp setting and free of charge, even though they are not formal members of this Corporation.

## SECTION 2 - APPLICATION PROCEDURE AND FEES

Those individuals or organizations desiring membership must fill out an application and mail the same to the Corporate Office, together with the initial contribution (the amount of which will be determined from time to time by the Board of Directors, which is presently set at \$25.00). The entire contribution may be waived, if the applicant has previously volunteered one full week at any of this Corporation's camps.

Each month, all new applications are sent to each of the Directors of the Board of this Corporation for approval. A vote of the majority of existing Board members that the applicant qualifies, as set forth above, shall be necessary for approval.

If no Director has voiced an objection to any applicant by the end of the month when the application is received, then the applicant automatically becomes a member. If there is an objection by any Director, then the application must be voted on by the Board of Directors, which vote may be either by phone or letter.

## SECTION 3 – ANNUAL DUES

Each member must make an annual contribution to the Corporation, which shall be set from time to time by the Board of Directors, which at present time is \$25 per year.

## SECTION 4 – VOTING RIGHTS

Each member shall be entitled to one vote on each matter submitted to the members, and shall have the right to elect the Board of Directors and cast one vote for each proposed Director.

## SECTION 5 – MEMBERSHIP TRANSFERABILITY

There shall only be one class of members, and no membership certificate shall be required, and membership is not transferable or assignable.

## SECTION 6 – MEMBERSHIP LIST

The Corporation shall maintain a list of the names and addresses of all members, which list shall be available for inspection to any member upon reasonable notice; but no member may use their list for any commercial purpose or mailing purpose for personal or financial gain.

## SECTION 7 – TERMINATION OF MEMBERSHIP

The Board of Directors, by an affirmative vote of 2/3 of the existing Directors, may suspend or expel a member for cause, and may terminate or suspend a member by a majority vote of the existing Directors, if any member shall be in default in the payment of dues.

## ARTICLE III – MEETING OF MEMBERS

### SECTION 1 – ANNUAL MEETING

There shall be an Annual Meeting of members held each year at Grove City College in Grove City, Pennsylvania, in the month of July, during the Berean Christian Conference, for the purpose of transacting matters set on the agenda, or such other matters as may come before the Board.

### SECTION 2 – SPECIAL MEETING

Special meetings of the members may be called either by the President or the Board of Directors, or not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

### SECTION 3 – PLACE OF SPECIAL MEETING

The Board of Directors may designate any place as the place of meeting for any special meeting called by the Board of Directors, if no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

### SECTION 4 – NOTICE OF MEETINGS

Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting.

In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon paid.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken.

### SECTION 5 – FIXING OF RECORD DATE

For the purpose of determining the members entitled to notice of, or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be of no more than 60 days, and for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. Members entitled to vote by mail for Directors

shall be those individuals on the Corporate Membership List as of August 1<sup>st</sup> of each year, as per Article IV, Section 3 thereof.

If no record date is fixed for the determination of members entitled to notice of, or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

#### SECTION 6 – QUORUM

The holders of one-tenth of the votes which may be cast at a meeting of members of the corporation, represented in person, shall constitute a quorum for consideration of such matter at any meeting of members; provided that if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General Not for Profit Corporations Act, the articles of incorporation or these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

#### SECTION 7 – PROXIES

Each member desiring to vote must be present, and no proxies will be permitted. However, voting for Board of Directors may be by mail, as set forth below.

### ARTICLE IV – BOARD OF DIRECTORS

#### SECTION 1 – GENERAL POWERS

The affairs of the Corporation shall be managed by or under the direction of its Board of Directors, who shall also be responsible for establishing the major policies and goals of the organization to be carried out by the Corporate Officers.

#### SECTION 2 – NUMBER, TENURE, AND QUALIFICATIONS

The existing Board of Directors has been established and set forth in the Articles of Incorporation. Hereafter, the number of directors shall be seven (7), and to be eligible, they must be of the Christian faith, and a member of this Corporation.

The term of office for each Director shall normally be for three years, and the terms will be staggered so that each year there shall be an election of two directors, and every three years there shall be an election of three directors.

To accomplish this result, the existing Directors shall be divided into three categories, identified as "A", "B", and "C".

Category "A" Directors shall consist of two Directors who shall hold office during the first year, until the next annual meeting in 1989.

Category "B" Directors shall consist of two Directors who shall hold office for two years or until the annual meeting in 1990.

Category "C" Directors shall consist of three Directors who shall hold office for three years, or until the annual meeting in 1991.

At each annual meeting, the office of the outgoing Director shall be filled for a three year term, and, any Director may serve more than one term.

### SECTION 3 – NOMINATION AND ELECTION OF DIRECTORS BY MAIL

A Nominating Committee will be established by the Board of Directors, which shall consist of at least four Directors, whose terms of office are not expiring. It is the duty of the Nominating Committee to nominate two individuals and to receive and accept nominations submitted by the members, as set forth herein.

Any member may send a name to the Nominating Committee by mail, prior to the Wednesday of the Berean Christian Conference, but, no later than August 1<sup>st</sup> (unless notified of a different specific date), and the Committee will then decide which of the persons nominated by the membership shall appear on the Directors ballot. The Nominating Committee must put on the Directors ballot any individual suggested by a petition of 3% of the existing membership, but not less than 12 members, and there cannot be any more than eight nominations for any annual Directors' election.

The Directors ballot shall be dated, and shall first list the names of those slated by the Nominating Committee, and then list those nominated from the names submitted by the members, in the order in which they were submitted to the Nominating Committee.

All individuals who are listed on the Corporation's Membership List as of August 1, or each respective year, shall be entitled to vote for Directors, and the Corporation is to mail a Directors Ballot to all said members, no later than August 15, of each year. In order for a member's vote to be counted, the ballot must be mailed by to the Corporation and postmarked no later than 15 days from the dated marked on the face of the ballot. Those individuals on the ballot receiving the highest number of votes shall be elected to the vacant offices.

### SECTION 4 – REGULAR ANNUAL MEETING

A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place, as the annual meeting of members. The Board of

Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without notice other than the resolution setting the additional meeting. The regular Annual Meeting shall be open to all members of this Corporation, but, not any other additional meetings of the Directors.

#### SECTION 5 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

#### SECTION 6 – NOTICE OF SPECIAL MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by written notice to each Director at his or her address as shown by the records of the Corporation, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### SECTION 7 – QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

#### SECTION 8 – MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation. No Director may act by proxy on any matter.

## SECTION 9 – VACANCIES

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors, unless the Articles of Incorporation, a statute, or these by-laws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## SECTION 10 – RESIGNATION AND REMOVAL OF DIRECTORS

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified by statute.

## SECTION 11 – INFORMAL ACTIONS BY DIRECTORS

The authority of the Board of Directors may be exercised without a meeting, if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

## SECTION 12 – COMPENSATION

No Director shall be entitled to any compensation for any service rendered as a Director of the Corporation.

# ARTICLE V – OFFICERS

## SECTION 1 – INFORMAL ACTION BY DIRECTORS

The officers of the Corporation shall be elected (or appointed) by the Board of Directors at the annual meeting, and shall consist of at least a President, Secretary and Treasurer, who must be members of this Corporation and who shall hold office until the following annual meeting of Directors, or until his or her successor shall have been duly elected.

## SECTION 2 – VACANCIES

Vacancies may be filled or new offices created and filled at any meeting of the Board.

## SECTION 3 – REMOVAL

Any officer (whether elected or appointed) may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served but, such removal shall not affect the employment contract rights of the officer, unless removed for good cause.



#### SECTION 4 – PRESIDENT/CHAIRMAN

The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors.

#### SECTION 5 – TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation and shall perform all the usual duties pertaining to this office. He shall spend monies as allocated by Board of Directors.

#### SECTION 6 – SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books. He shall give and serve all notices of the Corporation. He shall be custodian of the records and of the seal. He shall attend to all correspondence and perform all the duties incident to the office of the Secretary.

#### SECTION 7 – COMPENSATION

No officer shall be entitled to any compensation for any services rendered as an officer of the Corporation.

### ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### SECTION 1 – 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 by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### SECTION 2 – CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the President or Treasurer.

### SECTION 3 – DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## ARTICLE VII – GIFTS AND CONTRIBUTIONS

All monies needed for the continuance and operation of this Corporation shall be raised in a manner deemed necessary and expedient by the Board of Directors, who also may accept on behalf of the Corporation any contributions, gifts, bequests, or devises for general Corporation purposes, or for any special Corporation purpose.

## ARTICLE VIII – CAMP FACILITIES OPERATION

### SECTION 1

All Camp Blessing facilities and programs shall be under the control of the Board of Directors. There shall be no usage of Camp facilities without authorization by the Board.

### SECTION 2

The Board of Directors, or a committee appointed by the Board, shall have the responsibility of planning all camp programs and establishing all dates thereof.

### SECTION 3

Every camp session shall require an appointed Camp Director to be the on-the-site authority to carry out the program.

### SECTION 4

In implementing Section 2 above, the Board may authorize an appointed Camp Director to select the staff and plan the camp program.

## ARTICLE IX – AMENDMENTS

### SECTION 1

Although these initial by-laws are enacted and approved by the Board of Directors, the power to amend, repeal, or add to these by-laws shall be vested in the membership of the Corporation, and can be done on a written vote of not less than two-thirds of a quorum of the membership.

### SECTION 2

Any amendments or changes may be initialed by the Board of Directors or by petition of five percent of the membership, but, no fewer than twenty members.

## ARTICLE X – INDEMNIFICATION OF BOARD MEMBERS

### SECTION 1

The Corporation shall indemnify each present and future Board members against, and each such Board member shall be entitled without further act on his or her part to indemnity from the Corporation for all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to curtailment of costs of litigation, other than amounts paid to the Corporation itself) reasonably incurred by him/her in connection with or arising out of any action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been a Board member at the time of incurring such expenses; provided, that such indemnity shall not include any expenses incurred by any such Board member:

- (a) In respect of matters as to which he/she shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his /her duty as such Board member, or
- (b) In respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such Board member in conducting such litigation to a final conclusion; provided, further, that in no event shall anything herein contained be so construed as to protect, or to authorize the Corporation to indemnify, such Board member against any liability to which he/she would otherwise be subject by reason of his/her willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office as such Board member.

This indemnity shall include reasonable attorney's fees, only if the attorney has been selected or approved by the Board of Directors.

The foregoing on indemnification shall inure to the benefit of each such Board member and shall be in addition to all other rights to which such Board member may be entitled as a matter of law.

### SECTION 2

If the Corporation has paid indemnity or has advanced expenses to a Director, officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders meeting.

## APPROVAL OF BY-LAWS

NOW THEREFORE, the By-laws are hereby adopted and approved this \_\_\_ day of \_\_\_\_, 1989 by the unanimous vote the existing Board of Directors.

JOHN ALLEN

JAMES BEWS

ROBERT IANNACCONI

JUDIE MAURELLI

CLARE OSTWALD

JOHN POLYCHORNIS

RONALD RUTKOWSKI