

# **Bylaws of Camp Lutherwood Association**

**Adopted by the Association November 13, 2011**

## **PREAMBLE**

In the name of the Father, and of the Son, and of the Holy Spirit, Amen. In order to join together in Christian fellowship and love, advance the work of Christ's Kingdom, and foster joyful worship of our God, we, the member congregations of Camp Lutherwood Association, do adopt these Bylaws as follows:

## **ARTICLE I NAME**

The name of this Lutheran outdoor ministry Association hereinafter referred to, as "Association" or "Corporation" shall be Camp Lutherwood Association, doing business as Camp Lutherwood Oregon.

## **ARTICLE II CONFESSION**

The beliefs and confessions of the member congregations of this Association are founded upon the Holy Scriptures as interpreted by the creeds and confessional statements of the Lutheran Church.

## **ARTICLE III PRINCIPAL OFFICE**

The principal office of this corporation shall be 22960 Highway 36, Cheshire, Oregon.

## **ARTICLE IV NONPROFIT PURPOSES**

### **SECTION 1. IRC SECTION 501(c)(3) PURPOSES**

This Corporation is organized exclusively for religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **SECTION 2. SPECIFIC OBJECTIVE**

The Ministry of the Association is to serve people by and through Lutheran congregations committed to sharing the gospel of Christ through worship and experiential outdoor ministry programs.

## **ARTICLE V MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The Association shall have only one class of members. No member shall hold more than one membership in the Association. Except as expressly provided in or authorized by the Articles of

Incorporation, the Bylaws of this Association, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

A member shall have the right, among other rights stated in these Bylaws, Articles of Incorporation, or as provided by law, to send authorized Delegates to all Association meetings, elect Trustees, approve changes to the Articles of Incorporation and Bylaws, approve the annual budget, and vote on resolutions concerning purchase or sale of the Association's property, merger or dissolution. The rights and privileges of members to use the facilities of the Association shall be decided by resolution of the Board of Trustees from time to time.

## SECTION 2. ELIGIBILITY

The members of the Association shall be Lutheran congregations that contribute financially to the operations of the ministry each fiscal year, and participates in the ministry of the Association. Examples of financial may include budgeted gifts, congregational fund-raisers, or offering collections by the congregation to benefit the general operating, designated, or capital appeals funds of the ministry.

Member congregations are encouraged to boldly and confidently step out in faith to generously support Camp Lutherwood Oregon in time, talents and treasures, following God's gracious direction.

Membership in the Association shall reflect contributions from the congregation to the ministry, not contributions of individual members or auxiliary groups of the congregation to the ministry.

## SECTION 3. MEMBER OBLIGATIONS

Each member congregation shall: use their authorized Delegates as liaisons between the congregation and Association; forward any appropriate Association notices and mailings to their authorized Delegates; send their authorized Delegates to attend all Association meetings; and pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

## SECTION 4. NONLIABILITY OF MEMBER CONGREGATIONS

A member congregation of this Association, and its Delegates, are not, as such, liable for the debts, liabilities, or obligations of the Association.

## SECTION 5. NONTRANSFERABILITY OF MEMBERSHIPS

No member congregation may transfer a membership or any right arising therefrom to any other individual or entity. All rights of membership cease upon the member congregation's termination.

## SECTION 6. TERMINATION OF MEMBERSHIP

The membership of a member congregation shall terminate upon the occurrence of any of the following events:

- (a) A congregation may request termination from the Association in a letter signed by its president or other presiding officer and its secretary.

(b) The Association or Board of Trustees may terminate membership of a Member Congregation at any time if the Association or Board of Trustees in their sole discretion determines the Member Congregation has engaged in conduct detrimental to the interests of The Association. All rights of a member congregation in the Association shall cease on termination of membership as herein provided.

#### SECTION 7. AUTHORIZED DELEGATES

Each member congregation shall be entitled to three (3) Delegates with such Delegates to be selected by each member congregation. Delegates of member congregations shall have the right of voice and vote at all meetings of the Association. Each Delegate shall be a member in good standing of their respective congregation continuously during their period of representation in the Association. The Association congregation needs to designate the eligible delegates at each meeting. A member of the Board of Trustees has no Delegate vote unless so authorized as a congregational Delegate.

#### SECTION 8. TERMINATION OF DELEGATES

The authority of a Delegate shall terminate upon the occurrence of any of the following events:

- (a) When his or her congregation's membership is terminated;
- (b) When he or she is no longer qualified to be a Delegate, as stated in Section of this Article;
- (c) When his or her authority as a Delegate is revoked by his or her member congregation in writing to the Secretary of the Association.

#### SECTION 9. DELEGATE OBLIGATIONS

Delegates shall: keep their congregation informed about the activities and status of the Association; serve as a liaison between the congregation and Association; actively encourage and promote financial support and interest in the Association; attend all regular and special meetings of the Association; act in the best interests of their congregation; and pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities.

#### SECTION 10. RECORDS OF MEMBERSHIP

The Association shall keep a current and accurate record of Association membership and delegates for each congregation. Such records shall be kept at the Association's principal office, or other place determined by the Board of Trustees.

#### SECTION 11. OPEN MEETINGS

All meetings of this Association shall be open to all interested persons, but only authorized Delegates shall be permitted to vote.

## ARTICLE VI ASSOCIATION MEETINGS

### SECTION 1. ANNUAL ASSOCIATION MEETING

The meeting of the Association shall be held annually, at such time and place as shall be determined by the Board of Trustees, for the purpose of electing Trustees, approval of the annual budget, and transacting such other business as may come before the meeting. The president of the Association shall prepare an agenda.

### SECTION 2. SPECIAL ASSOCIATION MEETINGS

Special meetings of this Association may be called by the President, or the Board of Trustees, or by a written request signed by not less than twenty-five (25%) percent of the member Congregations of the Association. The Congregations' request shall be signed by the pastor and president of the congregations and state in writing the precise purpose for which the meeting is called. Only such business shall be transacted at special meetings as is mentioned in the written notice. Special meetings shall be held at a time and place determined by those calling the meeting.

### SECTION 3. MEMBERSHIP LIST DURING ASSOCIATION MEETINGS

In accordance with ORS 65.224, the Association shall prepare an alphabetical list of members' names, addresses, membership dates, and Delegates. The list shall be updated periodically during the Association meeting as Delegates arrive or leave. The list shall be available for inspection in accordance with ORS65.224.

### SECTION 4. NOTICE OF ASSOCIATION MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Association:

(a) Annual Meetings. The Board of Trustees, when giving notice of the annual meeting of the Association by first class mail or electronically. Such notice shall state the place, date, and hour of such meeting, and, shall include a request for authorization of Delegates and request that a copy of the notice be forwarded to the congregation's Delegates by the congregation within ten (10) days of its receipt.

(b) Special Meetings. Special meetings of the Association shall be called by written or electronic notice to the member congregation from the Board of Trustees, not more than thirty (30) days and at least ten (10) days prior to the date of the meeting. Such notice of any special meeting shall include the purpose for which the meeting is called, with a request that a copy of the notice be forwarded to the congregation's Delegates by the congregation immediately. Business transacted at any special meeting shall be limited to that stated in the notice of said meeting.

(c) Required Notice of Purpose Notice and a description of the purposes for which the meeting is being called is required at any Association meeting that will discuss or consider the following: (1) Trustee conflict of interest; (2) indemnification of anyone; (3) Amendment of Articles of Incorporation or Bylaws; (4) merger; (5) dissolution; (6) dismissal from office of any Trustee; (7) termination of membership of any congregation; (8) changing the required amount of annual membership contributions; (9) decisions regarding capital investments that exceed a cumulative annual total of 10% of the annual budget; and, (10) the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings.

(d) All notices given to member congregations for Association meetings shall also be given, in the same manner, to each Trustee of the Board.

#### SECTION 5. ASSOCIATION QUORUM

A quorum for annual meetings and special meetings shall consist of at least one (1) authorized Delegate from five (5) separate member congregations of the Association as listed in the membership records immediately before the meeting begins.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Association at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### SECTION 6. ASSOCIATION VOTING

Each Delegate present at an Association meeting shall be entitled to one vote upon each matter submitted to a vote. If a member congregation is being represented by more than one Delegate at an Association meeting, such Delegates' votes shall not be divided on a pro rata basis. Voting by proxy or absentee ballot shall not be permitted. Voting shall be by written ballot, voice or hand vote as the presiding officer chooses

#### SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting Delegates present in person at a duly held Association meeting at which a quorum is present is the act of the member congregations, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Association. However, decisions regarding (1) capital investments that exceed a cumulative annual total of 10% of the annual budget; (2) dissolution; (3) merger; (4) the sale, lease, transfer, purchase, exchange, mortgage, or encumbrance of any property or buildings; (5) dismissing any congregation from membership; (6) amendment to the Articles of Incorporation or these Bylaws; shall require a two-thirds (2/3's) majority of Delegates present and voting.

#### SECTION 8. CONDUCT OF ASSOCIATION MEETINGS

Association meetings shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of both these persons, by a Chairperson chosen by a majority of the voting Delegates, present at the meeting. The Secretary of the Association shall act as Secretary of all Association meetings, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Association meetings shall be governed by such procedures as may be approved from time to time by the Delegates, insofar as such rules are not inconsistent with the Articles of Incorporation, these Bylaws, or with provisions of law.

### ARTICLE VII

## TRUSTEES

### SECTION 1. NUMBER

The Association shall have seven (7) to fifteen (15) Trustees and collectively they shall be known as the Board of Trustees. The number of Trustees is variable and shall be fixed by resolution of the Board of Trustees from time to time. No decrease in number of Trustees shall have the effect of shortening the term of any incumbent Trustees.

### SECTION 2. ELIGIBILITY AND QUALIFICATIONS

(a) Eligibility: Any member in good standing of a Lutheran congregation shall be eligible to serve as a Trustee. Employees, immediate family members of year round employees (does not include summer staff), and immediate family members of officers and Trustees of this Association cannot be Trustees.

(b) Qualifications: At least twenty-five (25%) percent, but no more than seventy-five (75%) percent of the Board of Trustees positions shall be filled by members of the Evangelical Lutheran Church in America. At least twenty-five (25%) percent, but no more than seventy-five (75%) percent of the Board of Trustees positions shall be filled by members of the Lutheran Church-- Missouri Synod. No more than thirty-five (35%) percent of the Board of Trustees positions shall be filled by ordained pastors. Vacant positions shall be considered as available for either ELCA or LCMS and count toward meeting the minimum percentages required (i.e. if there are no LCMS Trustees, four vacant positions and eleven ELCA Trustees may conduct the business of the Board).

(c) Ex-Officio Trustees: (1) An Ex-Officio Trustee may be named to serve on the Board of Trustees by each Lutheran judicatory body active in Oregon, including but not limited to the President of the Northwest District of the Lutheran Church – Missouri Synod (or designee) and the Bishop of the Oregon Synod of the Evangelical Lutheran Church in America (or designee). (2) Ex-Officio Trustees are not counted within the numbers of Trustees as counted in Article VII Section 1. Ex-Officio Trustees shall serve with full powers and duties as Trustees except that they are not eligible to serve as officers of the Association. The Ex-Officio Trustees' presence at a Board of Trustees meeting counts towards the quorum needed to transact business.

### SECTION 3. NOMINATIONS

The Board of Trustees shall appoint a nominating committee of at least three (3) persons chosen from the Board of Trustees or Member Congregations or both. The nominating committee shall present, at the annual Association meeting, one or more qualified candidates for each open position. At the annual meeting, additional nominees may also be submitted from any authorized Delegate present at the meeting as long any and all nominees agree to the terms and conditions of Board membership prior to any nomination.

### SECTION 4. ELECTION AND TERM OF OFFICE

The Association at the annual Association meeting shall elect trustees. Each Trustee shall hold office for three (3) years or until he or she resigns, or is removed, or is otherwise disqualified to serve.

Trustees may be elected for only one successive three-year term. No Trustee having served two (2) full three (3) year terms in succession shall be eligible for a third term. All board members are eligible for another three-year term after a 12-month break between 2 successive terms. All terms of office shall commence upon election.

#### SECTION 5. POWERS

Subject to the provisions of the laws of the State of Oregon and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the general activities and affairs of this Association, both spiritual and material, shall be conducted under the direction of the Board of Trustees.

The Board of Trustees shall always act in the best interests of the member congregations of this Association. The Board of Trustee's powers, however, shall be restricted as stated in Section 7 of this Article and according to the laws of the State of Oregon.

#### SECTION 6. DUTIES

It shall be the duty of the Board of Trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Elect and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and the Executive Director of the Association;
- (c) Evaluate the Executive Director of the Association to assure that the Executive Director's duties are performed in alignment with the mission and vision of the Association;
- (d) Attend meetings of the Board of Trustees and of the Association;
- (e) Register their mailing and email addresses with the Secretary of the Association, and notices of meetings mailed to them at such addresses shall be valid notices thereof;
- (f) See that the Association and its affairs are conducted according to the provisions in the Articles of Incorporation, these Bylaws, and the laws of the State of Oregon;
- (g) Supervise and assist the Association's auxiliary organizations;
- (h) Manage the business, legal, and fiscal affairs of the Association, being wise stewards on behalf of the member congregations;
- (i) Pray for the Association, its member congregations, Delegates, Trustees, officers, employees, clients, and activities;
- (j) Engage in long range Planning and goal setting to establish the Association's general course for the future;

(k) Develop adequate resources for the activities of the Association through direct financial contributions and a commitment to fundraising;

(l) Develop and maintain a communication link to congregations, Delegates, and the public, promoting the work of the Association.

#### SECTION 7. RESTRICTIONS

The Board of Trustees is not authorized to take action without a duly-called meeting of the Association, or as provided in these Bylaws or the provisions of law, concerning any of the following:

- (a) adopting the annual budget;
- (b) electing Trustees to office, except to temporarily fill a vacancy;
- (c) dismissing any elected Trustee;
- (d) dismissing from membership any Member Congregation
- (e) amending the Articles of Incorporation or Bylaws;
- (f) making decisions regarding capital investments that exceed a cumulative annual total of 10% of the annual budget;
- (g) the sale, lease, transfer, purchase, exchange, mortgage, or encumber any property or buildings;
- (h) merger;
- (i) dissolution.

#### SECTION 8. INDEBTEDNESS

The Board of Trustees may incur non-collateralized indebtedness as they deem necessary, without prior approval at an Association meeting, by a two-thirds (2/3) majority vote of the Board of Trustees at a duly-called meeting, provided that all such obligations or indebtedness shall not exceed a cumulative annual total of ten (10%) percent of the current annual budget.

#### SECTION 9. DESIGNATED GIFTS AND GRANTS

The Board of Trustees may apply for, receive, and expend designated gifts and grants that are not included in the budget, without approval at an Association meeting. Designated gifts and grants can only be spent for the purposes as stipulated by the donor.

#### SECTION 10. EMERGENCY EXPENDITURES

In the case of an emergency or disaster, the Board of Trustees may authorize expenditure to resolve the emergency or disaster as determined in the sole discretion of the Board of Trustees.

#### SECTION 11. COMPENSATION

Trustees shall serve without compensation. Reasonable reimbursement of expenses incurred in the performance of their duties as Trustees may be made with prior authorization by the Board.

#### SECTION 12. REGULAR BOARD MEETINGS

Regular meetings of the Trustees shall be held at such time and place as may be regularly scheduled by the Board of Trustees.

### SECTION 13. ANNUAL BOARD MEETINGS

The annual meeting of the Board of Trustees shall be held following the annual meeting of the Association. The first order of business at such meeting shall be the election of officers.

### SECTION 14. SPECIAL BOARD MEETINGS

Special meetings of the Board of Trustees may be called by any officer of the Board, or by at least three (3) of the Trustees currently in office. Only such business shall be transacted at special meetings as is mentioned in the notice.

### SECTION 15. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of the members of the Board of Trustees in office immediately before the meeting begins, either in person or by conference call. An Ex-Officio Trustees' presence at a Board of Trustees meeting counts towards the quorum needed to transact business.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Board of Trustees at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### SECTION 16. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Trustees.

However, decisions regarding (1) emergency expenditures, or, (2) indebtedness, shall require a two-thirds (2/3) majority vote of the Trustees present and voting at a regular, special, or emergency meeting called for that purpose.

A Trustee is considered present regardless of whether the Trustee votes or abstains from voting, in accordance with ORS 65.351(3). Voting by proxy or absentee ballot shall not be permitted.

### SECTION 17. ACTION BY TRUSTEES WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if written and/or electronic consent setting forth the action to be taken is affirmed by the majority of the Trustees currently in office prior to the meeting. Any such consent shall be recorded in the minutes as if it were the minutes of a Board of Trustees meeting.

### SECTION 18. CONDUCT OF BOARD MEETINGS

Meetings of the Board of Trustees shall be presided over by the President, or in his or her absence, by the Vice President, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Association shall act as Secretary of all meetings of the Board of Trustees, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Trustees, insofar as such rules are not inconsistent with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### SECTION 19. REMOVAL AND RESIGNATION OF TRUSTEES

Any Trustee may be removed, with or without cause, at an Association meeting, by a majority ballot vote of the Delegates entitled to vote at an election of Trustees.

If a Trustee ceases to be a member in good standing of a Lutheran congregation eligible for membership in this Association, or, if a Trustee is absent from three (3) consecutive meetings without giving advance excuse to the President, then such Trustee shall be considered automatically resigned from the Board of Trustees, and the position of such Trustee shall become vacant.

Any Trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees, unless such notice specifies a later time for the effectiveness of such resignation.

#### SECTION 20. VACANCIES

Any vacancy in the Board of Trustees shall be filled through temporary appointment by the remaining Trustees. A person appointed to fill a vacancy on the Board of Trustees shall hold office until the next election of the Board of Trustees.

Any position to be filled by reason of an increase in the number of Trustees shall be filled by election at an annual meeting of the Association.

#### SECTION 21. NON-LIABILITY OF TRUSTEES AND OFFICERS

The Trustees and officers of this Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### SECTION 22. INDEMNIFICATION BY ASSOCIATION OF TRUSTEES, OFFICERS, AND OTHERS

The Trustees and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the State of Oregon. The Association may also indemnify and advance legal expenses to any other person the Association may choose, according to the provisions of the laws of the State of Oregon.

#### SECTION 23. INDEMNIFICATION REPORT

If this Association indemnifies or advances legal expenses to anyone in connection with a proceeding by or in the right of the Association, then the Association shall report the indemnification or advance in writing or electronically to the member congregations with or before the notice of the next Association meeting.

#### SECTION 24. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Trustee, officer, employee or other agent of the Association) against

liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE VIII OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

### **SECTION 2. QUALIFICATIONS**

Any member in good standing of a Lutheran congregation as stated in Article V, Section 2 of these Bylaws shall be eligible to serve as an officer.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Trustees at the annual Board of Trustees meeting, and each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve.

No officer, except the Treasurer, may succeed himself or herself in any office more than twice. No officer, except the Treasurer, having served three (3) full one (1) year terms in succession shall be eligible for a fourth term without a 12 month break in service. All terms of office shall commence upon election.

### **SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS**

Any officer may be removed from office at any time, with or without cause, by a vote of the Board of Trustees whenever, in their judgment, the best interests of the Association will be served thereby.

Any officer may resign at any time by giving written notice to the Board of Trustees.

### **SECTION 5. VACANCIES**

Any vacancy of any officer shall be filled by the Board of Trustees for the un-expired portion of the term.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall:

- i. Administer and oversee the work of The Association
- ii. Supervise the work of the other officers
- iii. Preside over the meetings of the Board of Trustees
- iv. Make certain the bylaws of The Association are duly observed and that the actions of the The Association are in conformity with these bylaws
- v. Serve as an ex-officio member of all committees.

### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the event that the President is absent or is unable to act, the President's duties shall be performed by the Vice-President, who in that event shall exercise all such authorities, powers, and duties of the President.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- i. Attend all meetings of the Board of Trustees of the Corporation
- ii. Keep an accurate account of proceedings in a record maintained for that purpose
- iii. Record the names and addresses of the Trustees and Officers
- iv. Sign, with the President, such instruments as require such signature
- v. Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees

In general,

#### SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

- i. Chair the Finance Committee and provide oversight for the financial management and bookkeeping functions of the Corporation.
- ii. Provide a correct and complete statement of revenue, expenses, cash on hand, payables, and receivables at each regular meeting of the Board of Trustees;
- iii. Present a correct and current financial statement to the Association at each annual meeting;
- iv. Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

### **ARTICLE IX EXECUTIVE DIRECTOR**

#### SECTION 1. DESIGNATION OF EXECUTIVE DIRECTOR

The Board of Trustees may hire an Executive Director, who shall serve as an employee of the Association. Duties and responsibilities of the Executive Director shall be specified in the employment contract and accompanying description of duties. He or she shall operate under the general supervision of the Board of Trustees. When the need arises, he or she shall consult with the officers of the Association. The Executive Director shall serve as a non-voting advisor to the Board of Trustees.

### **ARTICLE X COMMITTEES**

#### SECTION 1. EXECUTIVE COMMITTEE

The Board of Trustees may designate an Executive Committee consisting of the President, Vice President, Secretary and Treasurer, and other Board members as desired. The Board of Trustees may delegate to such committee the powers and authority of the Board of Trustees in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

#### SECTION 2. OTHER COMMITTEES

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Trustees. The Board of Trustees shall appoint all committee members. A Board member shall serve as a liaison to each appointed committee.

All actions of any committee shall be subject to the prior approval of the Board of Trustees. However, this provision shall not prevent the Board of Trustees from ratifying the action of a committee in appropriate circumstances.

### **ARTICLE XI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws or upon any approval required at an Association meeting, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. CHECKS AND NOTES

Except as otherwise required by law, and these Bylaws, all checks, drafts, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by such officer or officers, employee or employees, as the Board of Trustees specifically designate by resolution.

#### SECTION 3. DEPOSITS

All funds of the Association shall be deposited upon receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees may select.

#### SECTION 4. GIFTS

The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

### **ARTICLE XII CORPORATE RECORDS AND REPORTS**

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

Except as otherwise provided by the laws of the State of Oregon, by the Articles of Incorporation or by these Bylaws, the books and records of the Association may be kept at such place or places, within or outside the State of Oregon, as the Board of Directors may determine.

#### SECTION 2. FISCAL YEAR

The fiscal year of this Association shall be the calendar year.

#### SECTION 3. FINANCIAL RECORDS

The books and accounts of the Treasurer or his/her designee shall be reviewed or audited each year at the discretion of the Board of Directors.

#### SECTION 4. PERIODIC REPORT

The Board of Trustees shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Oregon and to be so prepared and delivered within the time limits set by law.

### **ARTICLE XIII IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

#### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Delegates, Trustees, officers or other private persons, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

#### SECTION 3. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, after paying, or making provision for the payment, of all debts and liabilities of this corporation, the member congregations shall distribute all of the assets of this corporation only in the manner as set forth hereinafter, to-wit:

1. All assets of this corporation shall be distributed to a Lutheran outdoor ministry organization which (as determined by a two-thirds (2/3) majority, ballot vote of the Association's member congregations) meet the following requirements, to-wit:

- A. Qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- B. Is organized for the same intents and purposes as this Association; and
- C. Is in the best interests of the member congregations.

2. Should the member congregations determine that no existing organization meets the requirements of subsection 1 of this Article, then all assets of the corporation shall be equally divided between the Northwest District of the Lutheran Church-Missouri Synod and the Oregon Synod of the Evangelical Lutheran Church in America, or their respective successors, being religious nonprofit organizations qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Oregon.

#### **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

### **ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS**

These Bylaws may be added to, amended, altered or repealed in part or in whole by a two thirds (2/3's) majority of those entitled to vote at any annual meeting or special meeting called for that purpose, provided that such amendment be included in the notice of the meeting.

### **ARTICLE XV CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Association filed with an office of the State of Oregon and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Oregon Revised Statutes, or ORS, shall be to such sections of the Oregon Revised Statutes as amended from time to time, or to corresponding provisions of any future state statutes.

All references in these Bylaws to a section or sections of the Internal Revenue Code, or IRC, shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### ADOPTION OF BYLAWS

We, the undersigned, being the current officers of this Association, consent to, and hereby do certify that these foregoing Bylaws were amended by the member congregations of this Association according to the provisions contained in the Association's preceding Bylaws.

Dated: \_\_\_\_\_

\_\_\_\_\_  
, President

\_\_\_\_\_  
, Vice President

\_\_\_\_\_  
, Secretary

\_\_\_\_\_  
, Treasurer