

BY-LAWS

Revised September 22, 2011
Second Revision: February 28, 2012
Effective date: April 21, 2012

By-Law 1 VOTING MEMBERSHIP OF THE CORPORATION

B1.03.01 Each member congregation of the Corporation may be represented at the Annual Meeting or at a special meeting by three (3) delegates who are voting members of their congregation. Each delegate from a member congregation present at the meeting shall have voice and vote. Ten percent (10%) of the total eligible delegates shall constitute a quorum.

B1.03.02 Member congregation are those congregation who have signed a covenant with Luther Park Bible Camp and:

- a. Have financially supported the general operating fund of Luther Park Bible Camp during the current or preceding year or
- b. Have participated in the ministry of the camp during the current or preceding year.

Individual donations such as Way Club or Towering Pines gifts are considered separate from a member congregation's financial support.

By-Law 2 BOARD OF DIRECTORS

B2.04.01 The Board of Directors shall consist of twelve (12) members, with three (3) (one clergy, two lay) from each of four regional clusters. Constituency of the clusters shall be reviewed periodically by the Board of Directors to ensure balance.

B2.04.02 Directors shall hold office for three-year term and shall be elected at the Annual Meeting. In the event of a vacancy on the Board, the Board of Directors may appoint a successor to fill the unexpired term or assign the task of finding a candidate to fill the vacant seat to the nominating committee for election at the next Annual Meeting.

B2.04.03 A member of the Board shall not serve more than two (2) consecutive elected terms without having at least one (1) complete term off the Board.

B2.04.04 The Board of Directors may remove from membership any Director who has missed three consecutive regularly scheduled Board meetings without good reason.

B2.04.05 At any meeting of the Corporation called to consider removal of a member, a member of the Board of Directors may be removed from office, with cause, by an affirmative vote of two-thirds (2/3) of the delegates present whenever the best interests of the Corporation are not being served.

B2.04.06 There shall be no policies that inure to the benefit of officers or members of the Board of Directors.

B2.04.07 The Board of Directors shall:

- a. Call meetings of the Corporation as they deem necessary within the limitations prescribed by these by-laws.

- b. Make rules and regulations, and at in any other way consistent with the laws of the State of Wisconsin, the Constitution of this Corporation, these by-laws, and Lutheran faith and practice, to guide the officers, staff, or participants in the management or programs of the Corporation.
- c. Employ a Camp Director, or an Interim Director if necessary, qualified for the work set forth in a job description for the position developed and endorsed by the Board.
- d. Develop and propose the annual budget, with the assistance of the Camp Director and appropriate staff, for adoption by the Corporation at its Annual Meeting.
- e. Incur such indebtedness as is deemed necessary and to authorize the execution of such obligations and securities as hem deem advisable, provided that any such obligation or indebtedness for a single purpose hall not exceed 10% of the current annual budget-without prior authorization at an Annual Meeting or at a special meeting of the Corporation called for that purpose.
- f. Prepare and maintain statements of philosophy, purpose, and ministry to serve as guidelines to the ministry of the Corporation.
- g. Secure for the Corporation properties deemed essential to the ministry of the Corporation.
- h. Appoint standing and ad hoc committees considered essential to the management of the ministry of the Corporation
- i. Develop long-range plans for the Corporation.
- j.

By-Law 3 OFFICERS

B3.04.01 The Board of Directors shall meet immediately following the Annual Meeting for the purpose of selecting among the Director's: a President, Vice President, Secretary, Treasurer, and other such officers as they may deem necessary. Officer appointments shall be for a one year term and they shall serve as the Executive Committee.

B3.04.02 DUTIES OF THE OFFICERS OF THE CORPORATION

PRESIDENT

The President of the Corporation shall:

- a. Preside at the Annual Meeting, special meetings, and all meetings of the Board of Directors,
- b. Expedite proper handling of the business of the Corporation.
- c. Develop the agenda for the meetings of the Board.
- d. Assign responsibilities, make arrangements for, and establish the process of the Board meetings.
- e. Make assignments and appoint person and task forces as deemed necessary to execute the Board of Director's responsibilities.
- f. Once assignments are made, supervise and ensure that responsibilities are executed.
- g. Be responsible for the Board of Director executing and meeting its responsibilities
- h. Appoint member of standing committees and special committees and see that they meet their responsibilities.
- i. Sign, with the Secretary of the Board or the Treasurer in the Secretary's absence, any deeds, mortgages, bonds, contracts, notes, or other instruments which the Board of Directors have authorized to be executed.
- j. Attend to member absent from Board meetings
- k. Be available for meetings involving the Corporation or appoint the Vice President in the event the President is unable to attend.

VICE PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to do as determined by the Board by majority vote, the Vice President shall:

- a. Perform the duties of the President
- b. Have all the powers of and be subject to all the restrictions upon the President
- c. Perform other duties as assigned by the President or the Board of Directors.

SECRETARY

The Secretary shall be the principal recorder and correspondent of the affairs of the Corporation

The Secretary shall:

- a. Keep accurate minutes of the action of the Annual Meeting and all special meetings.;
- b. Keep accurate minutes of the actions of the Board of Directors at its official meetings and ensure that such minutes are sent to all members of the Board before the following meeting.
- c. See that all meeting notices are sent out to the proper person for all Corporation and Board meetings as per the provision of these by-laws or as required by law.
- d. Conduct correspondence on official Board affairs as assigned by the Board of Directors and/or the President of the Board.
- e. Perform all duties incident to the office of the Secretary and other duties that may be assigned by the President or the Board of Directors.

TREASURER

The Treasurer shall, in conjunction with appropriate staff, be the principal person responsible for all the funds and financial operations of the Corporation, the Treasurer shall:

- a. Ensure the proper handling and deposit of monies in the name of the Corporation in such banks. Trust companies, or other depositories selected by the Board
- b. Ensure the proper handling of the receipts and disbursements and that proper accounting and reporting procedure are followed.
- c. Present a report on the financial condition of the Corporation to the Annual Meeting.

By-law 4 COMMITTEES

B4.04.01 The Board of Directors shall establish standing committees of the Board to enable the Board to carry out its responsibilities. The Board of Directors may establish other committees and task groups as needed.

B4.04.02 All standing committees shall include at least two (2) members of the Board of Directors and may include at-large, non-Board person who are voting members of the member congregations of the Corporation. These standing committees will be:

- a. Program. The Program Committee, along with the appropriate staff, shall evaluate existing programs and make recommendations concerning program development, implementation, and modification in keeping with the current approved program philosophy.
- b. Finance. The Finance Committee, along with the appropriate staff, shall prepare an annual budget to be reviewed and approved by the Executive Committee prior to presentation to the Board. It shall oversee, review, and recommend changes to the accounting systems of the Corporation to ensure proper bookkeeping procedures and timely cash flow. It shall provide for annual financial audits. The treasurer shall be a member of the Finance Committee.
- c. Property. The Property Committee, along with appropriate staff, shall assist in organizing and implementing the maintenance and improvement of the camp in keeping with the Board approved priorities. It shall review and recommend project priorities, equipment needs, and

facility maintenance that affect both the annual budget and long term facility needs of the camp.

- d. Financial Development. The Financial Development Committee, along with the appropriate staff, shall assist the development function of the Corporation in organizing and implementing annual fund raising strategies. It shall also facilitate advancement of the Corporation through planned giving, endowments, and capital campaigns.
- e. Personnel. The Personnel Committee, along with the appropriate staff, shall review that personnel policies and evaluation forms of the Corporation to ensure the fulfillment of its purpose and the efficient operation of its program, and it shall support the Camp Director as the primary personnel manager for the Corporation. The committee shall ensure that personnel policies meet legal standard, are kept current, and reflect best practices in Human Resources. It shall also be responsible for evaluating the Camp Director's performance.

B4.04.03 All other committees and task groups will include at least two (2) members of the Board of Directors-and may include at-large, non-board persons who are voting members of member congregations of the Corporation.

By-law 5 FISCAL YEAR

B5.07.01 The Corporation's fiscal year shall be from January 1 through December 31