BYLAWS OF

CAMP KIDWELL

ARTICLE I
MEMBERSHIP

Section 1. Discrimination Policy

In accordance with federal civil rights law and U.S. Department of Agriculture (USDA) civil rights regulation and policies, the USDA programs are prohibited from discriminating based on race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident.

Persons with disabilities who require alternative means of communication for program information (e.g., braille, large print, audiotape, American Sign Language, etc.) should contact the responsible agency or USDA's TARGET Center at (202)720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800)877-8339. Additionally, program information may be made available in languages other than English.

To File a program discrimination complaint, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at http://www.ascr.usda.gov/ complaint_filing_cust.html and at any USDA office or write a letter addressed to USDA and provide in the letter of the information requested in the form. To request a copy of the complaint form, call (866)632-9992. Submit your completed form or letter to USDA by:

1. Mail: U.S. Department of Agriculture
   Office of the Assistant Secretary for Civil Rights 1400 Independence Ave, SW
   Washington, D.C. 20250-9410
2. Fax: (202) 690-7442
3. Email: program.intake@usda.gov

This institution is an equal opportunity provider.

Section 2. Membership Qualifications:

1. Any individual who desires membership in Camp Kidwell must make an application on an annual basis to Camp Kidwell. These individuals shall also make an annual commitment to meet the required monetary contribution, contribution of volunteer hours or in-kind contributions, or a combination of these contributions, equal to an amount that will be set annually by the Camp Kidwell board of directors
   - Application process will consist of providing all contact information, passing background checks and agreeing to code of conduct.
   - Camp Kidwell will keep and maintain a record of all members. To include name, contact information such as mailing address, phone number, email, etc.

Section 3. Transfers of Membership:

Membership in this Corporation shall not be transferable.

Section 4. Membership Responsibilities:

The membership will:

- Pass a criminal background check processed by Camp Kidwell.

- Show respect for, and cooperate with, fellow members, volunteers and staff.
- Under no circumstances commit or threaten violence toward any individual, group or Camp
- Under no circumstances possess, sell or consume alcohol or possess, sell or use controlled substances at a Camp Kidwell youth activity or event.
- Under no circumstances attend or participate in a Camp Kidwell youth activity or event under the influence of alcohol and/or controlled substances including tobacco, electronic cigarettes, etc.
- Under no circumstances bring dangerous or unauthorized materials (such as explosives, weapons, or similar items) to a Camp Kidwell youth activity or event, except when having permission to do so as a part of an approve program
- Abstain from harassment or bullying of another member, volunteer, staff member or participant (either in face-to-face interactions, through social media or other communication venues).
- Accept responsibility to represent Camp Kidwell with dignity and pride by being a positive role model.
- Be courteous and respectful in dealings with other program participants and staff.
- Abstain from, and not tolerate physical or verbal abuse of others through direct interactions or through use of social media or other communication venues
- Comply with equal opportunity and anti-discrimination laws.
- Avoid criminal activities.
- Operate machinery, vehicles and other equipment in a responsible way while representing or volunteering for Camp Kidwell

The Corporation shall have the power to exclude from further membership any member who fails to comply with the reasonable and lawful requirements of the bylaws, rules and regulations duly made by the Corporation for the government of its members, and may cancel the membership of any such member without liability for an accounting for such member's rights or interests in the Corporation.

ARTICLE II

PURPOSE AND MEETINGS OF MEMBERS

Section 1.

The purpose of this organization is to perpetuate the continued success of Camp Kidwell, and to support other youth programs, such as On Point, formally Allegan County Mental Health, Van Buren Mental Health, Michigan State University Extension 4-H Youth Programs, local schools and intermediate school systems.

MISSION: To provide extraordinary camping opportunities for youth and to be a resource to youth, families, 4-H, schools, groups and organizations throughout the region.

TO:

a. Hold and account for the assets and properties of Camp Kidwell
b. Maintain, acquire land, and development of facilities for Camp Kidwell and any other property / assets owned and or leased
c. Raise funds on behalf of Camp Kidwell.
d. Employ and contract qualified staff in order to maintain and operate Camp Kidwell.

Section 2. <u>Fiscal Year</u>

The fiscal year of this Corporation shall begin on the first day of January and end the last day of December the same year.

Section 3. <u>Annual Meeting:</u>

The annual meetings of the members of this Corporation shall be held at such place and time designated by the Board of Directors in the 4th quarter of the current year.

A member's commitment to make the required annual monetary contribution, contribution of volunteer hours or in-kind contributions, or a combination of these contributions must have been met within the twelve (12) months prior to the annual meeting to be eligible to vote at the annual meeting.

Section 4. Special Meetings:

Special meetings of the members of this Corporation may be called at any time by the president, and the president shall call such meetings whenever the Board of Directors or one-tenth of the members shall request. No business shall be transacted at special meetings of the members other than that stated in the notice of meeting.

A member's commitment to make the required annual monetary contribution, contribution of volunteer hours or in-kind contributions, or a combination of these contributions must have been met within the twelve (12) months prior to the special meeting to be eligible to vote at a special meeting.

Section 5. Notice of Meetings:

Shall be emailed to the current Board of Directors and all Members of the Corporation. A two-week notice and draft agenda will be given for the meeting.

Quorum - Ten (10) members, when present in person or by verifiable methods of electronic means(phone, Zoom meeting, etc.) at meetings of the members, shall constitute a quorum for the transaction of business.

Voting Rights - Each member shall be equally privileged with any other member entitled to vote on the Election of Directors and approval of any Bylaw changes presented to the membership which shall be one, but only one, vote on each ballot cast. Members shall have the right to vote by electronic means. Members shall not have the right to vote by proxy.

Order of Business - The order of business at annual or special meetings of the members, unless unanimously otherwise approved by the members present at such meeting, shall be as follows:

1. Call to Order
2. Validate for active quorum
3. Reading of notice of meeting
4. Reading and approval of the last meeting/annual meeting minutes
5. Financial report
6. Camp Report
7. Committee Reports
8. Old Business
9 New Business
   A. BOD report as to amount of required annual contribution and qualifications for the coming year
10. Approval of Bylaws (When Applicable)
11. Election of Directors (When Applicable)
12. Adjournment

ARTICLE III

DIRECTORS

Section 1. Number and Qualifications:

The business of this Corporation shall be managed by a Board of Directors composed of a minimum of 15 persons elected by the membership of this Corporation. All Board of Directors will be considered members of the Corporation. **All persons on the Board of Directors shall have passed a criminal background check**.

Section 2. Terms of Office:

One third of the Board of Directors shall be elected at each successive annual meeting and such Directors so elected shall hold their office for a term of three years.

Section 3. Removal of Directors/Officers:

At any meeting of the members duly called for the purpose of removing any Director/ Officer, such Director/Officer may, by a vote of a majority of all the members entitled to vote be removed from office for cause. The director/Officer against whom such action is proposed to be taken shall be informed by certified letter of the charges against said Director /Officer at least ten (10) days before the date of such meeting, and at such meeting opportunity shall be given said Director/Officer to present witnesses and be heard in person or by counsel to answer thereto and disprove such charges. Any Board of Director who misses three consecutive meetings may be removed at the discretion of the Board.

Section 4. Vacancies:

Vacancies on the Board of Directors shall be filled by the remaining members of the board for that term of office. If a new officer is needed, the Board of Directors shall vote one of the board members to fill that position for the remaining duration of that term.

Section 5. Meetings of the Board:

Meetings of the board may be held in person or electronically at the call of the president or of a majority of the Board of Directors. **Notice of meetings shall be served on all of the directors at least three days before the date of such meeting**, or if all of the directors shall be present at such meeting or shall in writing waive notice and fix a time and place of meeting, then no period of time need elapse between the date of call and date of meeting.

Any Board of Director who misses three consecutive meetings may be removed at the discretion of the Board.

Section 6. Quorum:

To constitute a Quorum of the board membership one member over 50% of board members must be in attendance and any business conducted must be passed by the majority of those present.

Section 7. Committees:

A. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Assistant Treasurer.
B. The Board of Directors may, by resolution passed by a majority of the whole board, designate any or more of its members to constitute any committee or committees who shall have and exercise such authority, powers, and responsibility as shall be designated by the Board in the resolution by which such committee is created.

Section 8. Compensation of Directors:

The Board of Directors will not be compensated.

ARTICLE IV

DUTIES OF DIRECTORS

Section 1. Management of the Business:

The Board of Directors shall have general supervision and full control of the business and affairs of the Corporation and shall make all necessary rules and regulations not inconsistent with law, Federal USDA NIFA policies, and these bylaws for the management and guidance of the officers, employees, and agents of the Corporation.

Section 2. Appointment or Employment of Camp Director

The Board of Directors shall have the power to appoint or employ and dismiss a camp director, assistant director, and such other employees as may be necessary or desirable, and to fix their duties and compensation.

Section 3. Depositories:

The Board of Directors shall have the power to select one or more financial institutions to act as depository for the funds of the Corporation, to determine the manner of receiving, depositing, and disbursing of the funds of the Corporation. To determine the form of checks, the person or persons to whom shall be delegated the authority for signing checks. The Board shall maintain all usernames, passcodes, and emails for all said accounts.

Section 4. Surety Bonds and Insurance:

The Board of Directors shall require the all officers, agents, and employees charged by the Corporation with responsibility for the custody of any of its funds or property, to severally give adequate bonds in such amounts and with such sureties as shall meet the approval of the Board of Directors, the costs thereof and premiums to be paid by the Corporation.

The Board of Directors shall provide for adequate insurance of all property regardless of ownership, which may be in the possession of the Corporation or owned or stored by it, and such other insurance as the directors may deem necessary. Insurance coverages shall be reviewed annually.

Section 5. Accounting System:

The Board of Directors shall secure the installation of an accounting system which shall be adequate to meet the requirements of the Corporation, and it shall be the duty of the board to require the keeping of proper records of all receipts and disbursements, including accrued items of income, expense, and liabilities incurred.

Section 6. Audits:

Immediately after the close of the fiscal year and at such other times as they shall deem it advisable, the Board of Directors shall secure the services of a competent and disinterested auditor or accountant who shall make a report thereon. The Board shall cause an annual financial statement or biannual audit to be prepared and submitted to the members at their annual meeting as a part of the annual report, said annual statement to include at least:

A. A balance sheet showing the assets, liabilities, and net worth of the Corporation as of the close of the fiscal year;
B. A statement of income and expenses showing a classified statement of the income received and expenses incurred during the period; and
C. A statement of the Board members of record as of the close of the period

A copy of all audits should be kept at the Camp Kidwell Office.

Section 7. Books open to members:

The Board of Directors shall keep the books of account open to the inspection of any member who shall have been a member of record for at least six months prior thereto, at all reasonable times for any proper purpose.

Section 8. Minutes of Meetings:

The Board of Directors shall cause to be kept a complete and detailed record of all its actions and proceedings and of the meetings and proceedings of any of its committees and of the meetings and proceedings of the members. These minutes shall be emailed to the Board of Directors within five business days of the previous meeting. All closed meeting minutes shall be emailed separately to the Board of Directors only and kept confidential.

Section 9. Fundraising:

Upon completion of each fundraiser a complete record of income and expenses shall be presented and made a part of the financial records.

ARTICLE V

OFFICERS

Section 1. Officers:

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and Assistant Treasurer who shall also make up the Executive Committee. To avoid conflicts of interest no officer related by blood or marriage to the Camp Director, Assistant Director, Program Director or Business Manager shall be allowed to be a signatory on any financial accounts. When approved by the majority of the Board of Directors an alternative Board member (up to two) may be appointed as a signatory on any financial account.

Section 2. Election of Officers:

A. The officers of the Corporation shall be elected by and from the Board of Directors of the Corporation.
B. The officers shall be elected annually at the first meeting of the Board of Directors following the annual meeting.
C. Officers shall hold office until their successors are elected and qualified.

Section 3. Vacancies:

The Board of Directors shall have power to fill vacancies in any office occurring for whatever reason.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. Duties of the President:

The president shall be the chief executive officer of the Corporation. The president shall:

A. Preside over all meetings of the members and of the Board of Directors.
B. Call special meetings of the members of the Board of Directors, and the Executive committee.
C. Sign all papers and instruments of the Corporation as may be authorized or directed to sign by the Board of Directors; and
D. Perform all acts and duties usually performed by an executive and presiding officer and as instructed by the Board of Directors.

Section 2. Duties of the Vice President:

The vice president shall, in the absence or disability of the president, perform the duties of the president; provided, that in case of vacancy or disability of the president shall be permanent, the Board of Directors shall elect a successor. The Vice President will maintain Democratic Rules of Order for meetings.

Section 3. Duties of the Secretary:

The secretary shall be the recording officer of the Corporation, and;

A. Keep a complete record of all meetings of the members and of the Board of Directors and of any special committees, in a corporate minute book specifically provided for that purpose;
B. Have general charge and supervision of and safely keep the books and records of the Corporation;
C. Supervise the corporate seal of the Corporation and affix it to all instruments which require such seal when instructed to do so by the Board of Directors;
D. Sign all papers and instruments of the Corporation as may be authorized or directed to do by the Board of Directors;
E. Serve all notices required by law and these bylaws, or as directed by the Board of Directors or President;
F. Make a full report of all matters pertaining to the office to the members at their annual meeting, and shall make such special reports as may be from time to time requested by the president or Board of Directors, and;
G. Shall make all reports required by law and shall perform such other duties as may be required by the Corporation or the Board of Directors.

Section 4. Duties of the Treasurer:

The treasurer shall be the custodian of the funds of the Corporation. It shall be the treasurer and assistant treasurer's duty to:

A. Supervise all funds belonging to the Corporation and direct that a full and complete record of all receipts and disbursements is kept.
B. Pay out no money except by check signed by the President or Vice President or Treasurer; or by an alternative board member (up to two) appointed by the majority of the board as a signatory or by electronic payment of regular bills as approved by the Board of Directors
C. Make a report of the financial condition of the company to the members at their annual meeting and such other financial reports as shall be required by law and by the Board of Directors.
D. Prepare, or direct the preparation of, monthly reports for the Board of Directors meetings.

Section 5. Duties of the Assistant Treasurer

The Assistant Treasurer assists the Treasurer in any and all responsibilities that are non-signatory.

Section 6. Duties of the Camp Director

(In the absence of a Camp Director the duties will be assigned by the Board of Directors.) Under the direction of the Board of Directors the Camp Director:

A. Shall have general charge of the ordinary and usual course of business affairs of camp operations, including the purchasing and handling of all supplies, supervision, and direction of labor of all kinds necessary for the proper conduct of the affairs of the Corporation, and;
B. Shall deposit in the name of the Corporation, in a financial institution or investment firm selected by the Board of Directors, all money belonging to the Corporation which shall come into possession, and shall make all disbursements for the ordinary and necessary expenses and operations of the business by check or any manner and form authorized by the Board of Directors
C. Shall prepare a draft annual budget, including capital improvements, for discussion at a meeting of the Executive Committee and then approval by the full Board of Directors by December 31st for the upcoming year.0

Section 7. Duty of Officers for Accounting

A. The Secretary, the Treasurer, and the assistant Treasurer shall maintain their records and accounts in adequate form so that the true and correct condition of the Corporation may be ascertained at any time.
B. They shall render annual or periodical statements in the form and in the manner prescribed by law and by the Board of Directors, and specifically in addition to any other records, they shall cause to be prepared a true statement of the financial condition of the Corporation of the close of the fiscal year, and a statement of the receipts and disbursements of funds of the Corporation during its fiscal year.

Section 8 Duties of Executive Committee

The duties of the executive committee shall be as follows:

A. Review proposed yearly budget and present for approval to the Board of Directors.
B. Prepare a yearly calendar of events and duties.
C. Attend special meetings as called by the President or Board of Directors.
D. Set the agenda of the regular monthly Board of Directors meetings.

ARTICLE VII

AMENDMENTS

Section 1.

These bylaws may be amended or repealed in whole or in part, at an annual meeting or duly called special meeting of the members, at which a quorum shall be represented, by a two-thirds (2/3) majority vote of the membership represented at such meeting, provided a statement of the character of each proposed amendments have been included in the notice of the meeting.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Parliamentary Authority: Democratic Rules of Order, 9th edition

Reviewed and approved with Amendments at the annual meeting by the membership - 10/17/24