

**BYLAWS
OF
BRETHREN LEADERSHIP FOUNDATION, INC.
d.b.a. CAMP COLORADO, INC.**

**PROPOSED CHANGES FOR
ANNUAL MEETING
May 23, 2015
at Camp Colorado**

1) NAME AND LOCATION

The name of this corporation shall be Brethren Leadership Foundation Inc. d.b.a. Camp Colorado Inc., a nonprofit corporation incorporated under the laws of the State of Colorado with its principal office located at 6001 Welch St., Arvada, Colorado 80004. The corporation shall have no corporate seal.

2) OBJECTS AND PURPOSES

- a) The objects and purposes of this corporation shall be as follows, subject to the limitations set forth in its Articles of Incorporation:
- b) To act within the limits set forth in the Third paragraph of its Articles of Incorporation;
- c) To operate, as a youth and family camp, affiliated with the Church of the Brethren, the camping facility known as Camp Colorado, Douglas County, Colorado, or located near the city of Sedalia, similar additional or substitute facilities;
- d) To seek and solicit endowments and raise funds for leadership development in the District and Denomination.
- e) To receive and administer funds and real and personal property for these objects and purposes;
- f) To do all things necessary, expedient, or incidental to the advancement and promotion of these objects and purposes.

3) MEMBERSHIP

- a) Qualification for Membership.
Any person who meets the following requirements may become a member of this corporation:
 - i) He or she must be a member in good standing of the Church of the Brethren and must be committed to high standards of Christian faith and practice.
 - ii) He or she must pay a fee of \$2.00 to be a member for five years.
 - iii) Membership fees for each five year period must be paid prior to each annual meeting in order for a member to participate in the election held at such annual meeting.
 - iv) Membership shall be subject to confirmation by the Board of Directors, except that the incorporators may confirm such membership until such time as a Board of Directors is elected and qualified.
- b) Voting Privileges
 - i) Each member of the corporation shall be entitled to one vote at all meetings of the membership of the corporation.

4) MEETINGS

- a) Annual Meeting.
The annual and regular meeting of the membership of the corporation shall be held the Saturday preceding Memorial Day of each year at such time and place as the Board of Directors may designate. Written notice of the annual meeting, designating the time and place thereof, shall be emailed to all members of the Board of Directors and all members in good standing of the corporation and posted on the Camp Colorado web site at least twenty (20) days prior to the meeting.
- b) Special Meetings.
Special meetings of the membership of the corporation shall be called when necessary by the

chairman of the Board of Directors, or upon written request signed by at least twenty-five percent (25%) of the membership of the corporation. Written notice of such special meeting, designating the time and place thereof, shall be sent by first class mail or via email to all members, at least ten (10) days prior to the meeting.

c) Proxies.

Any member of the corporation who is unable to attend any special or annual meeting may be represented by any other voting member holding the written proxy of the absent member. Each proxy shall receive one vote and no person shall hold more than one proxy.

d) Quorum.

A quorum for the transaction of any business of the membership of the corporation shall consist of 10 % of the membership of said corporation, but in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained. No notice of adjourned meetings shall be required.

~~e) Nominating Committee.~~

~~The Board of Directors shall appoint a nominating committee of at least three (3) voting members of the corporation not later than sixty (60) days prior to the annual meeting, which committee shall recommend nominees for the Board of Directors. The nominating committee shall submit its recommended nominations to the secretary before the annual meeting and the secretary shall announce the names of the nominees so recommended at the annual meeting. Nominations for all vacancies may also be made from the floor at the annual meeting.~~

~~f) Balloting.~~

~~All board members shall be elected by a plurality of the votes cast.~~

~~g)e) Rules of Order.~~

All meetings shall at all times be conducted according to Roberts Rules of Order.

5) BOARD OF DIRECTORS

a) Board Size.

The Board of Directors shall consist of ~~no fewer than eight (8) and no more than up to~~ twelve (12) members.

b) Governing Responsibilities.

The business and property of this corporation and the duty and responsibility for the management of all the affairs, property and business of the corporation shall be vested in a Board of Directors. Among its other powers, the Board of Directors shall have the power to employ and fix compensation for services rendered by such person or persons as may be necessary to carry out the objects and purposes of the corporation.

c) Qualifications of Directors.

Any member in good standing of the corporation not otherwise disqualified may serve as a director.

d) Election of Directors.

i) Nominations.

(1) Nominations for incoming directors will come from the Governance and Leadership Committee. Nominations for all vacancies may also be made from the floor during the annual meeting.

(2) Nominations for incoming directors shall be read by the Secretary at the annual meeting.

(3)

The incoming directors ~~of the corporation~~ shall be elected by the members in good standing of the corporation who are present in person, by phone, or by teleconference, at the annual meeting. No provision for proxy voting shall be made.

ii) Balloting.

Board members shall be elected by a plurality of the votes cast. In the event that more persons are nominated than exist vacant positions on the board, those persons with the most votes corresponding to the number of vacant positions shall be declared elected.

~~d)~~e) Term of Office.

Each director shall be elected for a three-year term.

~~e)~~f) Vacancies.

Any vacancy in the Board of Directors caused by death, resignation, removal or disqualification of a director shall be filled by a majority of the remaining directors from the membership of the corporation and any director so chosen to fill such vacancy shall hold his or her office until the expiration of the term of the director replaced.

~~f)~~g) Meetings.

All meetings of the Board of Directors shall be held in at such location as may be designated from time to time by the chairman of the Board. The regular annual meeting of the Board of Directors shall be held as soon as possible after the adjournment of the regular annual meeting of the members of the corporation. Any special meetings of the Board of Directors may be called at any time by the chairman or any two (2) directors of the corporation. Notice of special meetings of the Board of Directors shall be given by telephone, email, or written notice to the members of the Board of Directors of the time and place of such meeting at least one (1) day prior to said meeting.

~~g)~~h) Quorum.

At all meetings of the Board of Directors a majority of the whole Board shall constitute a quorum for the transaction of business.

~~h)~~i) Removal of Director.

Any director, including the chairman, may be removed by a two-thirds (2/3) vote of the members of the corporation, at the regular annual meeting or a special meeting of the members called for the purpose of such removal.

~~i)~~j) Compensation of Directors.

Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors out-of-pocket expenses, if any, may be allowed for attendance at any regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any director or officer from serving the corporation in any other capacity and receiving compensation therefor.

~~j)~~k) Majority Rule.

The act of a majority of the directors present at any meeting of the Board 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 law or these Bylaws.

6) OFFICERS

a) Organizational Meeting and Election of Officers.

The organizational meeting of the Board of Directors shall be held as soon as practicable following the annual meeting of the corporation, at which time the Board of Directors shall elect a chair, a vice-chair, a secretary, and a treasurer, and such other officers as the Board of Directors may consider necessary, each of whom shall hold office for one year, or until the election and qualification of his or her successor. Only the chair and vice-chair need be directors. Nominations for officers of the corporation may be made from the floor by any director serving on the Board of Directors as of the date of such organizational meeting.

b) Qualifications of Officers.

Any member of the corporation qualified for a particular office, and not otherwise disqualified,

may be an officer.

c) Duties of Officers.

Duties of the officers shall be as follows:

- i) The chair shall carry out all duties required of him or her by the Board of Directors, and shall sign all notes, contracts and other legal documents issued in the name of the corporation. He or she shall serve as an ex officio member of any committee.
- ii) The vice-chair shall perform the duties of the chair in the latter's absence or at his or her request.
- iii) The secretary shall issue the call to all regular and special meetings of the membership and the Board of Directors, and shall record and keep minutes of all proceedings of these meetings. The secretary shall join in the execution of any and all instruments of a legal nature to be executed by the chair.
- iv) The treasurer shall have custody of all funds and securities of the corporation, shall keep records showing all financial transactions of the corporation, and shall prepare and file all tax returns and government reports required of the corporation. The treasurer shall prepare regular and timely reports to the Board of Directors regarding all income and expenses and all account balances. The treasurer shall work in conjunction with the Board Chair to prepare an annual budget.

d) All officers shall perform such other duties as may be prescribed from time to time by the Board of Directors.

e) Appointment of Additional Officers.

The Board of Directors may appoint such other officers from the members of the corporation, including one or more assistant secretaries, as it may deem desirable, such officers to have the authority to perform the duties prescribed from time to time, by the Board of Directors. It shall be permissible for the secretary and treasurer to be the same person but no person shall hold more than one of the other offices.

f) Removal.

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

g) Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors from among the members of the corporation and the officer so appointed shall hold his or her office until his or her successor has been appointed and qualified.

h) Receipt of Compensation.

Any ~~officer~~ member of the Board of Directors, volunteers (e.g., directors, counselors, cooks, and nurses), or employee of the corporation may receive compensation ~~and/or for~~ his or her out-of-pocket expenses for services rendered if authorized by the Board of Directors.

7) STANDING COMMITTEES

a) Facilities and Operations Committee

In close coordination with Camp Manager(s), responsible for maintenance and care of existing facilities and grounds and for planning for new construction and demolition of structures as deemed appropriate by the Board of Directors. Responsible for oversight of administrative functions of the camp.

b) Resource Development, Volunteer Relations, and Outreach

Responsible for oversight of long-term fund development via four areas of focus: donations, gifts in kind, grants, and fundraising events; for educating and informing the community

regarding the mission and activities of the camp; for recruiting, engaging, supporting, recognizing, and thanking volunteers.

c) Governance and Leadership Committee

Responsible for ensuring the quality and efficacy of the board of directors and committee members. Monitors the activities of the Board of Directors to ensure compliance with the bylaws. Solicits new board members and submits its recommended nominations for new board members to the secretary before the annual meeting. Ensures that policy decisions enacted by the board are followed.

7)8) WAIVER OF NOTICE - CONSENT ACTION.

A waiver of any notice in writing, signed by a member, director or officer, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to such member, director or officer. Any action required or permitted to be taken at any meeting of the Board of Directors, officers, or shareholders may be taken without a meeting if all the members of the acting group consent thereto in writing. All such waivers, consents or approvals shall be filed with the corporate records.

8)9) MISCELLANEOUS.

a) Fiscal Year.

The fiscal year of the corporation shall commence on the first day of January and end on the last day of December of each year.

b) Amendment of Bylaws.

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors, provided, however, any such proposed change must be reduced to writing and a copy thereof emailed to all members of the Board of Directors and all members in good standing of the corporation and posted on the Camp Colorado web site at least ten (10) days prior to such meeting or the taking of such action.

9)10) DISCLAIMER OF PROFIT PURPOSE.

This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock or declare or distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the religious, charitable and educational purposes of the corporation. The General Board of the Church of the Brethren is hereby designated as beneficiary of this corporation, and in the event of the dissolution of this corporation in any way or for any reason whatsoever, the assets of this corporation, after the payment of the corporate debts and obligations, shall be distributed and paid to it, and any individual becoming a member of this corporation, as a condition precedent to membership, agrees to such distribution in the event of dissolution. The Board of Directors reserves the right to redesignate any beneficiary as long as the organization designated is created and operated for nonprofit purposes similar to those of the corporation and within the intent of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of the Brethren Leadership Foundation, Inc.

- d.b.a. Camp Colorado, Inc. a Colorado corporation; and
2. That the foregoing Bylaws comprising five pages constitute the Bylaws of said corporation duly adopted at the regular meeting of the directors thereof held on:

Signature

Printed Name