

**BYLAWS**  
**OF**  
**FRIENDS OF CAMP CHRISTOPHER**  
**AN OHIO NON-PROFIT CORPORATION**

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**Preamble**

These Bylaws are subject to, and governed by, the Ohio Non-Profit Corporation Act and the Articles of Incorporation of Friends of Camp Christopher. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of Chapter 1702 of the Ohio Revised Code, Ohio law will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Friends of Camp Christopher, these Bylaws will be controlling.

**ARTICLE I - PURPOSES**

1.1 General. The purposes for which Friends of Camp Christopher is organized are:

1.1.1 Friends of Camp Christopher is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. Specifically, Friends of Camp Christopher shall support and enhance the Christopher Spirit by:

- Providing financial resources to the campership program;
- Enriching the camp experience through supporting camp staff and programs;
- Advancing and improving Camp and its programs by providing consultation and resources;
- Maintaining a network of Camp Christopher alumni to continue participation in the rich heritage of "Camping at its Finest".

1.1.2 All formal initiatives of Friends of Camp Christopher will be for the benefit of Camp Christopher. Friends of Camp Christopher is in harmony with the mission, vision, and values of the Diocese of Cleveland; and will support its work in maintaining, improving and strengthening Camp Christopher.

1.1.3 To engage in any and all lawful activities related to the foregoing purposes.

1.2 Powers. Friends of Camp Christopher is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Ohio Non-Profit Corporation Act; provided, however, Friends of Camp Christopher shall neither have nor exercise directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as described in Section 501(c)(3) of the Code.

**ARTICLE II - OFFICES**

2.1 Principal Office. The principal office of Friends of Camp Christopher shall be located at P.O. BOX 13814, Fairlawn, OH. 44334

2.2 Other Offices. Friends of Camp Christopher may have such other offices as the Board of Directors may determine or as the affairs of Friends of Camp Christopher may require from time to time.

## ARTICLE III– MEMBERSHIP AND BOARD OF DIRECTORS

- 3.1 General Powers and Responsibilities. Friends of Camp Christopher shall be governed by the Members. Between membership meetings, Friends of Camp Christopher shall be governed by the Board of Directors (“the Board”). The Board shall consist of all elected officers, all appointed committee chairpersons, and two members elected by the membership. The Board shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Ohio Non-profit Corporation Act. The Board, with the approval of the Membership, shall establish policies and directives governing business and programs of Friends of Camp Christopher.
- 3.2 Number and Qualifications. The Board shall have up to sixteen (16), but no fewer than eight (8), members. The number of Board members may be increased beyond sixteen (16) members or decreased to less than eight (8) members by the affirmative vote of a majority of the then-serving Board of Directors.
- 3.3 Officer and Board Member Elections: The Nominating Committee shall present nominations for officer and two elected board member vacancies that will exist by January 1 of each even-numbered calendar year. Nominations will be presented at the Board meeting immediately preceding January 1 of even-numbered calendar years. The Nominating Committee will prepare ballots and conduct the election of officers and elected Board members at the Membership meeting immediately preceding January 1 of even-numbered calendar years. Newly elected officers, and elected Board members shall assume their duties on January 1 of each even-numbered calendar year. Vacancies on the Board shall be filled for the remainder of the term by appointment of the President with the advice and consent of the Board. All Board members must be members of Friends of Camp Christopher.
- 3.4 Term of Board. All Board terms shall be for two years. Board members who serve as committee chairpersons shall be appointed by the President with the advice and consent of the officers and elected Board members at the first Board meeting of each even-numbered calendar year.
- 3.5 Vacancies. Vacancies on the Board shall be filled by presidential appointment with the advice and consent of the Board. A Board member appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.
- 3.6 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon submission, and the acceptance of such resignation shall not be necessary to make it effective.
- 3.7 Removal. Any Board member may be removed for cause by a majority vote of the Board at any duly constituted Board meeting. Removal of any Board member shall constitute a vacancy and be filled in accordance with these bylaws.
- 3.8 Meetings. The Board’s regular meetings may be held at such time and place as shall be determined by the President. The Board will meet a minimum of four times annually. The President or any four board members may call a special meeting of the Board on three days’ notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them. Board members can attend meetings of the Board through means of electronic media. After each regularly scheduled Board meeting, a meeting of the Membership shall be scheduled by the President and shall occur within three weeks of the board meeting.
- 3.9 Minutes. At meetings of the Board and at all Membership meetings, all motions and significant business shall be recorded. In the event the Secretary is unavailable to insure that this record is

created, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall make available preliminary minutes of the meetings prior to the next meeting. The Secretary shall be responsible for the custody of the minutes of past meetings.

- 3.10 Action by Written Consent. A time sensitive vote may be taken without a Board meeting. The result of this vote shall be placed in the minute book of Friends of Camp Christopher and shall have the same force and effect as a vote taken at an actual Board meeting. Facsimile signatures and electronic signatures or other electronic “consent click” acknowledgments shall be as effective as original signatures.
- 3.11 Quorum. At each meeting of the Board, the presence of fifty percent plus one of the current members of the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the motion does not carry.
- 3.12 Board Member Attendance. A Board member who is absent from two consecutive regular meetings of the Board during a fiscal year is encouraged to reevaluate with the President his/her commitment to Friends of Camp Christopher. The Board may deem a Board member who has missed two consecutive meetings without such a reevaluation with the President to be subject to a vote to be retained on the Board.

#### **ARTICLE IV- OFFICERS**

- 4.1 Officers and Duties. Members shall elect officers of Friends of Camp Christopher which shall include a President, a Vice President, a Secretary, and a Treasurer. All officers and elected Board members are elected for a term of two years. The officers also include the immediate Past President.
- 4.2 President. The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of Friends of Camp Christopher. The President, with the advice and consent of the officers, shall appoint chairs for Board committees. The President or the President's designee may sign contracts or other instruments on behalf of the Friends of Camp Christopher.
- 4.3 Vice President. The Vice President shall consult with the President on an ongoing basis, especially in preparation of policy decisions and in planning of Board meetings and activities. The Vice President shall become thoroughly oriented to the role of the President and will represent Friends of Camp Christopher and carry out specific duties as assigned by the President. The Vice President shall have all powers and duties of the president during the President's absence, disability, or disqualification, or during any vacancy in the position of President. The Vice President will maintain all official documents of the organization. The Vice President or his/her designee will file a timely statement of continued existence with the Ohio Secretary of State. The Vice President will serve as the statutory agent for Friends of Camp Christopher with the State of Ohio.
- 4.4 Past President. The immediate Past President, if any, shall assist in advancing the goals and objectives of Friends of Camp Christopher through the application of knowledge gained through past Board experiences. The Past President shall be responsible for specific tasks delegated by the Board.
- 4.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Membership meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, and (c) have all other powers assigned by the Board, the President, or these Bylaws.

- 4.6 Treasurer. The Treasurer shall have responsibility for all funds of Friends of Camp Christopher; including receipts for money due and payable to the organization; and deposits in the name of Friends of Camp Christopher in such banks or depositories as shall be selected by the Board. The Treasurer shall prepare a financial statement of all assets and liabilities and present it to the Board at least once per year. The Treasurer or his/her designee shall have the responsibility for the Ohio Charitable Organization Annual report and the U.S. Internal Revenue Service Form 990.
- 4.7 Election and Term of Office. All officers and elected Board members shall be members of the Board. Officers and elected Board members shall be elected for a two-year term. The officers and elected Board members shall be elected in odd-numbered calendar years by the members at the membership meeting immediately preceding January 1 in even-numbered years. The President shall fill a vacancy occurring on the Board, for the unexpired term of office left vacant, in accordance with these bylaws.

## ARTICLE V - COMMITTEES

- 5.1 Committee Chairs. The President shall designate and appoint Chairs for each committee of the Board. Committee chairpersons shall appoint members to their committees.
- 5.2 Standing Committees. The Board shall maintain the following standing committees: Finance Committee, Ways and Means Committee, Nominating Committee, Membership Committee, and History Committee.
- 5.2.1 Finance Committee. The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the Friends of Camp Christopher, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.
- 5.2.2 Ways and Means Committee. The Ways and Means Committee shall be composed of three or more Board members. The Ways and Means Committee shall be responsible for the Friends of Camp Christopher's fundraising activities and shall coordinate its fundraising goals with the Finance Committee.
- 5.2.3 Nominating Committee. The Nominating Committee shall be composed of three or more Board members. This committee shall make recommendations to the President when vacancies occur. The Committee shall present a slate of candidates for election. The slate shall be presented at the board meeting immediately preceding January 1 of even-numbered calendar years. The committee shall prepare ballots and conduct elections at the membership meeting immediately preceding January 1 of even-numbered years.
- 5.2.4 Membership Committee. The Membership Committee shall be composed of two or more Board members. This committee shall focus on raising overall awareness about Friends of Camp Christopher. The Membership Committee will work to retain all existing members and to recruit new members. The Membership Committee will also support and assist the appointed Webmaster in maintaining and updating the Friends of Camp Christopher social media effort.
- 5.2.5 History Committee. The History Committee shall be composed of two or more Board members and include the appointed Webmaster. This committee will serve as a resource of Camp history for assisting in various projects, promotions, publications, social networking, etc. on behalf of Camp Christopher and the Friends of Camp Christopher.
- 5.3 Special Committees. The President may establish special committees for appropriate purposes. The President, with the advice and consent of the board, shall appoint a chairperson of

the special committee who will be deemed to be a member of the Board upon appointment until the next election of officers.

5.4 Term of Office. Each member of a committee shall serve a term of two years, unless the committee is terminated or unless a committee member is removed from such committee.

5.5 Quorum: Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.6 Rules. Each committee may adopt rules for its own governance as consistent with these By-laws and with rules adopted by the Board.

## **Article VI. MEMBERSHIP**

6.1 Membership in Friends of Camp Christopher shall be extended to all who support the mission of the organization, who support Camp Christopher itself, and who indicate their wish to be included as a member by submission of the application form to the Membership Committee. Members shall be eligible to make motions and vote at Membership meetings. Members may serve on committees. Members may hold office in the organization. A member must be in attendance to vote at a Membership meeting.

## **ARTICLE VII. MISCELLANEOUS**

7.1 Fiscal Year. The fiscal year of Friends of Camp Christopher shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

7.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount. The Finance Committee will prepare and present the annual operating budget to the Board for approval.

7.3 Checks, Drafts, or Orders for Payment. All checks, drafts, orders for the payment of money, or notes, issued in the name of Friends of Camp Christopher shall be signed by such officers or agent(s) of Friends of Camp Christopher and in such manner as determined by resolution of the Board.

7.4 Deposits. All funds of Friends of Camp Christopher shall be deposited according to written procedures established by the Finance Committee. Funds shall be deposited to the credit of Friends of Camp Christopher in such banks, trust companies, or other depositories as the Board shall select.

7.5 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

7.6 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

## **ARTICLE VIII. DISSOLUTION & WINDING UP**

8.1 Winding Up. Upon the necessity for the dissolution and/or winding up of Friends of Camp Christopher, the Board shall oversee such process and ensure compliance with all relevant provisions of the Ohio Non-Profit Corporation Act and other applicable state and federal statutes.

8.2 No Rights of Board Member to Assets. Upon dissolution of Friends of Camp Christopher, no Board member shall have any rights nor shall receive any assets of the Friends of Camp Christopher. The assets of Friends of Camp Christopher are permanently dedicated to a tax-exempt Friends of Camp Christopher for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of Friends of Camp Christopher, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IX- AMENDMENTS TO BYLAWS**

9.1 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a three-fourths vote of the membership present at any Membership meeting if at least fourteen days notice is given of intention to alter, to amend or repeal, or to adopt new bylaws at such meeting. A copy of the proposed changes shall be available prior to the meeting.

These Bylaws were voted on and recommended by the Board on January 26, 2019 and were voted on and approved by the Membership on February 9, 2019.