

RATIONALE FOR MOVING FROM A COMMITTEE STRUCTURE TO A BOARD OF DIRECTORS FOR CAMP WHITMAN ON SENECA LAKE

In the final report of the Task Force on Discerning the Mission of the Presbytery of Geneva, entitled “Our Journey Into God’s Future” (published in May 2006), the immediate emphases of the Presbytery of Geneva were presented as congregational transformation, spiritual development, and building relationships. On the basis of this process, the search for a new Executive Presbyter began. When the new Executive Presbyter was hired in February of 2007, it was clear that an emphasis was placed on the future viability of the camp. At that time, there was a groundswell of concern about the future of the camp and the ability of the presbytery to financially maintain this facility. In the light of such dire circumstances, and after listening to members of the presbytery, and the members of the committees of the camp (Camp Program and Camp Property), it was clear that a new leadership model was needed.

Beginning with the hiring of a new Camp Director in January 2008, and continuing with the formation of the staff for the 2008 camp season, we entered into this new leadership model. This model includes a leadership team comprised of the Camp Director, Property Manager, Program Director and Director for Camps for Those with Developmental Disabilities. Hiring the right people for those positions means that the majority of the work that the Program Committee had been doing in recent years is now done by the staff. These include such things as staff hiring and evaluation, program development, and day-to-day camp operations. The Property Committee had long been functioning as a group to support the work of the Property Manager, in that way functioning more as a work group rather than as a committee. Given all of this, it appeared to the General Council of the Presbytery of Geneva that there was insufficient clarity about the role of the committees for them to continue in their current form.

It has become clear that the transformation of Camp Whitman is a model for the Presbytery, and that the camp itself is a vital part of the mission and ministry of the Presbytery. By demonstrating the dynamics of transformation, focusing on spiritual and leadership development of staff and campers, and emphasizing the building of relationships, the camp has become a part of the plan of the Presbytery of Geneva to promote vital and dynamic congregations. Camp Whitman is a valuable resource for congregations, and the Presbytery as a whole, as it seeks to live into the vision God has given to us, and as a place where people are transformed and called to do God’s work in the world.

In gratitude for the years of dedicated service which brought us the first fifty years of the ministry and mission of Camp Whitman, we recognize that the vision and mission of the camp is now expanding, evolving, and emerging. This expanded vision has already taken root in the shift in programming, which has allowed for greater inclusion of those with developmental disabilities. A commitment to develop the facility for year-round use has begun with a greater emphasis on a “guest season,” expanding the use beyond the eight-week summer camping program. Additionally, increased emphases on being a model for environmental education and efforts to “green” the facility have begun to emerge.

The establishment of a camp Board of Directors will continue this process, and also allow other stakeholders the opportunity to contribute to the development of the camp. With equal voice and vote, representatives from the Presbytery of Geneva, the Presbytery of Genesee Valley, and the Presbytery of Susquehanna Valley, will be better poised to offer critical leadership in this important mission and ministry. A Board of Directors will allow for greater flexibility and more responsiveness than the current committee structure has done. This increased level of oversight and governance by a Board of Directors will be a positive step toward living into the vision of the future of the camp.

Under the new model, the Board of Directors will have primary responsibility for the development of the camp, including its financial base for ministry. A strategic plan and vision will guide the work and future decisions of the Board. On-going efforts in marketing and recruitment (eight-week staff, guest users, and campers) will be done by the Board in collaboration with the staff. A greater ownership of the mission of Camp Whitman is one of the goals of moving to a Board of Directors. The incredible ministry which is done through the facility will receive a much broader audience and much better interpretation, and in that way, support from member churches, through this new model than was offered under the committee structure. We see the Board of Directors as ambassadors of the camp to the wide group of constituents from which they will be drawn.

As the Presbytery of Geneva seeks to live into the vision of spiritual gifts-based ministry, the Camp Whitman Board of Directors would be a wonderful model for the efficacy of such a process. By using a spiritual gifts inventory and shared discernment process, those chosen for the initial board will bring a variety of gifts and skills to the table. This process will bring people with diverse talents in contact with the camp in a way that was not happening under the current committee structure. By diversifying the board, a wider group of people with an investment in the camp can be developed.

Proposal for the Formation of the Board of Directors for Camp Whitman on Seneca Lake

1. Develop by-laws
2. Write job descriptions for various board roles
3. Determine the spiritual gifts and characteristics needed for the initial Board
4. Meet with coaches to develop a proposal for the General Councils
5. Meet with the General Council of the Presbytery of Geneva to receive support for the proposal of the development of the Board being taken to the Presbytery and the recruitment of the Board members
6. Meet with the Council of the Presbytery of Genesee Valley and receive support for the development of the Board and the recruitment of Board members
7. Meet with the Council of the Presbytery of Susquehanna Valley and receive support for the development of the Board and the recruitment of a Board member
8. Gather representatives from the three presbyteries to meet with the Camp Director and review the spiritual gifts and characteristics needed for the initial board and plan a strategy for recruitment in each presbytery
9. Invite potential Board members to a conversational meeting to clarify the purpose and role of the Board and its members
10. Secure commitments from Board members and elect members in each presbytery
11. Hold a retreat for Board members
12. Have new Board elect officers, establish committees, work groups, and identify chairs
13. Recruit members of committees and work groups, as needed
14. New Board of Directors first responsibilities include writing a new mission statement, writing and new vision statement, and developing a working strategic plan

February 2009

Proposed Bylaws

Camp Whitman on Seneca Lake

February 2009

ARTICLE I ORGANIZATION

1. The name of the organization shall be Camp Whitman on Seneca Lake.
2. The organization shall have a seal which shall be in the following form:
3. The organization may, by a majority vote of the membership body, change its name.

ARTICLE II PURPOSE

The mission of Camp Whitman on Seneca Lake is to be a resource that is integral to the development of dynamic, vital and sustainable congregations in Geneva, Genesee Valley, and Susquehanna Presbyteries. This mission is expressed through a summer camping program that offers personal growth and experiences of spiritual formation for campers who are children, youth, and adults, both with and without disabilities. It is also emerging through a vision of expanded “guest season” use of the site and facilities and through an emphasis on becoming a model for environmental education.

ARTICLE III MEMBERSHIP

1. Membership in this organization shall be open to all members of the Presbytery of Geneva and the Presbytery of Genesee Valley.

ARTICLE IV MEETINGS

1. The annual membership meeting of this organization shall be held at the regularly stated meeting of the Presbytery of Geneva in January each year.
2. The Secretary shall notify members of the Presbytery of Genesee Valley of this meeting through communication with the Stated Clerk of the Presbytery of Genesee Valley no later than the stated meeting of the Presbytery of Genesee Valley in November of each year preceding the January annual meeting.
3. A quorum to conduct the business of this organization shall be equal to the quorum determined by the Stated Clerk of the Presbytery of Geneva for its stated meeting.
4. Special meetings of this organization may be called by the President when it is deemed in the best interest of the organization. Notices of such meetings shall be sent to the Stated Clerks of the Presbytery of Geneva and the Presbytery of Genesee Valley for distribution to their membership no later than twenty-one (21) days in advance of such a meeting. The notice shall state the reasons that such a meeting has been called, the business to be transacted at such a meeting and by whom it was called. At the request of 51% of the Board of Directors or by request of the General Council of the Presbytery of Geneva or by request of the

- Council of the Presbytery of Genesee Valley, the President shall call a special meeting in compliance with the manner and timeline outlined above.
5. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

1. At all meetings, votes shall be taken by voice, unless otherwise deemed necessary by the President.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon through written ballot.
3. Members seated with vote at the stated meeting of the Presbytery of Geneva at which the meetings of this organization are held shall be allowed to vote.

ARTICLE VI ORDER OF BUSINESS FOR ANNUAL MEETING

1. Opening Prayer to convene meeting
2. Determination of a quorum
3. Approval of agenda
4. Approval of the minutes of the previous meeting
5. Reports of Committees and Work Groups
6. Reports of Officers
7. Old Business
8. New Business, including election of new directors, as necessary
9. Adjournment with prayer

ARTICLE VII BOARD OF DIRECTORS

1. The initial Board of Directors shall be elected in the following manner:
 - a. Representatives appointed by the Council or General Council of each Presbytery (Geneva, Genesee Valley, and Susquehanna Valley) will meet with the Camp Director and Camp Operator to review the “Characteristics/Gifts of a Strong Board” document.
 - b. This group will be encouraged to identify tools and a plan for recruiting such people as will fit these criteria in their presbytery.
 - c. After developing a list of potential nominees, the information about such nominees will be presented to the Camp Director for input.
 - d. When a slate of nominees is finalized in each presbytery, it will be presented for vote in a manner commensurate with the policies and procedures for election as established with each presbytery.
 - e. Following the election of nominees in each of the three presbyteries, the Camp Director and Camp Operator will convene an initial meeting of the Board of Directors.
 - f. The Board of Directors will then be responsible for the election of the officers as detailed in Article VIII, number 1.

2. The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, which include the officers of this organization. Directors shall be residents of the State of New York and citizens of the United States of America.
3. The Board of Directors shall be made up of four (4) representatives from the Presbytery of Geneva, four (4) representatives from the Presbytery of the Genesee Valley, and one (1) representative of the Presbytery of the Susquehanna Valley.
4. The directors for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as nominations within the Presbytery of Geneva and they shall serve for a term of three (3) years, commencing February 1st, following the election. A Director may serve only two consecutive terms. After a lapse of one year, eligibility is re-established.
5. The Board of Directors shall elect officers at their first meeting of the calendar year.
6. The Board of Directors shall execute and uphold the By-laws and legal contracts of the organization; is responsible for the general management and establishment of the operational policies of the organization; approve an operating budget and provide resources to meet the budget; and represents the organization with local government officials and the general public. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by the Chairperson after due notice to all the directors of such meeting.
7. The meetings of the Board of Directors shall be held quarterly on a mutually agreed date or upon call of the President throughout the fiscal year. Twenty-five percent (25%) of the members of the Board of Directors, plus at least one officer shall constitute a quorum. Action taken by the majority of this quorum shall constitute action by the Board of Directors.
8. Each director shall have one vote and such voting may not be done by proxy.
9. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
10. The Board of Directors may create work groups for specific tasks. The membership of such work groups shall be elected or appointed by the Board of Directors, or those appointed for such purpose. Non-director members may serve on work groups. These work groups shall remain in place until the specific task is completed.
11. Vacancies on the Board of Directors shall be filled by the vote of the Board of Directors upon recommendation of the Nominating Committee. The person so elected shall complete the remainder of the unexpired term, and may then be eligible for election to one regular term as a member of the Board of Directors.
12. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization and in keeping with the Rules of Discipline of the Book of Order of the Presbyterian Church (USA).
13. The organization shall hold harmless individual board members from any suits arising out of their duties as members of the Board of Directors.

14. If any elected director is absent for three (3) consecutive meetings of the Board of Directors, without a reasonable excuse, the Board of Directors may declare the position vacant.

ARTICLE VIII OFFICERS

1. The initial officers of the organization who, together with the Camp Director, comprise the Executive Committee shall be as follows:
 - a. President:
 - b. Vice President:
 - c. Secretary:
 - d. Treasurer:
2. The President shall preside at all membership meetings. By virtue of this office, this person shall be the Chairperson of the Executive Committee.
3. The President shall be present at each annual meeting of the organization and give an annual report of the work of the organization.
4. The President shall serve as an ex-officio member of all standing committees.
5. The President shall see all minutes, reports and other legal documentation as required by law are properly kept or filed.
6. The Vice President shall, in the event of the absence or inability of the President to exercise their office, become acting President of the organization with all the rights, privileges and powers as if s/he had been duly elected President.
7. The Secretary shall keep the minutes and records of the organization in appropriate manner. It shall be his/her duty to give and serve all notices to appropriate persons as regards meetings. They shall be the official custodian of the records and seal of the organization. They shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. They shall attend to all correspondence of the organization and shall exercise all duties commensurate with the office of Secretary.
8. The Treasurer shall have the care and custody of all monies belonging to the Board of Directors. The money shall be deposited in a savings account except that the Board of Directors may cause such funds to be invested in such as investments as shall be legal for a non-profit corporation in the State of New York. The Treasurer shall render at each meeting of the Board of Directors a written account of the finances of the organization and those of the Board of Directors. Such a report shall be affixed to the minutes of the Board of Directors. An annual report of the finances of the organization and the Board of Directors shall be given, in writing, at the annual membership meeting. The Treasurer shall exercise all duties commensurate with the office of Treasurer.
9. In the absence of the Treasurer, all checks, drafts or orders for payment of money, notes or other evidence of indebtedness shall be signed or endorsed by such persons and in such a manner as shall be determined by resolutions of the Board of Directors.
10. Officers shall by virtue of their office be members of the Board of Directors.
11. No officer, director, or member serving on any committee shall receive any salary or compensation for services rendered to the organization in such capacities.

12. The President and Vice-President may hold office for two (2) one-year terms. The secretary and treasurer shall be elected for a two-year term with an option of a second two-year term.
13. In the event a vacancy occurs in the position of the President, the Vice-President shall complete the unexpired term.
14. In the event of a vacancy in the position of Vice-President, Treasurer, and/or Secretary, the Board of Directors shall elect a person to complete the unexpired term.

ARTICLE IX PERSONNEL/SALARIES

1. The Board of Directors shall make a written evaluation of all permanent staff of the organization with a recommendation for salaries for the following year to the Executive Presbyter of the Presbytery of Geneva no later than the June 1st of each calendar year.

ARTICLE X COMMITTEES

1. All committees of this organization shall be formed by the Board of Directors with membership elected by the Board of Directors. Non-director members may be nominated to serve on committees. These committee members shall serve for a term of one (1) calendar year. Each chairperson shall report to the President and the Board of Directors. The Camp Director shall be an ex-officio member of all committees.
2. The permanent committees shall be
 - a. **Executive Committee**

The Executive Committee shall consist of the four officers of the organization, and the Camp Director. This committee shall be chaired by the President and is empowered to act for the Board when time constraints prevent action by the full Board. Minutes of the committee shall be maintained when the committee acts on behalf of the Board, which actions shall be reported to the full Board at its next meeting for comment, approval and, if necessary, modification. The Executive Committee shall also undertake such matters as may be referred by the President and/or the Board and recommends amendments to the organization's by-laws and Strategic Plan.

- b. **Nominating & Leadership Committee**

This committee shall nominate directors to replace expired terms, or re-nominate directors whose first term has expired, and shall recommend nominees to the Board for their consideration in appointing a successor to a director who fails to complete their term as consistent with Article 7, number 9. The committee shall nominate, for vote at the first Board meeting of the calendar year, a slate of officers for the following year.

This committee shall seek individuals with skills and gifts beneficial to the organization to fill leadership positions, including committee and Board membership. The committee shall also provide a program of orientation and training for new Directors.

c. Finance and Development Committee

The Finance and Development Committee, which shall include the Treasurer as an ex-officio member, shall oversee the finances of the organization; prepare an annual budget for board approval; recommend investments of both endowed and non-endowed funds; make any modifications to an adopted budget or insurance policies; and establish an overall long and short-term fund-raising plan for the organization, including grants, planned giving, and a major gifts campaign.

d. Personnel Committee

The Personnel Committee is responsible for the development, review and implementation of a Personnel Policy and shall conduct annual reviews of the permanent camp staff, recommending salary and cost of living increases as it deems appropriate.

ARTICLE XI AMENDMENTS

1. These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty-one percent (51%) of those present and able to vote at any membership meeting.
2. These by-laws may be suspended by a two-thirds vote of the members present at a meeting provided a quorum is present in person.

ARTICLE XII DISSOLUTION

Upon dissolution of the organization, the governing body of the organization shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all remaining assets of the organization to the Presbytery of Geneva.

Camp Whitman on Seneca Lake Board of Directors

Position Descriptions

February 2009

Board Member

1. Regularly attends Board meetings and important related meetings
2. Attends the annual meeting of the organization
3. Makes a serious commitment to participate actively in committee work
4. Volunteers for and willingly accepts assignments and completes them thoroughly and on time
5. Stays informed about Board matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
6. Gets to know other Board members and staff and builds a collegial working relationship that contributes to consensus
7. Is an active participant in the Board's annual evaluation and planning efforts
8. Participates in fundraising for the organization

President

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the Camp Director in achieving the organization's mission
4. Provides leadership to the Board of Directors
5. Chairs meetings of the Board after developing the agenda with the Camp Director
6. Encourages the Board's role in strategic planning
7. Recommends to the Board chairpersons of committees and work groups, in consultation with the Camp Director and Executive Committee
8. Serves as Chair of the Executive Committee
9. Serves as *ex officio* member of committees and work groups and attends their meetings as invited
10. Helps guide and mediate Board actions with respect to organizational priorities, the mission of the camp, and governance concerns
11. Reviews with the Camp Director and the Camp Operator issues of concern to the Board
12. Monitors financial planning and financial reports
13. Plays a leading role in fundraising activities
14. Evaluates annually the performance of the organization in achieving its mission, including the members of the Board of Directors
15. Performs other responsibilities as assigned by the Board

Vice President

This position is typically successor to the President position. In addition to the responsibilities outlined in the Board Member job description, this position:

1. Is a member of the Board

2. Performs President responsibilities when the President cannot be available (see President Job Description)
3. Reports to the Board's President
4. Is a member of the Executive Committee
5. Works closely with the President and other staff
6. Participates closely with the President to develop and implement officer transition plans
7. Performs other responsibilities as assigned by the Board

Board Secretary

1. Is a member of the Board
2. Is a member of the Executive Committee
3. Maintains records of the Board and ensured effective management of organization's records
4. Manages minutes of Board meetings
5. Ensured minutes are distributed to members shortly after each meeting
6. Is sufficiently familiar with legal documents (by-laws, mission statement, policies and procedures, etc.) to note applicability during meetings
7. Performs other responsibilities as assigned by the Board

Board Treasurer

1. Is a member of the Board
2. Is a member of the Executive Committee
3. Manages finances of the Board and works with the Camp Director and Camp Operator in the management of these assets
4. Provides annual budget to the Board for members' approval
5. Ensures development and Board review of financial policies and procedures
6. Performs other responsibilities as assigned by the Board

Committee Chair

1. Is a member of the Board
2. Sets tone for the committee work
3. Ensures that members have the information needed to do their jobs
4. Oversees the logistics of committee's operations
5. Reports to the Board's President
6. Reports to the full Board on committee's decisions/recommendations
7. Works closely with the Camp Director and other staff as agreed to by the Camp Director
8. Assigns work to the committee members, sets the agenda, and runs the meetings, and ensures the distribution of meeting minutes
9. Initiates and leads the committee' annual evaluation

Camp Whitman on Seneca Lake Board of Directors
Characteristics/Gifts of a Strong Board

Characteristics of a Strong Board:

1. **Passion** – Each board member must have an expressed commitment to the organization's mission.
2. **Knowledge** – Each board member must have a working knowledge of the organization, its ministry focus, and the community.
3. **Diversity of Expertise** – The composition of the board must include a variety of skill sets necessary to make good decisions. (See the spiritual gifts listed below.)
4. **Representation from the Stakeholders** – A strong board includes people who see the vision, understand the connection to the presbyteries involved, and are able to articulate these to the organizations within which they do ministry.
5. **Commitment** – Each board member must express a willingness to do the hard work of fundraising, relationship-building, and governance.
6. **Time** – Each board member must be willing to take part in all levels of board service, from committee meetings, to retreats, to full board meetings.
7. **Connection** – Each board member must express a commitment to communicate with new friends and supporters and to be an ambassador for the organization.

Possible Spiritual Gifts that may need to be represented on the Board:

Administration (I Corinthians 12:28, Acts 6:1-7, Romans 12:6)

Faith (I Corinthians 12:9, Acts 27:21-25, Hebrews 11:33-38)

Giving (Romans 12:8, Mark 12:41-44)

Hospitality (Romans 12:9-13, Hebrews 12:1-2)

Intercession (Romans 12:14-16, James 4:14-16, Acts 12:1-17)

Knowledge (I Corinthians 12:8, Romans 15:14)

Leadership (Romans 12:8, Acts 15:7-12)

Serving (Romans 12:7, II Timothy 1:16-18)

Teaching (I Corinthians 12:28, Acts 18:24-28)

Wisdom (I Corinthians 12:8, I Corinthians 2:1-13)

February 2009

February 2009