

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.