



**BYLAWS
OF
CAMP OLSON YOUNG MENS' CHRISTIAN ASSOCIATION**

**ARTICLE I
NAME, SEAL AND OFFICES**

1. Name. The name of this corporation is Camp Olson Young Mens' Christian Association.
2. Seal. The corporation shall have no seal.
3. Offices. The principal office of the corporation shall be at 4160 Little Boy Rd. NE, Longville, MN 56655

**ARTICLE II
MEMBERSHIP**

1. Members. Members of the corporation shall be those persons that have contributed in the previous or current fiscal year to Camp Olson YMCA in one or more of the following ways:
 - a) donated or contributed at least twenty-five dollars (\$25)
 - b) contributed five (5) or more hours of volunteer labor or time
 - c) has paid for a camp program.

Paid Staff are not considered members unless one of the above conditions are met.

The Executive Director is responsible for maintaining a current list of Members. The list may be reviewed at any time by the Directors

2. Rights of Members. There shall be one class of members and each member over 18 years of age at the time of an annual meeting or special meeting shall be entitled to one (1) vote. The right of a member to vote and all his/her rights, titles, and interests in or to the corporation shall cease on the termination of membership. No members shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

3. Annual Meetings. The annual meeting of the Members of the corporation shall be held at the principal office of the corporation or such other place as determined by the Board

of Directors once each year for the election of Directors and transaction of such other business as may come before the meeting. Notice of the Annual Meeting will always include the number of vacant Board positions as decided by the current Board

4. Special Meetings. Special meetings of the Members may be called at any time, for any purpose, by the President or by two-thirds (2/3) of the directors, and must be called by the President or Secretary on receipt of the request of two-thirds (2/3) of the members of the corporation. Special meeting requests and the Special meeting can be through electronic communication.

5. Notice of Meetings. Notice of every annual and every special meeting, stating the time, place and purpose thereof, shall be given personally, or by mail, or electronic network, or electronic mail to each member not less than seven (7) days before such meeting directed to each member at the member's address as it appears on the records of the corporation. Failure to reach all current members will not be cause to alter the meeting in any way, all responsible care will be made to reach the Membership.

ARTICLE III DIRECTORS

1. Board. A Board of neither less than seven (7) nor more than nineteen (19) directors shall manage the affairs of the corporation. Directors shall serve without pay or compensation other than reasonable expenses.

2. Election and Tenure. The Members shall elect each Director. Each Director shall be elected for a term of three (3) years, and shall hold office for the term for which the director was elected and until a successor has been elected and qualified, except in cases of resignation or removal. Directors are limited to two (2) consecutive terms. An exception is made for a Director who serves as president of the board in his or her final year of the second term. In this situation, a Director may immediately serve an additional year on the board, making his or her two terms seven (7) years. Any partial term shall not be counted as full term for the purpose of determining the number of terms a director may serve. After serving two (2) consecutive terms, an outgoing Director must observe a wait period of three years before eligible for election to another term.

3. Regular Board Meetings. The Board shall hold no fewer than six (6) regular meetings, the time and place to be determined by majority vote of the Directors.

4. Notice of Meetings. Notice of all directors' meetings except as herein otherwise provided, shall be given at least three (3) days before the meeting, but any director may waive such notice. Regular meetings of the Board of Directors, as determined by resolution, may be held without further notice at such time and place as shall have been by resolution determined by the board. Any business may be transacted at any directors meeting.

5. Attendance. Board members must attend seventy-five percent (75%) of all scheduled meetings i.e. 4 of 6, 5 of 7, 6 of 8, 7 of 9, etc... during each fiscal year to remain on the board. Attendance can be in person or through electronic communication Failure to achieve the minimum attendance will result in automatic removal from the Board which shall be verified by written notice to the affected Director. An exception to this automatic removal from the board may be granted with 2/3 vote of the Board

6. Board Action Without a Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors. Electronic signatures may be accepted.

7. Quorum. A majority of the directors shall constitute a quorum.

8. Directors' Duties. Directors shall:

- A. Insure that all resolutions of the Board of Directors are implemented.
- B. Observe and enforce the Camp Olson Code of Conduct, as such is articulated in the Camp Olson Governance Manual.
- C. Carry out assigned responsibilities thoroughly and diligently.
- D. Observe and enforce all rules and policies of Camp Olson.
- E. Hire and assess the performance of the Executive Director on a yearly basis.
- G. Define explicit governing policies for the organization.

9. Governance. The Camp Olson Board shall complete, maintain and annually review the Camp Olson Governance Manual which shall be the exclusive record of all Camp Olson Governance policies.

10. Vacancies. Any vacancy in the board of Directors occurring by death, resignation, or removal, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation, or until the election and qualification of a successor.

11. Powers. All the corporate powers, except such as are otherwise provided for in these bylaws, and in the laws of the State of Minnesota, shall be and are hereby vested in and shall be exercised by the Board of Directors.

12. Liability. The directors or members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation. A member shall be liable to the Corporation only to the extent of any unpaid portion of membership dues or assessments which the Corporation may have lawfully imposed, or for any other indebtedness owed by the member to the Corporation.

13. Removal. Any Director may be removed by a 2/3 affirmative vote of the Board, whenever, in its judgment, such removal will be in the best interest of Camp Olson.

14. Director Election Process.

A.) Nominating Procedure: Nominations to the board must be received by the Camp Olson office in writing twenty-one (21) days prior to the annual meeting (per Article II- 5. Notice of Meetings). The current Board of Directors will have a list of nominations to present at the time of the meeting. Each candidate must have a second to his or her nomination. Each board recommended candidate will be officially nominated by a current board member and seconded by another current board member. At-Large candidates, that have fulfilled the twenty-one (21) day written nomination requirement, will be included on the ballot. There shall be no write in nominations. Candidates are not required to be present to be elected as a board member.

B.) Voting: At the annual meeting, ballots containing a list of candidates and the number of board positions available will then be distributed to the membership and a period of 5 minutes will be allowed for voting once the final ballot is distributed to the membership. Ballots will note if the candidate is board nominated or an at-large candidate. Additionally, the ballots will provide a brief description of the candidate. Members will vote for up to, but not more than, the number of open board positions. In the event of a tie for the last remaining board position, then up to two additional run-off votes shall be taken, between the last two candidates. If the tie is not then broken, the decision will be made by a coin toss.

C.) Proxy: Members must be present at the annual meeting to be eligible to vote. Proxy voting is not permitted.

D.) Officials: Two current board members will serve as election officials and count the ballots. Members will sign an attendance sheet and indicate themselves as members or non members before the start of the meeting. The membership list (see Article II -1 Membership) will be provided to verify membership status. Results will be presented at the end of the annual meeting.

ARTICLE IV. OFFICERS

1. Officers Designated. The officers of Camp Olson Board shall consist of a President, Vice President and a Secretary.

2. President. The President assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. The President is the only Board

member authorized to speak for the Board.

A. The responsibility of the President is to see that the Board conducts itself consistently with its own rules and those legitimately imposed upon it from outside the organization, including, but not limited to, the following:

1. Insuring that meeting discussion content will address only those issues which, according to the Board policy, are matters for appropriate Board consideration and not matters which are within the purview of the Executive Director's decision making authority as established by board policy.
2. Insures that deliberation is being fair, open, thorough, efficient timely, orderly, and kept to the point.

B. The authority of the President shall be established by the Board policies on Governance Process and Board-Executive Director relationship, except where the Board specifically delegates portions of this authority to others.

1. The President shall preside over duly convened Board meetings and shall conduct said meetings pursuant to Robert's Rules of Order.
2. The President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director unless specifically authorized by appropriate Board resolution.
3. The President may represent the Board to outside parties in announcing only Board stated positions.
4. The President may delegate this authority, but remains accountable for its use.

3. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board shall authorize.

4. Secretary. The Secretary shall ensure the recording of minutes of all meetings of the membership and Board. The Secretary shall ensure that notification of all meetings of the Board is accomplished as described in these Bylaws, and shall perform such duties as may be described by the Board or President. The Secretary shall ensure that minutes and all pertinent records are placed on file in the Camp Olson office.

5. Officer Election. The officers shall be elected by and from the Board of Directors for a one-year term, at the regularly scheduled meeting of the Board of Directors prior to the annual meeting of members. The officers shall be filled in order named in Section 1, and a majority of all votes cast shall be required for election. Each newly elected officer shall begin their term immediately upon adjournment of the annual Membership Meeting.

6. Officer Nominations. Nominations for Officer positions may be made by the interested Board Members themselves, by another Board Member and/or by a nominating committee, if such a committee has been established by the Board. Nominations must be in written form and must be received by the Camp Olson office twenty-one (21) days prior to the Annual meeting.

7. Officer Election Process. Separate printed ballots for each officer position shall be presented at the Board Meeting, indicating all nominees for each Officer position and identifying recommendations of the Board Nominating Committee, if such was appointed. The President will appoint two Board Members not in nomination for office to collect the written ballots separately for each position in order named in Section 1. Board members that are attending via electronic communication will have the option to cast an email ballot by emailing the two appointed Board Members and the Executive Director. The email ballot shall be received prior to the start of the Board meeting. As long as these conditions are met, the email ballot will be included in the count of the Officer Election. If the vote is not unanimous, majority will rule (or plurality in the event of more than two candidates). In the event the top vote getters are tied, then up to two additional run-off votes shall be taken. If the tie is not then broken, the decision will be made by a coin toss.

8. Officer Vacancies. Any vacancy in the board of Director Officers occurring by death, resignation, or removal, or non-reelection may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Officer so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation.

ARTICLE V. COMMITTEES

1. Standing Committees There are no Standing Committees.
2. Special Committees. The Board may appoint from time to time special committees of two (2) or more persons for such purposes and with such powers as the Board of Directors determine. The members of such other committees need not be Directors of the corporation. The term of any and all special committees will end with the adjournment of the annual meeting, or as otherwise determined by the Board.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Indemnification. To the full extent permitted by any applicable law, this corporation

shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, wherever, brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a Director, officer, employee, or member of a committee of this corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. Indemnification provided by this By-Law shall be in addition to and independent of, shall not be deemed exclusive of, any other rights to indemnification to which any person may be entitled by the contract or otherwise under law. Indemnification provided by this Section shall continue as to a person who has ceased to be a member of the Board of Directors, officer, employee, or committee member, and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section 1. However, any indemnification realized other than under this Section shall apply as a credit against any indemnification provided by this Section 1.

2. Insurance. This corporation may furnish Directors and officers liability insurance, without obtaining reimbursement of all or any part of the premium, to insure this corporation's obligations under Section 1, and to indemnify Directors and officers against liability, loss and expense incurred by them or any of them by reason of having been a Director of officer of this corporation, whether or not the Director of officer has or would have a right of indemnification from the corporation under Section 1.

ARTICLE VII FISCAL YEAR

1. Borrowings. No officers, agent or employee of this corporation shall have any power or authority to borrow money on its behalf to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by the resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

2. Depositories. All funds of this corporation shall be deposited time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all funds shall be withdrawn only upon checks signed by such one (1) or more officers or employees as the Board of Directors shall from time to time determine.

3. Fiscal Year. The fiscal year of this corporation shall be from October 1, to September 30, of each year.

ARTICLE VIII AMENDMENTS

These By-Laws may only be amended by two-thirds vote of the members qualified to vote who are present at any annual or special meeting and notice of the proposed amendment must be contained in the notice of the meeting.

ARTICLE VIII EXEMPT ACTIVITIES

Notwithstanding any other provision in these bylaws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulation as they now exist, or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170 (c) (2) of such code and regulations as they now exist, or as they may hereafter be amended.

AMENDMENT 1 BOARD OF TRUSTEES

1. Trustees. The Board of Directors may appoint a Board of Trustees and appointment shall be a single term of up to 10 years, terminating with a letter of resignation to the board or removal by a majority vote of the Board of Directors at a duly convened Board of Directors meeting. Trustees may be appointed at the members' annual meeting. No fewer than 5 and more than 10 Trustees shall be seated at any one time.
2. Responsibilities. Trustees shall function in three capacities: 1) The trustees shall be the managers of the Camp Olson Endowment. The Trustees shall meet yearly or more often if the need warrants, to make decisions about the investments of the Camp Olson Endowment. Access and regulation of these funds are stipulated in the Camp Olson YMCA Endowment Fund Resolution. 2) The Trustees shall from time to time serve to assist in Financial Development efforts as deemed necessary by the Camp Olson Board of Directors. 3) The Trustees shall be ambassadors for Camp Olson in their respective communities.
3. Meetings Trustees shall meet once per year at minimum and more often as the need arises.

Endowment fund principal cannot be invaded without a unanimous vote of all sitting members of the Camp Olson Board of Directors and the Board of Trustees.

**ARTICLE X
ADOPTION OF BY-LAWS**

The preceding bylaws were adopted at the annual meeting of the Camp Olson Young Mens' Christian Association held on January 28, 2019

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|---------------------------|-----------------|
| <u>Michael Holmes</u> | <u>3/3/2019</u> |
| President, Michael Holmes | Date |

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|-----------------------------|---------------|
| <u>Dave Rogers</u> | <u>3/9/19</u> |
| Vice President, Dave Rogers | Date |

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|----------------------------|----------------|
| <u>Michael Collins</u> | <u>3/16/19</u> |
| Secretary, Michael Collins | Date |