

BYLAWS
LAS POSADAS CAMP INCORPORATED

ARTICLE I

Section 1

Purposes

In addition to the purposes outlined in the articles of incorporation, the Corporation shall operate as a nonpolitical, nonprofit, education organization, dedicated to providing an outdoor camp facility for youth without discrimination of race, religion, color, national origin, sex, sexual orientation, medical conditions, and/or certain disabilities.

Section 2

The broad purposes for which this Corporation is organized shall be:

1. To provide a means for securing the concerted action of volunteers, including but not limited to 4-H leaders of participating camp programs, in their efforts to promote, organize, develop and administer Las Posadas as an outdoor youth camp.
2. To make plans for its continued development consistent with the regulations of the California Department of Forestry and Fire Protection, the Napa County Health Department, and all other agencies as necessary.
3. To effect a lease agreement and/or special agreement with the California Department of Forestry and Fire Protection and/or any other California State Agency necessary for the use of this property.
4. To develop and carry out the annual and long-term program of work for the improvement of this camp.
5. To develop and maintain outdoor environmental education programs in forestry, botany, tree propagation, and kindred subjects.
6. To provide the camping facilities which will be used to train youth leaders and members and provide an educational experience in outdoor living and environmental awareness.
7. To raise and expend such funds that are needed to carry out the annual program of work, including maintenance and repair of existing structures, equipment, and associated infrastructure with the camp as well as any future capital improvements.
8. To acquire, hold, maintain, and dispose of property, real and personal, which is necessary or helpful to accomplish a youth camping program at Las Posadas.
9. To emphasize stewardship of the land.

ARTICLE II

Affiliation

Section 1

The County 4-H Councils, 4-H Management Boards, or Volunteer Management Organizations, which have been chartered by the University of California's Cooperative Extension in Alameda, Contra Costa, Marin, Napa, and Sonoma Counties shall be represented on the Board of Directors of Las Posadas Camp, Incorporated, by three volunteer leaders from each county 4-H Council who have been elected or appointed by their respective County Camp Program.

Section 2

Any County 4-H Council, 4-H Management Board, Volunteer Management Organization, may cease affiliation with Las Posadas Camp, Incorporated upon presenting written notice of their withdrawal through the Board of Directors of Las Posadas Camp, Incorporated, and the acceptance of their withdrawal by the Board of Directors. Affiliation in the non-profit corporation called Las Posadas Camp, Incorporated, and privileges of using the camp's facilities shall terminate immediately.

Any County 4-H Council, 4-H Management Board, Volunteer Management Organization, seeking affiliation with Las Posadas Camp, Incorporated., shall apply in writing to the Las Posadas Camp, Incorporated. The Las Posadas Camp, Incorporated reserves the right to put a moratorium on affiliation to the Board at any time.

Section 3

Should any County 4-H Council, 4-H Management Board, Volunteer Management Organization, cease affiliation with Las Posadas Camp, Incorporated . that organization shall not be entitled to or receive any compensation for any money, material, or effort expended in the development of Las Posadas Camp. All rights and privileges of organization shall terminate upon acceptance of withdrawal by the Board of Directors.

Section 4

Any County 4-H Council 4-H Management Board, or Volunteer Management Organization, seeking and gaining affiliation with the Corporation shall contribute proportionately to the physical assets of Las Posadas Camp, Incorporated as determined by the Board of Directors.

ARTICLE III

Section 1

Board of Directors

Authority

The Board of Directors of Las Posadas Camp, Incorporated, shall operate in accordance with the Articles of Incorporation and Bylaws governing the Corporation and any other State or Federal statutes that regulate non-profit corporations.

Section 2

Responsibilities

The Board of Directors of Las Posadas Camp, Incorporated, will assume the responsibility for developing a master plan for capital improvements of Las Posadas Camp, and for the development of an Annual Program of Work. This Annual Program of Work shall include new improvements and/or capital outlay, as well as maintenance to be performed at the Camp. These plans shall have the approval of the California Department of Forestry/Cal Fire, the Napa County Health Department, when applicable, and shall be consistent with the policies of Las Posadas Camp, Incorporated. In addition, the Board of Directors may negotiate leases and contracts, purchase equipment and supplies, hire and supervise personnel, borrow funds, and establish and collect camper fees from persons and/or groups who use the camp facilities.

Section 3

Membership

- a. Membership of the Board of Directors of Las Posadas Camp, Incorporated, will be limited to three leaders from each of the affiliated counties. Each Director is to be duly elected or appointed by their respective Camp Program, County Club Council, 4-H Management Board, or Volunteer Management Organization. Such membership will herein be referred to as "Director".

Each affiliated county will submit annually, by December 1st, a list of their appointed or elected representatives to the Camp Board. The letter may be submitted by email from their 4-H County Club Council, 4-H Management Board, or Volunteer Management Organization, or a UCANR 4-H professional validating each board member as an active adult volunteer in their camp program.

- b. The affiliated camp programs shall elect or appoint one person each year to serve a three-year term on the Board of Directors.
- c. A Director may be re-elected or appointed by their respective camp programs, County Club Council, 4-H Management Board, or Volunteer Management Organization, to serve consecutive three-year terms indefinitely, with no limit on

the number of consecutive terms they may serve.

- d. Duly elected board members may not be removed from office by the Las Posadas Camp Board. In the event that any member fails to attend three or more regularly scheduled meetings in one year, that member's camp program will be notified in writing by the executive committee of the member's absence from regular meetings.
- e. Newly affiliated camp programs shall elect or appoint three Directors. The term of office will be determined by lot for a period of one, two, or three years.
- f. Incomplete Term of Director: In the event that a Director resigns or is otherwise unable to complete a full three-year term, the respective camp program shall elect or appoint an eligible volunteer to fill the unexpired term of that Director.
- g. Directors may only be elected or appointed by their respective camp programs.
- h. Member-at-large – Applications will be accepted for up to six board members who are willing to volunteer time and effort for the betterment and enhancement of the Las Posadas Camp Program. These applications will be reviewed by Executive Committee. Executive Committee will make their recommendation at the next regular Board meeting. Acceptance shall be by simple majority vote of the quorum present.
- i. Ex Officio Membership: Adult and teen camp program volunteers who are affiliated with the Las Posadas Camp, Inc. shall be ex-officio members of the Board of Directors. No designation is necessary.
- j. Honorary Membership: any member who is not an elected Director or an Ex Officio member, Who has made an outstanding contribution to the Las Posadas Camp program, may be made an honorary member at the discretion of the Board of Directors. Nominations for Honorary membership are to be submitted to the board of Directors at least 30 days prior to the meeting at which the voting for Honorary Membership will take place. Board members are to be notified in writing at least 7 days prior to the meeting.

Section 4

Privileges and Responsibilities

Directors shall be entitled to a single vote on matters placed before the board. Ex Officio Members, Honorary Members and Members-At-Large of the Board of Directors shall have the right to express opinions on any matter under discussion and shall be eligible to serve on designated Las Posadas Camp Board committees, but shall not be entitled to vote, to make motions, to second motions, or serve as elected officers of the Board of Directors.

Section 5

Quorum

The quorum for the Board of Directors for all regular and special meetings shall always consist of a simple majority of the elected Directors present.

Section 6

Voting

The transaction of normal business of the Board of Directors shall be a majority vote of the quorum present unless otherwise specified in the Bylaws. Wherein there is immediate need for decision before the next scheduled meeting business may be transacted by electronic means. Directors will have seven days to respond and vote unless a majority vote of the quorum is reached before the seven days have passed. At the next meeting the president will report each vote so they may be entered into the minutes.

ARTICLE IV

Officers

Section 1

Members:

The officers of the Las Posadas Camp, Incorporated, shall consist of a president, vice-president, secretary, treasurer, and such others as the Board of Directors deems necessary. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

Section 2

Eligibility and Term of Office

Only active members of the Board of Directors shall be eligible to hold office. The office of the president, vice-president and secretary shall not be held by the same person for more than two consecutive years. The office of treasurer may be held by the same person for more than two consecutive years. No member shall hold more than one office at a time.

Section 3

Duties

President: It shall be the duty of the President to preside over all regular and special meetings of the Board of Directors and the Executive Committee and to serve as an Ex-Officio member of all committees except the nominating committee and to appoint committee members and may name the chairman of each committee. The President shall be responsible for sending out a monthly meeting reminder including the time, place, and agenda for the meeting, no later than seven days prior to the meeting. The president will review all Internal Revenue Service, State Franchise Tax Board, and the State Compensation Insurance Fund documents before they are filed with the state by the Treasurer. In the event that the office of the president becomes vacant, The Vice-President will assume the duties of the president for the remainder of the term.

Vice-President: It shall be the duty of the Vice-President to preside at all meetings in the absence of the President. The Vice-President will succeed to the office of the President if that office should become vacant between elections. The Vice-President shall serve as chairperson of the Schedule for Annual Use Committee and set the agenda. In the event that a vice-president succeeds to President, the Board of Directors will nominate one or more candidates and elect a new vice-president at the next meeting.

Secretary: It shall be the duty of the Secretary to record the full and complete minutes of all meetings of the Board of Directors and to carry on such correspondence as the Board and President shall direct.

Treasurer: It shall be the duty of the Treasurer to receive deposits, dispense funds, and keep a complete and accurate accounting of all monies received and dispensed by the Board of Directors of Las Posadas Camp, Incorporated. The Treasurer shall be prepared to present an up-to-date financial report at each Board of Directors meeting. The Treasurer will have the authority to open and close accounts when such actions are approved by the Board of Directors. The Treasurer's signature with that of the President shall appear on all checks issued by the Board of Directors. No two signers shall be related by blood or marriage. In the absence of the President, the Vice-President's signature shall appear with that of the Treasurer on all checks issued by the Board of Directors, except whereas the President and the Treasurer are family members.

In that instance the Vice-President will have authority to sign checks. The Treasurer shall be responsible for filing requirements and compliance with all regulations of the Internal Revenue Service, the State Franchise Tax Board, and the State Compensation Insurance Fund. The treasurer will make all filing documents available to the President, in a timely manner, for review before they are filed with the state. The Treasurer shall have the accounts ready for audit at the close of the fiscal year, which shall be designated as February 28.

Section 4

In the event that the office of vice-president, secretary, or treasurer becomes vacant, the Board of Directors will nominate one or more candidates and elect a new person to that office at the next meeting.

ARTICLE V

Executive Committee

Section 1

Purpose

The President of the Board of Directors shall have the power to appoint an Executive Committee. The executive committee shall act for the Board of Directors as ordered and shall make reports on their activities to the Board of Directors. The Executive Committee shall be responsible for carrying out the Annual Program of Work as approved by the Board of Directors, and for the execution of any other business the Board of Directors may desire to legally transact.

Section 2

Membership

Membership in the Executive Committee shall consist of at least one Director from each affiliated camp program. The president of the Board of Directors shall serve as the member from his or her respective county and shall be the chairman of the Executive Committee. In the event a member of the Executive Committee is unable to attend any Executive Committee meeting which is called by the Chairman, the committee member shall appoint one of the other Directors from his or her county to attend. The quorum of this committee shall always consist of a simple majority of the eligible Directors present.

Section 3

The Executive Committee shall meet as directed by the President.

Section 4

The transaction of the business of the Executive Committee shall be by majority vote of the quorum present, unless otherwise specified in the Bylaws. Each Camp Program is entitled to only one vote in conducting any business of the Executive Committee.

Section 5

At the last full board meeting of each fiscal year the Executive Committee shall present to the Board of Directors a budget for the next fiscal year. This budget shall contain at least four sections. One section shall forecast the operating expenses. One section shall present the anticipated cost of maintenance. One section shall predict the cost of capital improvements that have been planned and approved by the Board of Directors. One section shall list the expected income for the next fiscal year.

ARTICLE VI

Election of Officers of Board of Directors

Section 1

Nominations: Officers of the Board of Directors shall be nominated by the nominating committee, appointed at the regular meeting in October. This committee shall make their report to the Directors at the November meeting. Nominations may also be called for from the floor before the election begins.

The nominating committee report is to be submitted in writing to all Directors at least seven days prior to election.

Section 2

Balloting: Elections shall take place by written ballot unless the Board of Directors, by majority vote of a quorum present, specifies otherwise. Balloting will be limited to elected or appointed Directors. Candidates receiving a plurality of votes cast for each office shall be declared elected.

Section 3

Officers of the Board of Directors of Las Posadas Camp, Incorporated, shall be elected at the annual meeting.

Section 4

An officer may be removed from office for not fulfilling their duties as described in the Bylaws. Five Directors will bring the issue to Executive Committee. If the Executive Committee recommends removal from office, a two-thirds vote of the full Board by secret ballot is necessary for removal.

ARTICLE VII

Meetings

Section 1

Regular Meetings

There shall be a minimum of four regular meetings of the Board of Directors each calendar year, on the second Monday of the month, unless otherwise ordered by the Executive Committee. Other meetings may be called by the Board. The December meeting shall be designated as the annual meeting at which time officers shall be elected.

Section 2

Special Meetings

Special meeting may be called at any time by the President. No business shall be transacted except that mentioned in the call for the special meeting.

Section 3

Meeting Notices

Notices of all meetings of the Board of Directors shall be sent to the Directors by the President at least seven days and not more than ten days prior to the meeting.

Section 4

Agenda

The agenda of each regular and special meetings of the Board of Directors shall be prepared by the President of the Board of Directors.

Section 5

Quorum

A quorum is defined in Article III, Section 5.

Section 6

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall

govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt, and any statutes applicable to this organization.

ARTICLE VIII

Finances

Section 1

Funds

The Board of Directors is authorized to receive and disburse funds as may come under the jurisdiction of this Board and as permitted by the Laws of the State of California. The Board of Directors shall deposit its funds in commercial and/or savings accounts. All withdrawals of funds shall be authorized by the Board of Directors and shall require the signature of the Board President or Vice-President and the Board Treasurer.

Section 2

Money-Raising Activities

All money-raising activities of the Board of Directors shall be in compliance with Federal, State, and local laws and regulations. Lotteries and raffles shall not be used for money raising purposes unless identified and approved in a case-by-case situation, per each County's regulations.

Section 3

Taxes

The Board of Directors shall comply with all Federal, State, and local laws relating to property and income taxes affecting non-profit corporations.

Section 4

Employment

The Board of Directors shall comply with Federal and State laws regarding employment.

Section 5

The Board of Directors shall be empowered to borrow money for capital improvement.

Section 6

The Board of Directors shall have the power to establish a camper fee for each person attending Las Posadas Camp. This fee shall be used for camp maintenance, capital improvement, or other uses the Board of Directors deem necessary. The Board of Directors may waive camper fees by a simple majority upon request.

Section 7

To defray pre-camp expenses and in lieu of advance camper fees, each Camp Program affiliated with Las Posadas Camp Incorporated shall deliver to the Treasurer of the Corporation a minimum of \$500.00 per week per year for each week of camp reserved. A reservation is a firm commitment to use camp and obligates a camp program to this advance payment whether or not the camp is used by the program that year. This minimum is non-refundable and non-transferable. This minimum payment of \$500.00 per week per year shall be paid as follows:

- i. On or before the 15th of January of each year, each camp program shall pay the Corporation \$100.00 per week for each week reserved.
- ii. An additional \$400.00 for each week reserved shall be paid by each camp program to the Treasurer of the Corporation on or before the 15th of June. The balance of any monies due are to be paid to the Treasure of the Corporation within 10 days of the scheduled use of the facility.
- iii. Camper fees in excess of the above prepaid amounts will be due within 30 days of the end of each camp program's scheduled camping period.
- iv. A late fee may be levied by Las Posadas Camp, Incorporated, for delinquent camp fees past 30 days. This fee shall be determined at the last Board of Director's meeting of the fiscal year.
- v. If a Camp Program cancels a week or any part of a week that has been reserved for them, this reservation payment is forfeited, is non-refundable, and non-transferable.

Thus, the advance payment by each camp program prior to the 15th of June would be:

- \$ 500.00 for one-week (or any part of one week) reservation.
- \$1,000.00 for a two-week reservation.
- \$1,500.00 for a three-week reservation.
- \$2,000.00 for a four-week reservation.

Section 8

If Las Posadas Camp Incorporated is forced to cancel camp sessions due to circumstances beyond its control, all reservation fees paid by camping programs will be refunded on or before the end of the fiscal year.

ARTICLE IX

Fiscal Year

Section 1

The fiscal year for this corporation shall commence on March 1st and end on February 28th of each year.

ARTICLE X

Committees

Section 1

The Board of Directors may establish any such committees as it may deem necessary for the furtherance of their work.

Section 2

The President of the Board of Directors shall appoint all members of the committees and may name the chairman of each committee. Committee makeup may include other volunteers not serving as a member of the Board of Directors.

ARTICLE XI

Amendments

Section 1

Procedure

Any proposed amendment to the Articles of Incorporation, or the bylaws, shall be submitted in writing to the Executive Committee by the proposing Director or an appointed committee. Upon approval by the Executive Committee, a letter or e-mail shall be sent to all members of the Board of Directors notifying them of proposed changes. After being read at two regular meetings and passed by a two-thirds majority of the Board at the second meeting, the approved bylaws shall become effective immediately.

Section 2

Voting on Amendments

Amendments may be passed only at regular meetings of the Board of Directors and must have a two-thirds majority vote of the Board of directors.

