

## BY LAWS OF YMCA CAMP BELKNAP BOARD OF TRUSTEES

### I. Mission and Object

#### A. Mission

It is the mission of the YMCA (Young Men's Christian Association) Camp Belknap to preserve the unique physical and spiritual environment where young men may forever build strong character, self esteem, individual maturity, and community responsibility; to acquire for life the skill of leadership and the value of good stewardship; to honor the history and traditions that are the Belknap experience; and to be a contributing citizen in the community it serves and from which it receives its benefit.

#### B. Object

The objects for which the corporation is established are: (1) to solicit contributions in support of YMCA Camp Belknap and to assist with the establishment and operation of YMCA Camp Belknap, a boys resident camp; and (2) to engage in any lawful act or activity permitted; provided, however, that the corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### II. Board of Trustees

#### A. Size

The Board shall have an optimal membership of twenty-five (25) persons, although such number may from time-to-time be set at a higher or lower figure as the Executive Committee may direct. The Board shall consist of not less than seven (7) Trustees. No more than (3) of the Trustees shall not be of the same immediate family or related by blood or marriage, nor shall any employee of the Corporation be the Chairperson or presiding officer of the Board.

#### B. Nomination and Term

Persons who have demonstrated a commitment to Camp Belknap or to the principles and ideals to which it is dedicated may be nominated by the Nominating Committee and, with the approval of the Board, invited to join the Board as a Trustee for a term of three years. A Trustee would be limited to serving a total of four three-year terms. A board member would be eligible to serve additional terms beyond this limit after vacating board membership for three years, and upon recommendation of the Nominating Committee. The limit of four terms would then apply again upon reelection.

#### C. Compensation

Trustees shall not receive any compensation for their services as Trustees.

### III. Officers and Committees

#### A. Officers

There shall be a Chair, Vice-Chair, Treasurer, and Secretary each to be elected by the Trustees for two-year terms. A Trustee shall be limited to serving a maximum of two two-year terms in any one office, but may serve in more than one office during his or her tenure as a board member. If an Officer has served only one year of his or her two-year term, and he or she has served the twelve-year limit for board membership, the Officer will be permitted to serve one additional year to complete the two-year Officer term. The Chair shall also be the President of the corporation and shall be responsible for the conduct of all meetings and shall coordinate communication among the Trustees and between the Board and the Executive Director and shall supervise the implementation of policies as determined by the Board. The Vice-Chair shall assist the Chair in his or her responsibilities as the Chair may, from time-to-time, delegate to him or her. Officers shall not be employees of the Corporation.

#### B. Standing Committees

##### 1. Executive Committee:

The Executive Committee shall consist of the Chair (President), Vice-Chair, Treasurer, Secretary, and one additional member of the Board. The Executive Committee shall have the responsibility to: a) call a special meeting of the Board; b) designate a particular matter to be an extraordinary matter; c) nominate persons to chair the various committees; and d) handle matters which require action between Board meetings. All such actions shall be reported to the Board.

##### 2. Property and Plant Committee

The Capital Improvements Committee shall have the responsibility to review and identify potential land acquisitions and other major physical acquisitions or projects and to make recommendations thereon to the membership.

##### 3. Finance and Audit Committee

The Finance and Audit Committee shall have the responsibility to review and oversee the financial affairs, budget, and accounting of Camp and to make recommendations thereon to the Board. The Finance and Audit Committee shall also have the responsibility to supervise the investment and disposition of the financial assets of Camp and shall make recommendations on the handling thereof to the Board and to the Executive Committee. The Treasurer shall serve as Chair of the Finance and Audit Committee.

4. Advancement Committee

The Advancement Committee shall have the responsibility for fundraising and the development of alumni relations and other sources of support.

5. Community and Inclusion Committee

The Community and Inclusion Committee shall have the responsibility to provide support on matters concerning Belknap's overall community goals and enrollment of the Belknap community. More specifically it shall make guidelines and recommendations for the allocation of scholarship funds and space for children in need of financial assistance to attend Camp and to provide guidelines and recommendations for Belknap's objectives regarding diversity and inclusion.

6. Nominating and Governance Committee

The Nominating and Governance Committee shall make nominations of Officers and potential new trustees, and recommendations of revisions to the by-laws. Trustees and Officers may also be nominated by any three Trustees. The Secretary of the Board must be a member of the Committee.

7. Safety and Risk Management Committee

The Safety and Risk Management Committee shall have the responsibility to review and oversee the safety and risk management policies and practices of the Camp and shall make recommendations on the handling thereof to the Board and to the Executive Committee.

8. Personnel Committee

The Personnel Committee shall have the responsibility to conduct the Executive Director(s) annual reviews and shall make recommendations on the handling thereof to the Board and to the Executive Committee.

C. Committee Chairs and Membership

The Chairs of the various Standing Committees shall be nominated by the Executive Committee and approved by the Trustees for two-year terms. Trustees shall be assigned to the various Standing Committees by the Chair

D. Additional Committees

The Board or the Executive Committee may, from time-to-time, establish additional Standing or Special Committees. The Chairs of such Special or Standing Committees shall be approved by the Trustees upon the nomination of the Chair and the membership of such committees shall be as designated by the

Chair. The Chairs of any additional Standing Committee or any Special Committee intended to be in existence for a period of time greater than one year shall be a member of the Executive Committee.

#### IV Meetings and Voting

##### A. Regular and Annual Meetings

The Board shall meet at least twice annually at such times and dates established by the Chair. The annual meeting shall be scheduled, if practicable, while Camp is in session and shall be held at Camp Belknap. Elections of Officers, Committee Chairs, and election of Trustees shall be held at the annual meeting and all terms of office shall commence and conclude upon adjournment of the annual meeting.

##### B. Special Meetings

Upon application of a majority of the members of the Executive Committee or one-third of the Board, the Chair shall call a special meeting of the Board at a time and place established by the Chair. Except in the case of an emergency, the Chair shall provide all members with at least three weeks notice of the time and place of such meeting and all matters to be considered.

##### C. Voting and Quorum

A majority of the Board shall constitute a quorum for the transaction of business. All matters considered by the Board at regular, annual, or special meetings, except for extraordinary matters as defined in Section IV(d), shall be resolved by a majority of those present and voting. The Board may permit any Trustees to participate in and vote in regular, annual, or special meetings through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting. Voting by proxy will not be permitted.

##### D. Extraordinary Matters

1. An extraordinary matter is hereby defined as:
  - (a) the hiring or dismissal of the Executive Director;
  - (b) The purchase or sale of an interest in real estate for a sum greater than \$100,000;
  - (c) any basic change in the size or nature of the camper population;
  - (d) any expenditure estimated to be greater than \$100,000 in a single year or \$250,000 over three years and that is not included in a previously adopted budget or capital plan;
  - (e) any matter deemed by a majority of the members of the Executive Committee or by a majority of the membership to be extraordinary.

2. Extraordinary matters shall be voted upon only at meetings for which there has been three weeks written notice to the membership of the time and place of such meeting and a description of the extraordinary matter to be under consideration. Extraordinary matters may be considered at regular, annual, or special meetings.
3. Extraordinary matters shall be approved only upon the vote of two-thirds of the total number of Trustees then elected and serving on the Board.

E. Agenda and Minutes

1. The Chair or such person as he or she may designate, shall, to the extent practical, circulate to all Trustees a written agenda and any supporting material or information at least one week in advance of any regular or annual meeting and at least three weeks in advance of any special meeting. Omission of any particular matter from a written agenda shall not, except in the case of extraordinary matters, prevent the Board from voting upon such matter at the subsequent meetings.
2. The Secretary, or such other person as the Chair may designate, shall keep minutes of all regular, annual, and special meetings and shall cause such minutes to be circulated to the Trustees as soon as practicable after such meetings.

V. Executive Director(s)

A. Responsibilities

The Executive Director(s) shall be responsible for the operations of Camp, to implement the policies established by the Board, and to report regularly thereon to the Executive Committee and to the Board. The Executive Director(s) shall be a non-voting member of the Board and all Standing Committees.

B. Tenure

The Executive Director(s) shall serve at the pleasure of the Board and may be dismissed with or without cause at any time. Dismissal of the Executive Director(s), however, shall be considered an extraordinary matter in accordance with Section IV (D). In an emergency situation, the Executive Director may be suspended by the Executive Committee, subject to ratification by the Board at a special meeting to be held as promptly as possible pursuant to Section IV B.

VI. Conflict of Interest

Should any item come before the Board that might result in a Trustee having or appearing to have a conflict of interest either by occupation, place of residence, other holdings, or any other interest, the Trustee shall make his or her personal interest known to the Board as soon as he or she recognizes a possible conflict

and shall refrain from voting on matters regarding the issue. At the time of such notice, the Board may choose, upon majority of vote of Trustees present at the meeting, to excuse the Trustee from the meeting during the discussion and voting of the topic constituting the conflict of interest.

A. Contracts

All documents to be executed by the Corporation, including deeds, mortgages, leases, promissory notes, or other instruments except checks, shall be executed by the Chair and the Secretary. The Board may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance.

B. Checks

All checks in excess of \$x,xxx issued to or by the Corporation shall be executed by the Executive Director and the Treasurer, President, or such other persons as the Board may designate.

C. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies or other depositories as the Board may select.

D. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

VIII. Personal Liability

The Trustees and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Corporation.

The Corporation shall, to the fullest extent permitted by New Hampshire law, indemnify all present and future Trustees and Officers of the Corporation from and against any and all of the expenses, costs, liabilities including attorneys' fees and expenses, against any action, suit or proceeding of any nature, and may advance reasonable expenses in advance of the financial disposition of any proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Agreement, any agreement, vote of disinterested trustees or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be

a Trustee or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of the foregoing provision by the Trustees of the Corporation shall not adversely affect any right or protection of any Trustee or officer of the Corporation existing or accrued at the time of such repeal or modification.

Unless otherwise provided in the Articles of Agreement, the Board of Trustees may indemnify and advance expenses to any employee or agent of the Corporation who is not a Trustee or Officer of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Trustees.

#### IX. By-Laws Revision

The Nominating and By-Laws Committee may recommend revision to these By-Laws from time to time. Proposed revisions may be voted on by Trustees at any regular, annual, or special meeting, provided proposed revisions are mailed to the Trustees in advance of the meeting. Approval will require a vote of two-thirds of the total number of Trustees then elected and serving on the Board.

Original April 1997

Revised April 2007

Revised August 2008

Revised May 2016