



AMENDED AND RESTATED BYLAWS

ARTICLE I

NAME

The name of the Corporation shall be Camp Wyandot, Inc. (the Corporation)..

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be located within Central Ohio.

ARTICLE III

PURPOSE and PRINCIPLES

Section 1: Purpose: The purpose of the Corporation shall be: to provide an inclusive nurturing environment for youth to have fun, make friends, serve others, and explore the great outdoors.

Section 2 Corporation: The Corporation is an Ohio nonprofit corporation formed under the Ohio Revised Code Chapter 1702.

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3 Fundamental Principle: The Corporation is a non-denominational, non-sectarian, nonprofit Corporation that serves all participants without regard to race, color, creed, sex, sexual orientation, economic status, national origin or disability.

ARTICLE IV

MEMBERS

The members of the Corporation shall be dues-paying and hold voting rights and obligations detailed herein.

Section 1: Adult Voting Members

A. Terms of membership

- i. Membership in the Corporation shall be open to all individuals eighteen (18) years of age and over. All Members must pay an annual membership fee unless such fee or fees is/are waived by the Board.
- ii. The Board, by a two-thirds (2/3) vote, may terminate or withhold membership provided that proper notice is given to the Member two (2) weeks before termination. Within 30 days of the Board's removal of the member, the Members must approve the removal by a 2/3 majority vote. A terminated member may request reinstatement after one year, which may be granted by a two-thirds (2/3) vote of the board.

B. The Authority of Members

Members may at the annual meeting:

- i. Vote on the election of Directors
- ii. Vote on Members-at-Large of the Nominating Committee

C. The following actions of the Board require approval of a two-thirds (2/3) vote of the Members present at a special meeting:

- i. The decision to sell land owned by the Corporation.
- ii.
- iii. The decision to encumber real estate owned by Corporation-
- iv. The decision to affiliate the Corporation with another Corporation or, if affiliated, to disaffiliate from that or another corporation.
- v. Any action in which the Corporation either becomes a member of another corporation or one in which it proposes to be subordinate to another corporation. If the Corporation is a member or subordinate to another corporation, the decision to cease being a member or subordinate to that corporation.
- vi. The decision to dissolve the Corporation.
- vii. The decision to dissolve overnight camp or day camp.

For any of the above under Section C, Members must be given a thirty (30) day notice of the meeting where the vote shall take place. See Article VIII, Section 1C, for authorized notice of Member meetings.

D. The Directors may bring other matters to the Members for a vote at the Board's discretion.

E. Right to Inspect

- i. Members shall have the right to examine all books and records of the Corporation for any reasonable and proper purpose and at any reasonable time except those books and records regarding employees, other Members, and donors.

Section 2 Youth Non-Voting Members: The Board has the authority to establish a membership for individuals under the age of eighteen (18). The Board determines the cost, term, rights and responsibilities of membership. The Board is excluded from granting voting rights to youth members.

ARTICLE V

BOARD OF DIRECTORS

Section 1 Governing Powers: The property and affairs of the Corporation shall be managed by a Board of Directors and such officers and agents as they shall from time-to-time duly elect and appoint. No employee of the Corporation shall serve as a Director of the Corporation. The Board shall exercise all powers of the Corporation except those specifically reserved for the voting members.

Section 2 Board Responsibilities: Responsibilities of the Board include but are not limited to:

- A. Determine the mission and purpose of the Corporation
- B. Select an executive director (the "Executive Director") and a Chair of the Board
- C. Support and periodically evaluate the Executive Director
- D. Monitor and strengthen the Corporation's programs and services
- E. Ensure adequate financial resources
- F. Protect the assets and provide proper financial oversight including approval of financial policies
- G. Build a competent and participating Board
- H. Ensure legal and ethical integrity
 - I. Enhance the Corporation's public and charitable standing.
 - J. Directors are expected to carry out their responsibilities in good faith, exercising the duties of care, loyalty, compliance and to maintain accounts.

Section 3 Accountability: The Board shall be accountable to the Corporation for the management and operation of the Corporation and shall make an annual report to the Members of the Corporation. The annual report shall be made available to the general public.

Section 4 Number of Directors: The Board of Directors shall consist of not less than seven (7) nor more than thirteen (13) persons, who shall also be Voting Members. Upon election, Directors are required to become members of Corporation.

Section 5 Election: Directors shall be elected at the annual membership meeting by voice vote or show of hands and shall assume office immediately. Any member may call for a secret, paper ballot for any election.

If during the year the total number of Directors falls below the minimum required, the Board shall be required to fill the vacant position(s). Such positions shall be replaced with a majority vote of the Directors then in office.

If the vacancy occurs within 4 months of the Annual Meeting (September or later), the nominating committee shall be responsible for recruiting a new Director to be elected by the Membership for a full term.

If the vacancy occurs between January – August, the Board shall immediately, and at least within 90 days, fill the position. Any person so elected shall begin their term, which counts toward their maximum of six consecutive years, at that time and shall be required to stand for election to a full term at the next Annual Meeting. The replacement shall be elected by a majority of the Directors then in office.

If a vacancy on the Board occurs that does not drop Board membership below the minimum required (7), the position shall remain vacant until the next Annual Meeting.

Section 6 Board Composition: The Board of Directors shall be comprised of members with a wide range of talents, skills and backgrounds, as determined are needed from time to time.

Section 7 Term of office: The term of office shall be two (2) years renewable for up to two additional terms so that each Director may serve a maximum of six (6) consecutive years. Directors may be re-elected after a one-year hiatus from the Board. In no case may a board member serve more than six (6) consecutive years.

Section 8 Compensation: Directors shall serve without compensation except for reimbursement of expenses that are appropriately authorized and supported by documentation.

Section 9 Removal: Except as otherwise provided in this Section 7, the Directors may remove for cause any Director by a two-thirds (2/3) vote of the Directors present at the meeting of the Board of Directors (i) called for such purpose and (ii) at which a quorum is present. A minimum of seven (7) days prior notice of such proposed action shall be provided to the Director subject to removal.

In the event that any Director fails to attend three (3) consecutive meetings of the Board, or who is absent from four (4) or more Board meetings in a twelve-(12) month period, that Director shall be requested by the Secretary of the Board to provide a written affirmation of intent to serve. In the event that Director provides such written affirmation to serve but fails to attend the next meeting of the Board or fails to attend at least three (3) of the next four (4) Board meetings, that Director shall be considered to have resigned. Any Director who fails to respond when contacted to provide an affirmation of intent to serve shall also be considered to have resigned. The Chair shall cause a written mailed notice to be delivered to any resigning Director thanking that Director for that Director's service. Any Director who is removed or resigns shall no longer participate in Board meetings and Board votes but may continue as a Member of the Corporation.

Section 10 Resignation: Any Director may resign at any time by providing written notice to the Chair, Secretary, or Board of Directors. Such resignation shall take effect upon receipt of the notice unless otherwise specified. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI

OFFICERS

Section 1 Election: The officers shall be a Chair, optionally a Chair-Elect, a Secretary, a Treasurer and the Executive Director. With the exception of the Executive Director, all officers shall also be Directors. The Executive Director is appointed an officer by the Board as defined under Article XI. Officers who are Directors shall be elected by the Board of Directors at the first board meeting after the Annual Meeting and assume office immediately. Any two or more offices may be held by the same person.

Section 2 Terms: The terms of office shall be for one year. All officers may serve up to three consecutive terms in the same officer position. After three consecutive terms in the same office, the person must vacate that position for at least one year before being eligible for re-election to that office.

Section 3 Nominations for officers shall be made by the Board Chair.

Section 4 Removal: Any Officer may be removed, with or without cause, by the Board of Directors. The election or appointment of an Officer for a given term shall not be deemed to create any employment or other contract rights. The Directors may fill any vacancy in any office occurring for whatever reason.

Section 5 Duties:

- A. Chair: The Chair shall convene and preside at all meetings of the Board and shall perform such duties as may be assigned to him or her from time to time by the Board. Subject to the control of the Board of Directors, the Chair shall work in partnership with the Executive Director to exercise general management of the business and officers of the Corporation and see that Board resolutions are carried into effect. In the absence of the Chair, the Chair-elect, or an officer selected by the Board of Directors shall preside in place of the Chair. In addition, the Chair shall:
- i. Be the Chief Corporate Officer of the Corporation
 - ii. Preside at all meetings of the Corporation
 - iii. Appoint, with the approval of the Board, two members and the Chair of the Nominating Committee
 - iv. Serve as ex officio member (without vote) of the Nominating Committee
 - v. Appoint special committees as the need arises subject to the approval of the Board
 - vi. Delegate authority and assign duties to other Officers and Directors
 - vii. Submit an annual report to the Members at the annual meeting that will be made available to the public.
- B. Chair-Elect: The Chair-Elect shall perform the duties of the Chair at all times when the Chair cannot give active service. The Chair-Elect shall be the intended next person to be proposed as Chair to be elected by the Board and shall work collaboratively with the current Chair to be prepared to assume that role. The Chair-Elect shall serve as the Board

appointed member of the Nominating Committee and shall serve as Chair of the NC. The Chair-Elect shall also perform other duties as needed.

- C. Secretary: The Secretary shall be responsible for keeping an accurate record of all meetings of the Board, including minutes and votes taken, and see that all notices are duly given in accordance with the Bylaws or as required by law. The Secretary shall record votes taken at the annual meeting and at any special meetings. Additionally, the Secretary shall see that all notices of meetings are appropriately given, shall see that the books, reports, statements and all other documents and records of the Corporation required by law are properly kept and filed, and shall otherwise perform all duties assigned to the office.
- D. Treasurer: The Treasurer of the Board of Directors shall be responsible for strategically directing financial policy of the organization while providing financial oversight. The Treasurer manages the Board's review of, and actions related to, its financial responsibilities and, at Board meetings and whenever otherwise requested, provides the Board a statement of the financial condition of the Corporation. The Treasurer is empowered to require from all employees reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Corporation and ensure staff members properly receive and give receipts for monies due and payable to the organization and deposit all such moneys in the name of the organization in appropriate accounts, maintain proper financial records and ensure appropriate financial reports are made available to the Board in a timely manner. The Treasurer shall also ensure the filing of regulatory reports related to the Corporation and its tax-exempt status, provide a financial report to the Members at the Annual Meeting, be responsible for implementing financial procedures of the Corporation including overseeing an outside financial audit and shall perform such other duties as designated by the Board of Directors.

Section 6 Compensation: Officers of the Corporation, except for the Executive Director, shall serve without compensation for such positions.

ARTICLE VII

NOMINATING COMMITTEE

Section 1 Committee Membership:

There will be a nominating committee (NC) of three (3) to five (5) members (NC Members) which will be a standing committee of the Corporation. Members will elect NC Members at the Annual Meeting as needed. One NC Member must be a Director.

Section 2 NC Committee Terms:

No NC Member will serve more than three (3) consecutive years.

Section 3 Purpose: The purpose of the Nominating Committee is to solicit candidates to fill Board positions as needed and to present those candidates at the Annual Meeting.

Section 4 Process:

- A. The Board Chair and Executive Director shall assure that all corporation Members are informed of the process and timeline to nominate and elect Directors.
- B. Anyone, NC Member or not, may submit a candidate to the Nominating Committee at any time and up to 90 days before the annual meeting. This allows the NC time to interview the candidate and decide those to be on the slate presented at the Annual Meeting.
- C. The NC Board Representative shall keep the Board apprised of the progress of the NC and shall notify the Board of candidates for the positions at least fourteen (14) days prior to the Annual Meeting. The Board Chair shall assure the slate is provided to the Membership at least seven (7) days prior to the Annual Meeting. Nominations from the floor at the Annual Meeting shall not be permitted.
- D. If during the year there are vacant seats on the Nominating Committee the NC Chair, after consulting with the Directors, shall fill the vacant seats so that the committee always has a minimum of three (3) members.
- E. The Nominating Committee shall be aware of the fiduciary duties of Directors under Ohio law, particularly the duties of care, loyalty, compliance, and to maintain accounts. Prior to beginning candidate recruitment, Nominating committee members shall review the duties available on the State of Ohio Attorney General's website.

ARTICLE VIII

MEETINGS

Section 1 Meetings of the Membership:

A. Annual Meeting

The annual meeting of the Members of the Corporation shall be held in January, but no later than March 31, at a time and place determined by the Board. In the absence of action by the Board, the Executive Director shall make the determination.

The purpose of the annual meeting shall be:

- i. To elect Directors and Members to the Nominating Committee
- ii. To receive reports of the Chair, Treasurer and Executive Director
- iii. To consider such other business as may come before the meeting
- iv. To vote on items that require Membership approval.

The Board shall prepare the agenda. This provision shall not preclude introduction of other business from the floor, provided that previous notice is not required by the Bylaws.

B. Special Meetings

Special meetings may be called by the Executive Director, by vote of one-fourth (1/4) of the Board of Directors, or by one-fifth (1/5) vote of the voting members. The Board of Directors shall prepare the agenda. This provision shall not preclude introduction of other business from the floor provided that previous notice is not required by the Bylaws.

C. Notice of Meetings

Written notice of the Corporation's meetings shall be sent electronically or by first-class mail to all voting Members in good standing with as much notice as possible, at least twenty (20) days in advance of the annual meeting, and at least fourteen (14) days in advance of any special meeting. Such notice shall include a preliminary agenda indicating the business to be conducted at the meeting, and the place and time the meeting is to occur. The slate of nominees for Board and any supporting materials for other agenda items shall be provided to the membership no less than seven (7) days prior to the Annual or Special meeting.

Proper electronic notification of Members includes notification by email or notification by other electronic means from the Corporation. Every member must receive two notifications if notified electronically. It is the responsibility of the Executive Director to see that members are properly notified.

For member meetings called to discuss all actions under Article I Section C, the Member must be notified by their preferred method of communication as indicated in their donor record, and either confirmed their receipt or made a second attempt.

D. Voting Privileges

All voting Members as defined in Article IV Section 1 who are in good standing 60 days prior to and including the day of a Corporation meeting shall have voting privileges at that Corporation meeting. Good standing includes the Member whose annual membership dues have been paid. This clause is effective January 1, 2022.

It is the responsibility of the Executive Director to maintain Member records and to monitor voting privileges at Member meetings.

E. Quorum

Members present at the regular meeting or special meeting of the Corporation shall constitute a quorum. Any action may be taken or authorized by an affirmative vote of a majority the Members present and voting. Except as otherwise specified, voting shall be by voice vote.

Section 2 Meetings of the Directors:

- A. Meetings: The Board of Directors shall meet no less than ten (10) times per calendar year. Special meetings may be called by the Chair or by the request of at least two (2) Directors.

- B. Attendance: Meetings, except for duly-called Executive Sessions, shall be open to all Members and other invited persons. Attendees who are not Directors are limited to observing the proceedings unless the opportunity to speak is solicited at the meeting or is arranged in advance with the Chair. Only Directors may vote.
- C. Quorum: The quorum for all meetings of the Board shall be a majority of the then total number of Directors.

Section 3 Electronic Meetings: Meetings may also be held through any authorized communications equipment, and participation by a Director in a meeting through the use of any means of communication constitutes presence in person of that director at the meeting for purposes of determining a quorum.

Authorized communications equipment is equipment that provides a transmission, including by telephone or any other electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and allows all persons participating in a meeting to contemporaneously communicate with each other.

Section 4 Place of Meetings: Meetings of the Board of Directors shall be held at the principal office of the Corporation in central Ohio, or at such other place within the State of Ohio, as may be designated in the notice of the meeting. Meetings may also be held through any authorized communications equipment. Participation by a Director in a meeting through the use of any of those means of communication constitutes presence in person of that Director at the meeting for purposes of determining a quorum.

Section 5 Notice of Meetings: Unless waived, written notice of the time and place of each meeting of the Board of Directors shall be given to each Director by either personal delivery, mail, e-mail transmission, telephone, or facsimile transmission at least two (2) days before the meeting. Unless otherwise provided by these Bylaws or by law, this notice need not specify the purposes of the meeting.

Section 6 Voting: Directors participating in a meeting may vote by use of authorized communications equipment pursuant to procedures adopted by the Directors for the use of the equipment that permits the Corporation to verify that a person is a Director and to maintain a record of any vote.

ARTICLE IX

WAIVER OF NOTICE AND ACTION WITHOUT A MEETING

Any Director may waive any notice required to be given by law or under these Bylaws for a Board Meeting, but not an Annual Meeting or Special Meeting. Such waiver shall be in writing and may be given either before or after any meeting.

The attendance of a Director at any meeting without protesting the lack of proper notice shall be deemed to be a waiver of notice of such meeting. Any protest must be made prior to or at the commencement of the meeting. Any action which may be authorized or taken at a meeting of Directors, may be authorized or taken without a meeting by written consent in accordance with

Section 1702.25, Ohio Revised Code. Actions thus taken shall be filed with or entered upon the records of the Corporation.

ARTICLE X

COMMITTEES

Section 1 Standing Committees of the Board: In addition to the Nominating Committee, the Board of Directors may establish and determine the function of standing committees as needed and assuring that governance and fiduciary responsibilities of the Board are fulfilled. Any such committee shall be accountable to the Board.

Section 2 Ad Hoc Committees of the Board: Ad hoc committees may be appointed by the Chair as deemed necessary and shall serve at the pleasure of the Board. Any such committee shall be accountable to the Board.

Section 3 Committee Chairs: Each Board committee whether standing or ad hoc shall be chaired by a Board Member appointed by the Board Chair.

Section 4 Committee Membership: All Board committees shall have at least one Director as member and may also include Corporation Members and non-members whose knowledge, skills and abilities are deemed helpful to the work of the committee.

Section 5 Organizational Committees: The Executive Director may establish and determine the function and membership of standing or ad hoc committees to support the operations of the corporation. Any such committee may be comprised of Corporation members and non-members whose knowledge, skills and abilities are deemed helpful to the work of the committee. All such committees are accountable to the Executive Director. The Executive Director shall keep the Board informed of the formation and work of any such committees.

ARTICLE XI

EXECUTIVE DIRECTOR

Section 1 Employment and Release: The Board, by a vote of a majority at a duly convened Board meeting at which a quorum is present, shall be responsible for the employment of an Executive Director.

The Board, by vote of a majority at a duly convened Board meeting at which a quorum is present, shall have the authority to release the Executive Director provided that previous notice of such action has been given to the entire Board and the Executive Director.

Section 2 Responsibilities/Accountability: The Executive Director shall administer the work of the Corporation as delegated by the Board and ensure the delivery of program services adhere to the policies and procedures of the Corporation.

The Executive Director shall have the responsibility for the selection, appointment and release or termination of staff. All personnel, volunteer or paid, involved in the delivery of program services are considered to be staff.

The Executive Director shall be accountable to the Board through the Chair.

Section 3 Board/Executive Committee Participation: The Executive Director shall be a nonvoting advisor to the Board, the Board's only direct employee, and an ex-officio, nonvoting member of all Board committees.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised will govern the Corporation in all cases to which they are not inconsistent with these Bylaws or special rules of order the Corporation may adopt.

ARTICLE XIII

CONFLICTS OF INTERESTS

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

A) Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(iv) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(v) A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

A) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C) Procedures for Addressing the Conflict of Interest

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND TRUSTEES

Right to Indemnification and Payment of Expenses. The Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Purchase of Insurance. The Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another domestic or foreign, nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status such, whether or not the Corporation would have the power to indemnify him against such liability under this Article VII. Insurance may be so purchased from or maintained with a person in which the Corporation has a financial interest, provided that the material facts of the interest are known or disclosed to the Board of Directors, and the Board of Directors in good faith authorize the purchase by the affirmative vote of a majority of disinterested Directors.

Rights not Exclusive. The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Corporation, this Code of Regulations, any agreement, any insurance purchased by the Corporation, a vote of the Board of Directors of the Corporation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Corporation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Corporation on behalf of any person

ARTICLE XV

AMENDMENTS

Section 1 Amendments by the Board: The Board may order and prepare amendments of these Bylaws. The Bylaws may be amended at any regular or special meeting of the voting Members by a majority vote. Members must be notified (30) thirty days in advance of a special meeting to amend the Bylaws or twenty (20) days of a Board meeting to amend the Bylaws. This notification may be by first class mail or any communication method authorized in Article VIII, Section 1C. Along with this notification Members must be provided with a copy of the proposed amendments.

Section 2 Revisions by the Board: The Board may order and prepare a revision of these Bylaws. The requirements for notice and adoption of a revised set of Bylaws will be the same as in Section 1 of this Article.

Section 3 Submitting an Amendment or a Revision by a Member: Any voting Member may submit an amendment, signed by at least one-tenth (1/10) of the other voting Members, to the Board.

Within two (2) months, such amendments must appear in writing along with any other proposed amendments by the Board and must be provided to the Members as noted in Section 1 of this Article.

ARTICLE XVI

MISCELLANEOUS

Section 1 Books And Records: The Corporation shall keep books and records of account, shall also keep minutes of the Board meetings and committees having the Board's authority, and shall keep, at its principal office, a record giving the names and addresses of the Directors.

Section 2. Fiscal Year: The Corporation's fiscal year shall begin on the first day of January and end on the last day of December unless otherwise determined by the Board.

Section 3 Contracts: The Board may authorize any of the Corporation's officers or agents to enter into any contracts on the Corporation's behalf.

Section 4. Checks, drafts, and other instruments: All checks, drafts and other instruments issued in the Corporation's name shall be issued and executed in accordance with fiscal policies adopted by the Board.

ARTICLE XVII

DISSOLUTION

This Corporation may be dissolved by a two-thirds (2/3) vote of the voting Members in attendance at a duly called annual or special meeting of the Corporation. Thirty (30) days prior notice of the meeting and its purpose shall be required.

Upon dissolution, all assets of the Corporation shall be transferred to another charitable corporation or Corporation under Internal Revenue Code Section 501(c)(3) to be used solely for a charitable purpose. Distribution of all assets must be approved by a two-thirds (2/3) majority in attendance at a duly called annual or special meeting of the Corporation.

CERTIFICATION OF BYLAWS

These Bylaws were [] adopted [x] amended [x] revised and restated by Members of Camp Wyandot Inc. at a duly called meeting on _____ with a quorum present as prescribed by the Bylaws.

The minutes of this meeting are on file in Camp Wyandot Inc.'s office.

By: _____
Board Chair

By: _____
Board Secretary