

Friends of Pendola
Bylaws
(Rev. 9/22/2015)

Our Mission

We are building the community of families and friends who commit their time, talent, and treasure to celebrating and advancing the mission of Camp Pendola.

I. Categories of Membership

A. There shall be two categories of members:

1. General Members of Friends of Pendola (hereinafter referred to as “the membership”)
2. Board Members (hereinafter referred to as “the board”)

II. General Membership

A. The membership has the following privileges and responsibilities:

1. Attend the annual membership meeting, where they may:
 - a) Elect board members
 - (1) The board shall determine the total number of board seats to be filled for the forthcoming term and the total number of seats to be filled by vote of the membership no later than 30 days prior to the annual membership meeting, and shall publish this for the membership in accordance with II.C of these by-laws.
 - (2) The membership shall elect not less than 50% of the total seats to be filled.
 - (3) The board may fill through appointment any board seats not filled by election of the membership.
2. Attend member activities and events.
3. Receive all regular mailings and communication regarding organization activities.
4. Receive annual report of the board.
5. Nominate candidates for service as board members.

B. Membership Rates of Dues

1. Members must pay membership dues in order to maintain membership.
2. Membership rates and dues are calculated for a calendar year.
3. The board establishes the rates annually.
4. Dues are waived for a year after individuals serve as staff at Camp Pendola for not less than four weeks.

C. **Membership Meeting**

1. The regular annual meeting shall be held at a time and place determined by the board, with no less than 30 days' notice to the general membership.
2. The notice shall be considered given when post-marked by the U.S. postal service or when electronically sent or posted.
3. The board may, at its discretion, conduct additional membership meetings to be held at time and place determined by the board of directors, with no less than 30 days' notice to the general membership.

III. The Board

- A. The board shall consist of not less than five (5) and not more than twelve (12) members.
- B. The Director of Camp Pendola is a voting, ex officio member of the board.
- C. All board members must be:
 1. At least 18 years of age.
 2. Supportive of and capable of articulating the mission of Friends of Pendola.
- D. Employees of Camp Pendola shall not be eligible for board membership, except as provided in III: B.
- E. Board member terms shall be for three years, except as provided in III: B.
- F. Initially, an equitable number of board member terms shall be for two, three or four years to establish a regular cycle of board appointments.
- G. Board members receive no compensation for service on the board.

IV. General Duties of all board members:

- A. Promote Friends of Pendola and Camp Pendola.
- B. Prepare for board meetings in advance.
- C. Attend board meetings on time.
- D. Participate in board discussions.
- E. Support the actions and decisions of the board.
- F. Recruit individuals to service on the board and its committees.
- G. Uphold the bylaws.
- H. Solicit donations for:
 1. the operational needs of the Friends of Pendola
 2. the funding efforts of Friends of Pendola for the benefit of Camp Pendola

V. **Officers of the Board**

A. The board elects its officers.

B. The Officers of the Board are:

1. *President*, who shall:

a) Call and facilitate board and general membership meetings.

For these meetings the President shall:

(1) Develop an agenda.

(2) Get approval or modifications for the agenda from the Secretary.

(3) Distribute the agenda.

b) Be the general manager and chief executive officer.

c) Represent the organization to other individuals and bodies.

d) Sign checks as needed, and appoint one additional board member, not the Treasurer, to be an additional signer on the checking account.

e) Assign tasks to board members and committees as needed.

2. *Vice President*, who shall:

a) Meet as needed with the Director of Camp Pendola.

b) Ensure that the work of Friends of Pendola supports the mission of Camp Pendola and assists Camp Pendola in reaching its goals.

c) Preside at board meeting in the absence of the President.

d) Recommend to the board specific projects to be funded by Friends of Pendola.

3. *Secretary*, who shall:

a) Develop agendas for board meetings with the President.

b) Distribute minutes and board materials in advance of the board meeting.

c) Record minutes of board meetings.

d) Serve as the custodian of all official documents of the board.

e) Oversee elections of board members.

f) Preside at meetings in the absence of the President and the Vice President.

4. *Treasurer*, who shall:

a) Develop accounting policy and procedures for Friends of Pendola.

b) Supervise the accounting and budget functions including: Accounts receivable, Accounts payable, General ledger, Financial statements, Checking account, and project budget oversight.

c) Provide regular Finance reports to the FOP Board to include:
(1) Current balance in bank accounts.

- (2) Collection of dues since previous report (accounts receivable)
- (3) Bills paid since last report (accounts payable).
- (4) Review of budget.
- d) Banking
 - (1) Make deposits as needed.
 - (2) Treasurer HAS permission to contact the bank for account information.
 - (3) Treasurer does NOT have the ability to sign checks or in other ways withdraw funds from the bank.
- e) Prepare annual financial statement for general membership.

VI. Removal of Board Members

- A. Any board member who misses three consecutive regular meetings of the board, without having been excused by the President, may have his/her seat declared vacant by majority vote of the Executive Committee.
- B. Any member of the board may be removed for just cause or reinstated by a majority vote the Executive Committee.
- C. Whenever a vacancy is created in the board's membership, the board shall appoint a new member to fill the vacancy as soon as possible.

VII. Meetings of the Board

- A. The board shall meet not less than three times annually on dates mutually agreed upon by the board.
- B. Regular meeting dates shall be published for the general membership not less than 14 days in advance. Posting meeting dates on the web-site meets publishing requirement.
- C. Two thirds (2/3) of the board membership shall constitute a quorum for conducting business.
- D. Board Meetings are generally closed to non-board members. Any non-board member wishing to address the board must contact the Board President at least seven (7) days prior to the meeting. Addresses by non-board members shall be limited to five (5) minutes per speaker and twenty (20) minutes total per meeting.
- E. Meetings shall begin with prayer.
- F. The board may hold closed sessions at its discretion whenever issues involve confidential matters.

- G. Special meetings may be called for emergencies.
 - 1. Three (3) board members must agree that an emergency exists.
 - 2. The emergency may be the only agenda item.
 - 3. A quorum shall be required for the board to take action.
 - 4. Electronic voting may take place for action needed on Special / Emergency Meeting topics.
- H. Board committees shall meet at the discretion and direction of the chairperson of the committee.
- I. Decision-making
 - 1. The board shall employ the consensus method of decision-making.
 - 2. If the board is unable to reach consensus, the board may act with a vote by four fifths (4/5) of the quorum.
 - 3. In general, decisions on major issues shall not be made at the first hearing of an issue.

VIII. Committees

- A. Executive Committee
 - 1. The Executive Committee shall include the officers of the board.
 - 2. The Executive Committee shall have the power to set board agendas, deal with removal of board members or vacancies of board positions, or any personnel issues of the organization.
- B. Other Committees
 - 1. The Board may form or dissolve committees from time to time to advance the board's goals for the organization.
 - 2. Committees shall include at least one board member.

IX. Authority of the Board of Directors

- A. The board shall oversee the business and affairs of Friends of Pendola.
- B. The board shall retain all power not specifically given to the general membership.
- C. The board's power and authority includes, but is not limited to:
 - 1. Electing its officers
 - 2. Convening annual membership meeting
 - 3. Approving membership dues
 - 4. Approving the annual budget
 - 5. Authorizing funding of committees and projects
 - 6. Authorizing short-range and long-range plans
 - 7. Reporting annually to the membership
 - 8. Prioritizing recommendations of membership

X. Liability / Indemnification

- A. Any person who serves as a member of the board, or who serves in an advisory capacity to the board, shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his/her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person.

XI. Amendments to Bylaws and the Articles of Incorporation

- A. Any member of Friends of Pendola can propose changes to these bylaws or the Article of Incorporation to the board.
- B. Proposed amendments shall be published in writing to the board members not less than thirty (30) days prior to the meeting at which they are considered, and consideration of such amendment shall be indicated on the agenda.
- C. The board may, by consensus, recommend proposed changes to these bylaws to the membership.
- D. If the board fails to reach consensus, the board may, by vote of four fifths (4/5) of board members present, recommend proposed changes to these bylaws to the membership.
- E. Changes to these bylaws recommended by the board shall then be published in writing to the membership not less than thirty (30) days prior to the general membership meeting at which they are considered, and consideration of such amendment shall be indicated on the agenda.
- F. Ballots from twenty percent (20%) of the total membership shall constitute a quorum, of which a simple majority in favor constitutes approval of changes to these bylaws.
- G. In the absence of a quorum, the board's recommended changes are enacted.