

**CENTRAL ILLINOIS LUTHERAN CAMP ASSOCIATION
CONSTITUTION
ARTICLE I
PURPOSE**

The Central Illinois Lutheran Camp Association is hereby organized by the Central Illinois District of the Lutheran Church-Missouri Synod, and the Central Illinois District of the Lutheran Layman's League for the purpose of furthering the work of the church through an organized Lutheran Center and Camp.

To this end, the association shall establish, maintain and operate a Lutheran center and camp, together with the necessary facilities therefore, wherein Christian education and fellowship and the safeguarding of the spiritual, intellectual, social and physical welfare of the members of the Lutheran Church-Missouri Synod shall be the program.

ARTICLE II

Any by-laws, rules and regulations adopted by the Association shall not be in conflict or inconsistent with the doctrines and practices of the Lutheran Church-Missouri Synod, nor with the provisions of this Constitution.

ARTICLE III

In the event of dissolution, for any reason whatsoever, the assets of the Association shall be and become the property of the Central Illinois District of the Lutheran Church-Missouri Synod upon the assumption of all outstanding liabilities then existing against the Association, by the Central Illinois District of the Lutheran Church-Missouri Synod.

ARTICLE IV

This Constitution shall be in effect upon the concurrence in its adoption by the Central Illinois District of the Lutheran Church-Missouri Synod and the Central Illinois District of the Lutheran Layman's League.

In the event the Lutheran Layman's League fails to concur, then it may be adopted by the Board of Directors of the Central Illinois District of the Lutheran Church-Missouri Synod, or by Resolution presented to the Convention of the District.

**BY-LAWS
CENTRAL ILLINOIS LUTHERAN CAMP ASSOCIATION
ARTICLE I
PURPOSE**

The purposes of the corporation as stated in its Certificate of Incorporation are:

To establish, maintain and operate a camp and camping facilities for Christian education and fellowship and the safeguarding of the spiritual, intellectual, social and physical welfare of members of the Lutheran Church-Missouri Synod.

The corporation also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

**ARTICLE II
OFFICES**

The corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois, as the Board of Directors may, from time to time, determine.

ARTICLE III

Section 1. Members

The membership of the corporation shall be the Central Illinois District of the Lutheran Church-Missouri Synod and the Central Illinois District of the Lutheran Layman's League.

Section 2. Voting rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. New Members

In the event any other organization of the Lutheran Church-Missouri Synod shall desire membership in the corporation, it may apply to the corporation for admission to membership and, both members concurring, such organization may be accepted into membership.

Section 4. Resignation

Any member organization may resign by filing a written resignation with the secretary of the corporation. Upon such resignation its right, title and interest in and to any of the property of the Association shall terminate, and it shall thereupon be relieved of any further obligation to the Association, except, however, the Central Illinois District of the Lutheran Church-Missouri Synod, may not resign, but shall assume all obligations of the Association.

**ARTICLE IV
SELECTION OF BOARD OF DIRECTORS**

Section 1.

At the first meeting called for said purpose each of the member organizations shall select six members to serve on the Board of Directors of the Corporation - three for one year, and three for two years. Thereafter, at each annual meeting, each member organization shall select three members to sit on the Board of Directors for a term of two years, and upon selection shall promptly transmit the names of said members so selected to the secretary of the Association.

Section 2.

In the event any member of the Board of Directors shall resign or have other cause to terminate his membership on the Board of Directors, the member organization by whom he was appointed shall immediately select a successor member to fill the unexpired term of said resigning member.

Section 3.

No member of the board of directors may serve more than three two-year consecutive terms.

Section 4.

An annual meeting of the members of the Association shall be held on the second or third Sunday of January of each year, beginning with the year 1970, at the hour of 2:30 o'clock P.M. or at such other time or times as may be specified in the notice of said meeting, for the purpose of receiving reports from the Board of Directors of the Association concerning the activities of the Association during the preceding year, to select members of the Board of Directors and to transact such other business as may come before the meeting, pursuant to notice.

Section 5. Special Meetings

Special meetings of the members may be called by the President or the Board of Directors of the corporation.

Section 6. Place of Meetings

The place of meetings, regular and special, shall be held at Camp CILCA or such other place or places as the directors may from time to time determine upon.

Section 7. Notice of Meetings

All notices of annual or special meetings shall be in writing and shall be addressed to all members of the Board of Directors and to the President or Secretary of the member organizations and shall be mailed at least ten days prior to the date of the meeting except, however, special meeting may be called on three days notice to each of the parties entitled to notice.

Section 8. Quorum

A majority of the members shall constitute a quorum.

Section 9. Proxies

Each member organization shall be entitled to one vote and any proxy appointed by said member organization shall be entitled to one vote.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. General Powers

The affairs of the corporation shall be managed exclusively by its Board of Directors.

Section 2.

The number of directors shall be 12. Each director shall hold office until his successor is appointed by the member organization.

Section 3.

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place within or without the State of Illinois for the holding of additional regular meetings of the Board without any notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call such meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meetings of the Board called by them.

Section 5.

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise specified by law or by these by-laws.

Section 8. Compensation

Directors shall not receive any remuneration for their services but shall be reimbursed for any expenses incurred by them in attendance at meetings of the Board of Directors

**ARTICLE VI
OFFICERS****Section 1. Officers**

The officers to be elected by the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election and term of office

The term of office for each of the officers shall be one year.

Section 3. Removal

The failure of or inability of an officer to perform his duties shall constitute grounds for his removal from office. In the event an officer ceases to be a member of the Board of Directors for any reason, his office shall thereupon immediately be vacant.

Section 4. Vacancies

All vacancies in office shall be immediately filled by the Board of Directors.

Section 5. President's Duties

The President shall be the Principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by Statute to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President's Duties

In the absence of the President, or in the event of his inability or refusal to act, such Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer's Duties

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for the funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He shall finally be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.

Section 8. Secretary's Duties

It shall be the duty of the Secretary to keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; see that all notices of meetings are duly given in accordance with the provisions of these by-laws or as required by law; keep a register of the post Office address of each member which shall be furnished to the Secretary by such member; maintain a permanent file for the minutes of each regular or special Board m,meeting, and in general perform all duties incident to the position of Secretary and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

**ARTICLE VII
COMMITTEES**

Section 1. Committees of Directors

The Board of Directors shall appoint, from its membership, such committees as may be deemed necessary from time to time to carry out and fulfill the obligations of its administration.

Section 2.

Each committee may add members as they see fit to carry out its responsibilities and one to be designated to keep adequate records of its activities.

Section 3.

In appointing a committee the Directors shall outline its activities and duties and prescribe such rules as may be necessary to govern its activities.

ARTICLE VIII

Section 1. Contracts

The Board of Directors 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 any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers or officer, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or Assistant Secretary-Treasurer and countersigned by the President or Vice-President of the corporation.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors 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.

Section 5. Camp Director

The Board of Directors shall employ a Camp Director on a full-time basis; responsible in three major areas - program, health and administration; and on such terms and conditions as it may deem best.

**ARTICLE IX
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

The Association shall operate and maintain its records on an annual basis.

**ARTICLE XI
SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall be inscribed thereon the name of the corporation and the words, "CORPORATE SEAL, ILLINOIS."

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation of the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

**ARTICLE XIII
AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two days written notice is given of intention to alter, amend or repeal or to adopt any by-laws at such meeting. Such notice must specifically state that action is intended to be taken with reference to the amendment of the by-laws.