

BYLAWS
of
Camp Spalding

Preamble and Purpose

Camp Spalding shall be an affiliate of the Presbytery of the Inland Northwest to carry out the following purposes:

- (A) To develop Christian camp and conference programming for the purpose of evangelism and discipleship in keeping with the tenets of the Reformed faith.
- (B) To be open for use by any religious, educational, governmental and charitable non-profit organizations whose philosophy and practice does not conflict with the scriptures and the tenets of the Presbyterian Church (USA).
- (C) To carry on the business of developing, improving, obtaining and disposing of real property as may be deemed necessary and provident for the carrying out of the various purposes of the Corporation.
- (D) To borrow money and give security therefore.
- (E) To enter into, make, perform and carry out contracts of every kind for any purposes pertaining to its business, with any individual, entity, firm, association, corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (F) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objectives of this Corporation which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property rights.
- (G) To do any and all of the things in this article set forth to the same extent a person might or could do, and in any part of the world, as principals, agents, controllers, trustees, or otherwise, either alone or in the company with others.

Article 1
General

Section 1.1 Name. The name of the corporation shall be: Camp Spalding, hereinafter referred to as the Corporation.

Section 1.2 Non-profit Purpose. The Corporation is a non-stock corporation organized as an affiliate of the Presbytery of the Inland Northwest. It shall be organized for religious, charitable and educational purposes. The Corporation is organized to provide meaningful Christian camp and conference programming in an excellent natural environment, where, away from their daily routine, people of all ages can encounter Jesus Christ and experience greater spiritual depth and renewal. The Corporation is committed to becoming a catalyst for Christian evangelism, renewal and discipleship in the Inland Northwest. The mission of the Corporation may be carried out at the initiative of its board of directors and with the approval of two-thirds vote of the Presbytery of the Inland Northwest.

Section 1.3 Property Held in Trust. The property of the Corporation shall be held in trust in the name of Camp Spalding for the use of the Corporation. The property shall be

trust for the use and benefit of the Presbytery of the Inland Northwest of the Presbyterian Church (USA) pursuant to the Book of Order of the Presbyterian Church (USA), § G-8.0200. No camp property can be sold or encumbered except at the initiative of the Corporation's board of directors, and with the approval by the Presbytery.

Article 2 Offices

Section 2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of Washington. The initial registered office is located at 8513 Highway 211, Newport, Washington 99156. The initial registered agent is Andrew A. Sonneland.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at such place as shall be determined from time to time by its board of directors. The initial principal office is located at 8513 Highway 211, Newport, Washington 99156.

Section 2.3 Additional Offices. The Corporation may also have offices at such places as the board of directors may from time to time determine and the business of the Corporation may require.

Article 3 Directors

Section 3.1 Powers. The property, business, operations, program and planning of the Corporation shall be managed by its board of directors, which may exercise all the powers of the Corporation and do all such lawful acts and things as are not by the Articles of Incorporation or by these Bylaws prohibited.

Section 3.2 Number. The board of directors shall consist of not less than ten, and more than fifteen members and one ex-officio:

(a) At least three of the directors shall be teaching elders of the Presbyterian Church (USA), residing within the Presbytery of the Inland Northwest.

(b) A majority, but not to reach two-thirds, of the board of directors shall be members of a congregation belonging to the Presbytery of the Inland Northwest at the time this provision is adopted (September 2015), including the three teaching elders.

(c) The remaining directors may be drawn from supportive Christian churches and shall represent the camp's constituency beyond the Presbyterian Church (USA).

(d) The Presbytery Executive of the Presbytery of the Inland Northwest shall be a member ex-officio. The Presbytery Executive shall act as liaison between the board and the Presbytery.

Section 3.3 Classes and Term of Office. Directors shall be elected in three classes of up to five directors each, for terms of three years. Directors may not serve more than two consecutive terms. A director, having served a total of six consecutive years, shall be ineligible for re-election for at least one year.

Section 3.4 Nomination and Election. The Executive Committee of the Camp Spalding board of directors shall nominate new board members. These new members shall be voted on at the October meeting of the board. New member terms shall begin the following January, except when a director is elected to fill a vacant

members of the board of directors shall be reported annually to the Presbytery Inland Northwest.

Section 3.5 Resignation or Removal Any director may at any time deliver a written notice of intent to resign to the chairperson of the Corporation, which shall be effective upon the date specified in the letter. Any director may be removed from office for cause, by a two-thirds majority vote of the board's members. Unexcused absence at three consecutive meetings of the board of directors shall be considered a resignation.

Section 3.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in accordance with the procedures and qualifications set forth in Section 3.4 above.

Section 3.7 Transactions with Interested Directors. The Corporation shall not enter into any contract or other transaction between the Corporation and one or more directors or between the Corporation and any other entity, of which entity one or more directors, officers, or trustees are also directors of the Corporation, or in which one or more directors of the Corporation has a financial interest, with the exception of bona fide employment contracts. The director with whom an employment contract is being entered into shall not be counted in determining a quorum at any meeting of the board of directors which authorizes, approves, or ratifies such contracts, nor shall the director be permitted to vote on such matter.

Section 3.8 Compensation of Directors. Whether or not employed by the Corporation for other purposes, directors, officers (except for the executive director), and members of any committee of the board of directors shall for their director/officer duties be regarded as volunteers and serve without compensation for those duties, and shall be entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation. Any director or officer barred from receiving compensation under these provisions shall not be barred from serving the Corporation in any other capacity or from receiving reasonable compensation for such other services.

Article 4 Meetings of the Board of Directors

Section 4.1 Notice. Regular and special meetings of the board may be held on such day and at such time and place as shall be determined by the chairperson, provided that reasonable notice at such time and place as shall be determined by the chairperson shall be given to all directors.

Section 4.2 Quorum. Two-thirds of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the affirmative vote of a majority of the directors present and voting at a duly constituted meeting of the board shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. Directors may be present at regularly scheduled meetings via video conferencing or telephone conference call.

Section 4.2 (a) Two-Thirds Vote. All action of the board requires a two-thirds majority vote.

Section 4.3 Meetings of the Board An annual meeting of the board of directors shall be held in October each year at such time and place as shall be fixed by the board of directors at the election of officers and directors and for the transaction of such other business as may properly come before the meeting. Quarterly meetings of the board shall be held at such times as may be fixed by the board. Special meetings of the board may be held at any time whenever called by the chairperson of the board, or by any two directors.

Section 4.4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors may be taken without meeting, provided a consent setting forth the action so taken is signed by all the members of the board and filed with the minutes of proceedings of the board. For the purposes of this section, an e-mail or other electronic transmission shall constitute a writing and signature sufficient to satisfy the requirements of this section.

Section 4.5 Executive Committee. The chairperson of the board shall nominate and, with the approval of the board, three or more persons from among its members to serve as an executive committee. The executive committee shall have and exercise the authority of the board of directors between meetings of the board of directors, as prescribed by the board, to supervise the affairs of the Corporation, approve expenditures and commitments, and carry out the established policies of the Corporation. All actions by the executive committee shall be reported to the board of directors at the next meeting of the board following such action.

Section 4.6 Other Committees. The board of directors may appoint such special or standing committees as the board may determine are necessary. Each committee shall have at least two directors, of which one would be designated to serve as chairperson. Committees may consist of both board members and non-members. For the executive committee, the role of the committee is to make recommendations to the full board for final approval.

Section 4.7 Advisory Committee. The board of directors of the Corporation may select and appoint individuals to serve on an advisory committee. Such individuals are not required to be members of the board of directors. The advisory committee shall not have delegated authority, but shall serve in an advisory capacity to the board of directors. Any members of the advisory committee may be removed by the board whenever, in its judgment, the best interests of the Corporation shall be served by such removal.

Section 4.8 Personnel Committee. See Section 7.2.

Article 5 Officers

Section 5.1 Number and Positions. The officers of the Corporation shall include a chairperson, vice chairperson, secretary, treasurer and executive director.

Section 5.2 Term of Office. The officers of the Corporation shall be elected by the board of directors of the Corporation for a term of three years, except for the executive director whose term shall be indefinite, and shall hold office until their successors are chosen and qualify, or until death, resignation, or removal.

Section 5.3 Removal of Officers. Any officer may be removed, with cause, by a two-thirds majority vote of the board of directors, at any regular or special meeting of the board.

Section 5.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice.

Section 5.5 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in accordance with the procedures and qualifications set forth in Article 3 herein.

Section 5.6 Chairperson of the Board. The chairperson of the board shall, if present, preside at all meetings of the board of directors, and shall be an ex-officio member of the board.

committees established by the board, and shall perform such duties and assume responsibilities as from time to time may be assigned to him or her by the board or directors or prescribed by the bylaws. The chairperson is responsible to see that board meeting dockets are set and committee reports are accounted for. The chairperson will also be an ex-officio member of the council of the Presbytery of the Northwest and shall act as liaison between the board and the presbytery.

Section 5.7 Vice Chairperson of the Board. The vice chairperson shall, in the absence or disability of the chairperson, or upon delegation by the chairperson, perform the duties and exercise the powers of the chairperson, or such of them as may be delegated, and shall perform such other duties or exercise such powers as the board of directors shall prescribe.

Section 5.8 Secretary. The secretary shall attend all meetings of the board and shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of the board. A recording secretary who is not a member of the board of directors may be appointed by the board. The secretary shall keep in safe custody the seal of the Corporation when authorized by the board, and shall affix the same to any instrument requiring it, and when so affixed it shall be attested by his or her signature or the signature of the treasurer.

Section 5.9 Treasurer. The treasurer shall cause to be kept and maintained accurate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of the account shall be open to inspection by any stockholder at all reasonable times.

Section 5.10 Executive Director. The executive director (i) shall be the chief executive officer of the Corporation with the general powers and duties usually vested in the chief executive officer of a corporation; (ii) shall make periodic financial and programmatic reports to the board of directors; (iii) shall perform all the duties of chairperson and vice chairperson in their absence, and shall have such rights, duties and powers as are authorized or limited by the board of directors.

Article 6 Fiscal Matters

Section 6.1 Deposits. The board of directors shall select banks, trust companies or other financial institutions or depositories in which the funds of the Corporation, including funds otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 6.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or other such person as the board of directors may from time to time designate.

Section 6.3 Fiscal Years. Unless otherwise fixed by the board, the fiscal year shall commence on January 1 and shall terminate on the following December 31.

Section 6.4 Loans to Directors Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan plus interest, plus collection expenses until it is repaid.

Section 6.5 Financial Audit. The board of directors shall be responsible for engaging an auditor for regular review of the Corporation's financial affairs, with a report

Findings submitted to Presbytery for review. The period between audits shall not exceed three years. Additionally, there shall be an annual financial report submitted to Presbytery for review.

Section 6.6 Contracts. The board of directors may authorize any officer or officer agent or agents of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to particular instances.

Section 6.7 Gifts and Contributions. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. However, no gift or grant will be accepted if it contains material conditions which would restrict or violate any of the religious, charitable or educational purposes of the Corporation or if it would require service to private as opposed to a public interest.

Section 6.8 Endowments. The board of directors may establish on behalf of the Corporation any endowments for the general purpose or for any special purpose of the Corporation.

Article 7 Personnel

Section 7.1 Policies. The board of directors shall establish personnel policies consistent with the personnel policies of the Presbytery of the Inland Northwest.

Section 7.2 Personnel. The board of directors shall establish from among its members a personnel committee to establish and annually review the compensation and job performance of salaried management employees. No employee shall be a member of said committee. Annually, said committee shall evaluate the relevant factors regarding compensation and performance of all salaried management employees of the Corporation and make recommendations to the full board of directors regarding any change in compensation, continuing education, or corrective action for such staff.

Article 8 Additional Provisions

Section 8.1 Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 8.2 Indemnification by Corporation of Directors. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, on account of the fact that he or she is, or was, a director or officer, employee, or agent of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance his or her related expenses, to the full extent permitted by law. The Corporation shall purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified herein; and (b) directors, officers, employees, and agents.

Section 8.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors; and shall keep at its registered office or principal place of business a list of its directors, giving the names and address of all directors.

Section 8.4 Amendments. The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted at the initiation of the Board of Directors.

Directors and with the affirmative vote of two-thirds of those present at the President's meeting during which the change is proposed.

Article 9 Charitable Purposes

Section 9.1 Charitable Purposes. The Corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any provisions of these Bylaws to the contrary, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Furthermore, this corporation shall neither conduct nor carry on any activities which subject the corporation to liability for excise tax imposed pursuant to Sections 4941, 4942, 4943, 4944, or 4945, of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation will not engage in nor shall any of its funds, property or income be used in carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

Section 9.2 Negation of Pecuniary Gain. No part of the net earnings of this Corporation shall ever inure to or for the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions for the furtherance of the exempt purposes for which it was formed.

Adopted by resolution of the Corporation's Board of Directors on the ____ day of _____, 2015

Secretary