

BYLAWS

PRESBYTERIAN CHURCH CAMP AND CONFERENCE ASSOCIATION BYLAWS

(Adopted in September of 1992 and Last Revised in December of 2007)

Article I. NAME

The organization shall be known as the “Presbyterian Church Camp and Conference Association” [PCCCA].

Article II. MISSION

The purpose of the Presbyterian Church Camp and Conference Association (PCCCA) is to inspire and nurture faith in Jesus Christ and to create and nurture Christian community. To that purpose, PCCCA seeks to equip Christian leaders for outdoor and conference ministry through: mutual support; education and professional development; communications and advocacy; and defining best practices. As a ministry of the Presbyterian Church (USA), the Presbyterian Church Camp and Conference Association (PCCCA) affirms and seeks to put into practice the values of the Reformed tradition.

Article III. MEMBERSHIP

Membership is held by site and individuals, when appropriate. Each site shall be a camp, conference and/or retreat center affiliated with the Presbyterian Church (USA) or shall have substantial vested interest in Presbyterian Church Camp and Conference Center ministry. Individual members shall be lay or clergy members of the Presbyterian Church (USA) [PCUSA], or persons with substantial responsibility or interest in church-related camp, conference or retreat programming and/or operation.

Section 1. Types of Membership

A. SITE membership:

1. Qualifications:

a. PCUSA-related camp, conference, or retreat centers

2. Privileges

a. Employee and board member representatives have voice and vote at all general meetings of PCCCA.

b. Employee and board member representatives are eligible for election to the Board.

B. INDIVIDUAL membership:

1. Qualifications

a. Employees of PCUSA-related camp, conference, or retreat centers or members of the denomination serving as volunteers in a supervisory capacity at or for a camp, conference, or retreat site owned or operated by a church or governing body of the PCUSA or:

b. Members of the PCUSA who support the mission, goals, and ministries of the PCCCA.

- c. Presbyterians employed as consultants in the operation or programming of camp, conference, or retreat ministries.
- 2. Privileges
 - a. Voice and vote at all general meetings of PCCCA.
 - b. Eligible for election to the Board.
- C. STUDENT/VOLUNTEER/RETIREE membership:
 - 1. Qualifications
 - a. Students at the graduate or undergraduate level.
 - b. Members of denominations with whom the General Assembly is in correspondence, who are volunteers in camp, conference, or retreat ministries.
 - c. Members of denominations with whom the General Assembly is in correspondence who are retired employees of church camp, conference, or retreat ministries.
 - 2. Privileges
 - a. Voice and vote at all general meetings of PCCCA.
- E. EMERITUS membership:
 - 1. Qualifications:
 - a. Former PROFESSIONAL members of PCCCA, either clergy or laypersons, who have retired and who have been selected for Lifetime Achievement with Board approval.
 - 2. Privileges
 - a. Voice and vote at all general meetings of PCCCA.
 - b. Eligible for election to the Board.
 - c. No annual dues are required.

Article IV. BOARD OF DIRECTORS

Section I. The Board of Directors shall consist of eleven members who are members of the PCUSA and members in good standing in the SITE, INDIVIDUAL, or EMERITUS membership categories of PCCCA. Two family members (spouse, ancestors, children, grandchildren, great grandchildren, siblings, and the spouses of children, grandchildren, great grandchildren, and siblings) shall not serve on the Board of Directors at the same time. No more than two Board Members shall represent or be employed by the same site. When the latter does occur, these individuals are encouraged to make independent decisions during their time on the Board of Directors.

Section II. To ensure that PCCCA operates in a manner consistent with charitable religious purposes and does not engage in activities that could jeopardize its tax-exempt status, great care will be taken when approving compensation for Board Members and employees. Decisions on compensation arrangements and benefits will be based on competent information from similar organizations or situations, and the result of arm's length bargaining. The approved terms will be recorded with dates, who voted, and the information used to determine compensation

arrangements. The conflict of interest policy and statement (as outlined in Appendix A of this document) will serve to protect the interests of PCCCA when it is entering into a transaction or arrangement that might benefit the private interest of an officer or employee of the organization or might result in a possible excess benefit transaction.

Each Board Member shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that PCCCA is a charitable religious organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish its tax-exempt purposes.

Section III. The Board shall be responsible for proposing an agenda for the stated meeting or any other meetings the Association may call, proposing an annual operating budget to the membership, and conducting business on the Association's behalf between stated meetings. The Board shall convene immediately after election and select a representative from the board to serve in the absence of the President until the next stated meeting.

Section IV. The members of the Board shall be:

- A. President
- B. President-Elect (every three years)
- C. Secretary
- D. Treasurer
- E. Four At Large Members
- F. Religiously Affiliated Camps [RAC] Representative
- G. National Council of Churches of Christ [NCCC] Representative
- H. Coordinator of PCCCA Consultants Network [CCN]

Section V. Terms of Office

- A. President shall be elected for a term of four years. The first year will be served as President-Elect and an ex-officio member of the Board, with the remaining three years as President. Office is limited to one term.

The following positions shall be elected to serve a three-year term: Secretary, Treasurer, and Four At Large members.

Terms shall begin upon election at the stated meeting, and last until the election at the stated meeting three years hence. Normally a person would serve only one three-year term, but no person shall serve on the Board for more than two consecutive terms of office.

- B. The following positions shall be elected by the PCCCA Board:
NCCC Representative
RAC Representative, and
Coordinator of the PCCCA Consultants Network (CCN).
The NCCC Representative and the RAC Representative shall each serve a three-year term and may be appointed for another three-year term. Neither of these persons shall serve more than two consecutive terms. The Coordinator of the PCCCA Consultants Network (CCN) shall serve as a member of the Board for the duration of their service as Coordinator, regardless of the length of time.

Article V. NOMINATING COMMITTEE

The Association shall have a nominating committee broadly representative of the membership to nominate persons to all offices and continuing committees. This committee shall consist of three classes, each serving for a three-year term. Members for this committee shall be elected annually at the stated meeting by the association.

Article VI. MEETINGS

Section I. The Association shall meet at least once annually for a duration to permit the conduct of business.

Section II. Questions of Parliamentary Procedure in business meetings, or meetings of any committee shall be decided using the latest edition of *Roberts Rules of Order*.

Section III. The stated meeting shall ordinarily be held at a camp or conference facility owned or operated by a church or governing body of the PCUSA.

Article VII. RELATIONSHIPS TO OTHER BODIES

Section I. The Association shall continue functional relationship to the General Assembly of the PCUSA in support of the life and ministry of the Church and shall cooperate with the Office of Camp and Conference Ministry of the General Assembly.

Section II. The Association shall maintain liaison with and advocate participation in:

- a) other organizations of church-related professionals with nurture and educational concerns, such as the Association of Presbyterian Christian Educators; and
- b) organizations concerned with the industry in general such as the American Camp Association.

Section III. The Association shall seek to initiate, maintain, and strengthen its relations to, and to engage in mission with, other Presbyterian and Reformed bodies and with other Christian churches, alliances, councils, and consortia.

Section IV. The Association shall establish relationships with all related PCUSA camps and conference centers.

Article VIII. DEFERENCE TO CONSTITUTION

No part or statement of these bylaws shall be taken as an exception to the Form of Government and Constitution of the PCUSA, which shall take precedence in all questions.

Article IX. AMENDMENTS

Section I. Amendments to this document may be made by a two-thirds majority vote of members in good standing at a meeting on the day following the introduction of the amendments.

Section II. Notices of proposed amendments shall be given digitally or in writing thirty (30) days prior to the meeting of the Association.

Article X. FISCAL YEAR AND REPORTING

Section I. The Association provide for an annual audit of its financial records to assure adherence to sound accounting practice.

Section II. The Board shall establish such bank accounts as may be deemed necessary for the conduct of the Association's business. The Board shall take whatever actions are necessary to secure the decent and proper establishment of such bank accounts in accord with these bylaws and the laws of the State of the Treasurer's residence or otherwise determined.

Section III. The fiscal year for all accounting records will be the calendar year.

Article XI. FUNDS DEVELOPMENT

This organization will accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type if said contributions further the purposes of this organization. PCCCA will not accept donations if any conditions imposed by the donor on the contribution limit this organization's ability to achieve its purposes or force this organization to conduct activities that are not in furtherance of its 501(c)(3) purposes. The Board of Directors will ensure that donations are accepted in accordance with 501(c)(3) regulations and we will properly determine fair market value according to Publication 561.

Article XII. MANUAL OF OPERATIONS

Section I. PCCCA shall develop a manual of administrative operations.

BYLAWS APPENDIX A

CONFLICT OF INTEREST POLICY FOR THE PRESBYTERIAN CHURCH CAMP AND CONFERENCE ASSOCIATION

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of PCCCA 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.

Article II

Definitions

1. 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.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which PCCCA has a transaction or arrangement,
- b.** A compensation arrangement with PCCCA or with any entity or individual with which PCCCA has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PCCCA is negotiating a transaction or arrangement.

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

Article III

Procedures

1. 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.

2. 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, he/she 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.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** 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.

c. After exercising due diligence, the governing board or committee shall determine whether PCCCA 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.

d. 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 PCCCA's 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.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from PCCCA for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PCCCA for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PCCCA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands PCCCA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure PCCCA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to PCCCA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, PCCCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST STATEMENT

No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with PCCCA. Each individual shall disclose to PCCCA any personal interest which he or she may have in any matter pending before PCCCA and shall refrain from participation in any decision on such matter.

Any member of the Board, any Committee, or Staff who is an officer, board member, a committee member, or staff member of a client organization or vendor of PCCCA shall identify his or her affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that agency, s/he shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

Any member of the Board, any Committee, Staff, and certain Consultants shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.

At this time, I am a board member, committee member, or an employee of the following organizations:

Now this is to certify that I, except as described below, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with PCCCA which has resulted or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with PCCCA.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with PCCCA.

Date: _____ Signature: _____

Printed: _____