

**AMENDED AND RESTATED  
BYLAWS  
OF  
CALVIN CREST CAMP CONFERENCE & RETREAT CENTER**  
(A Nebraska Nonprofit Corporation)

**I.  
Corporate Offices**

The Corporation shall have offices at such place or places within the State of Nebraska as the Board of Directors may from time to time designate, but shall at all times be located in Saunders County, Nebraska. The Corporation's initial principal office shall be located at Calvin Crest Camp Conference & Retreat Center, 2870 County Road 13, Fremont, Nebraska 68025.

**II.  
Records of the Corporation**

The Corporation shall keep correct and complete books and records of accounts. The Corporation shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The records shall be maintained at the Corporation's principal office, including a record of the names and addresses of its Board of Directors entitled to vote.

**III.  
Members**

There are no members of the Corporation. The Board of Directors constitutes the governing and administrative body of the Corporation.

**IV.  
Board of Directors**

Section 1.

The property of the Corporation shall be held in the name of the Calvin Crest Camp Conference & Retreat Center for the use of the Corporation.

Section 2.

The business of the Corporation shall be controlled and managed by a Board of Directors. Directors need not be residents of the state of Nebraska. All corporate powers of the Corporation shall be vested in, and exercised by, the Board of Directors.

Section 3.

The number of the Directors shall be determined by a majority of the Directors from time to time, but shall not be less than twelve (12).

The Directors shall be classed with respect to the time for which they shall severally hold office by dividing them into three classes, each consisting of one-third of the whole number of the Board of Directors.

At each annual election, the successors to the class of Directors whose term expires in that year shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire in each year.

In addition, a duly appointed representative from the Homestead and Missouri River Valley Presbyteries shall serve ex-officio, as a member of the Board of Directors with full voice but no vote and shall continue to serve as long as said person continues to be appointed by their respective Presbytery.

#### Section 4.

There will be a regular meeting of the Board of Directors at least four times during each calendar year. One of those regular meetings will serve as the annual meeting of the Corporation. The times and places of such meetings shall be set by resolution adopted at a meeting of the Board of Directors, as called by the Moderator or Vice-Moderator, or by petition signed by at least twenty-five percent of the Board of Directors. Meetings may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this section shall constitute presence at such meeting. No notice of any regular meeting of the Board of Directors is required to be given unless the meeting is to be held at a date or time other than that set forth in these Regulations, the Initial Resolutions of the Directors, or otherwise determined by the Directors, in which-event notice shall be delivered to each Director in writing or orally at least two days in advance of the meeting. Notice of any meeting may be waived in writing either before or after the meeting.

#### Section 5.

Special meetings of the Board of Directors may be called by resolution duly adopted by the Board of Directors or by a call authorized by the Moderator or the Vice-Moderator or by petition signed by at least twenty-five percent of the Board of Directors. Written, email or printed notice of the meeting stating the place, day, hour and purpose or purposes for which the meeting is called, shall be delivered to each Director three days before the meeting, or mailed to each Director (at his or her address last on file with the Corporation) at least five days before the meeting. The business of any special meeting shall be limited to that specified in the notice.

#### Section 6.

A simple majority of the members of the Board of Directors then serving shall constitute a quorum at any meeting of the Board of Directors.

#### Section 7.

The vote of a majority of Directors in attendance at a meeting of Directors at which a quorum is present shall constitute the act of the Directors, except when the vote of a greater or lesser number is expressly provided for in these By-laws, the Corporation's Articles of Incorporation

or by law. A Director must be present to vote on any matter coming before the Board of Directors. No proxy voting shall be allowed.

Section 8.

Any action which may be taken by the Directors or a committee may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Directors or committee members, as the case may be.

Section 9.

The Directors shall have general supervision over the affairs of the Corporation and may take such actions as may be necessary or proper and not inconsistent with law, these By-Laws, the Corporation's Articles of Incorporation to carry out the purposes of the Corporation.

Section 10.

Directors shall receive no compensation for their services as Directors, but shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Corporation which are approved by a majority of the Directors.

Section 11.

Any Director may be removed, either for or without cause, by the affirmative vote of a majority of the Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

Section 12.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may authorize the appointment of one or more committees. The resolution shall provide as to whether or not any such committee must include a stipulated number of members of the Board of Directors and shall either designate the membership of the committee or shall authorize the president to appoint the membership of the committee. To the extent provided in such resolution, said committee or committees shall have delegation of authority from the Board of Directors for the limited purpose of the committee in the management of the Corporation, but the designation of such committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be authorized by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present.

## **V. Officers**

### Section 1.

The elected officers of the Corporation shall be a Moderator, Vice-Moderator, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors and all of whom shall be elected by the Board of Directors. The term of office of each such officer shall be one year. No person shall hold more than one office at the same time. Any officer may continue to serve as many consecutive terms in any office as the number for which he or she may be re-elected. In addition to the elected officers, the Board of Directors may appoint one or more assistant secretaries.

### Section 2.

The Moderator shall preside at all meetings of the Board of Directors and, together with the Executive Director, shall act as official representative for the Corporation.

The Secretary shall attend all meetings of the Board of Directors as clerk, and record (or supervise the recording of) the proceedings of the meetings. The Secretary shall give (or supervise the giving of) the proper notice of meetings of the Board of Directors and perform such other duties as are assigned by the Moderator and the Board of Directors.

The Treasurer shall have custody of the funds and securities of the Corporation and shall supervise the keeping of full and accurate accounts of receipts and disbursements and books belonging to the Corporation and supervise the depositing of all monies and other valuable effects to the name and credit of the Corporation in such depository as may be designated by the Board of Directors. He or she shall supervise the disbursing of the funds of the Corporation as may be ordered by the Board of Directors, take proper vouchers for disbursements, and shall render to the Moderator and the Board of Directors, whenever they may require it, an account of the Corporation's transactions and financial condition.

### Section 3.

Any officer may be removed, either for or without cause, by the affirmative vote of a majority of the Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

### Section 4.

Vacancies in any office of the Corporation may be filled for the unexpired term by the Board of Directors.

### Section 5.

Officers shall receive no compensation for their service as officers, but shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Corporation which are approved by the Directors.

**VI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**VII.**  
**Loans to Officers or Directors**

No loans shall be made by the Corporation to its officers or Directors.

**VIII.**  
**Checks, Drafts, Notes and Other Instruments; Bank Accounts**

Checks, drafts, notes and other instruments for the payment of money drawn or endorsed in the name of the Corporation require one signature by a Director, the Executive Director or staff person approved by the Board of Directors. No check or other instrument shall be signed or endorsed in blank. Establishment of bank accounts for the Corporation's funds must be authorized by the Board of Directors. Accounts shall be established by the Treasurer and monitored and managed by the Treasurer and the Board of Directors.

**IX.**  
**Indemnification, Compromise, and Opinion of Counsel**

Section 1.

The Directors shall not be individually or personally liable for the debts, liabilities or obligations of the Corporation.

Section 2.

Each Officer or Director or former Officer or Director of the Corporation and his or her legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by his or her estate in connection with or arising out of, any action, suits, proceeding, or claim in which he or she is made a party by reason of the being, or having been such Officer or Director; provided, in no case shall the Corporation indemnify an Officer or Director with respect to any matters as to which he or she may be judged in any action, suit or proceeding to have been liable for misconduct or negligence in the performance of his or her duties as Officer or Director.

Section 3.

The indemnification provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against an Officer or Director, including expenses, counsel fees and costs reasonably incurred in connection therewith; provided the Board of Directors shall have first approved the proposed compromise settlement and determined that the Officer or Director involved was not guilty of misconduct.

Section 4.

In determining whether or not an Officer or Director was guilty of misconduct in relation to any such matter, the Board of Directors may rely conclusively upon the opinion of legal counsel selected by the Board of Directors.

Section 5.

The Corporation shall have power to indemnify any person who was, or is, a party or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is, or was, an Officer, employee or agent of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 6.

Any indemnification under this article IX of the Bylaws of the Corporation shall be made by the Corporation only as authorized in these specific cases upon a determination by the Board of Directors that indemnification of the Directors, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. The Board of Directors shall obtain appropriate Directors and Officers liability insurance.

**X.  
Management**

Section 1.

The Board of Directors shall cause the Secretary of the Corporation or the Executive Director to file such annual reports as may be required by Federal, State or local law.

Section 2.

The Finance Committee of the Board of Directors shall annually prepare an operating budget for the upcoming fiscal year. The Annual Budget shall reflect the Committee's best judgment of anticipated costs and income, and shall be supported by documentation to explain any unusual items of cost or income.

Section 3.

The Board of Directors shall provide an annual report to be made to the Homestead and Missouri River Valley Presbyteries and their committees. [Do you still want to do this?]

**XI.  
Standing Committees**

There shall be five standing committees of the Corporation, as follows: Finance, Buildings & Grounds, Personnel, Program and Marketing. The Chair of each standing committee shall be a member of the Board of Directors and shall be elected as such Chair by the Directors, ordinarily at the annual meeting. The members of the standing committees will be members

of the Board of Directors. Each standing committee may call ad hoc members to serve in an advisory capacity, with voice but no vote to serve for a specified period of time, but not longer than three years.

## **XII. Powers of the Corporation**

The Corporation shall have power:

1. To exercise and carry out each and every one of the powers and authorizations as set out and provided in the Articles of Incorporation of the Corporation.
2. To have perpetual existence by its Corporate name.
3. To sue and be sued, complain and defend, in its Corporate name.
4. To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in, and with, real or personal property, or any interest therein, situated in or out of this state, as may be necessary and proper for carrying on its legitimate affairs; provided that the Corporation may hold for 15 years real estate acquired in payment of a debt, by foreclosure or otherwise, and real estate exchanged therefor, even though not necessarily for carrying on its legitimate affairs.
5. To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for any charitable, religious, educational, or benevolent purposes and for such other purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations and restrictions thereof.
6. To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnership, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of such shares, interest or obligations.
8. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its Corporate purposes at such rates of interest as the Corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust for all or any of its property, franchises and income.

9. To invest its funds from time to time in any real or personal property; to lend money for its Corporate purposes; and to take and hold real and personal property as security for payment of funds so invested or loaned.
10. To elect or appoint officers and agents of the Corporation, and to define their duties and fix their compensation.
11. To make donations in furtherance of its purposes.
12. To adopt and file, if required, with the Secretary of State of Nebraska (or other appropriate public official) one or more “fictitious names” (other than the official corporate name as herein set out) and to operate some portion or all of its activities under any such names.
13. To cease its corporate activities and surrender its corporate franchise.
14. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

**XIII.  
Staff**

Section 1.

An Executive Director may be called and employed by the Board of Directors. His or her duties and evaluation shall be as set out in a position description approved by the Board of Directors at any duly called meeting of the Board of Directors. An Executive Director shall function as the chief member of the staff of the Corporation. The Personnel Committee of the Board of Directors shall review the Executive Director annually.

Section 2.

Prior to calling or employing an Executive Director there shall be a Search Committee elected for the purpose of seeking a person to serve as Executive Director. This Search Committee will be composed of at least six (6) persons. The call must be approved by a two-thirds vote at a meeting of the Board of Directors at which a quorum is present.

Section 3.

There shall be a manual of operations and a personnel manual developed and approved by the Board of Directors that shall detail: hiring; review; evaluation; termination; grievance; and similar concerns for all personnel, laity and clergy.

**XIV.  
Amendment of Bylaws**

These Bylaws may be amended by a two-thirds vote at a meeting of the Board of Directors at which a quorum is present, provided (i) that any such amendment(s) shall first have been submitted in writing to and been reviewed by the Board of Directors at any regular or special meeting; and (ii) notice of the date, hour, and place of the meeting at which such amendment(s) are to be considered shall be mailed to each member of the Board of Directors at his or her address last on file with the Corporation not less than five days prior to the meeting, and shall include a written copy of the proposed amendment(s).