

# **White Lake Covenanter Camp Corporation Constitution**

**Adopted: August 3, 2019**

## **Article I**

### Name

The name of this organization shall be the White Lake Covenanter Camp, Incorporated.

## **Article II**

### Purpose

The object of this corporation shall be to advance Christ's Kingdom on earth by corporately living in obedience to God's law, as His people, by providing a place where, under the oversight of the Atlantic and St. Lawrence Presbyteries, the members, young people, and friends of the Reformed Presbyterian Church of North America (RPCNA) may gather for fellowship, recreation, and instruction in the knowledge of God based upon the Bible. The underlying purpose of any program at this place is, for the glory of God, to develop and encourage: (1) a love for Jesus Christ, the Son of God, in those who participate, (2) a desire to live a life consistent with His Word, (3) a knowledge of and love for the Christian faith as summarized in The Constitution of the Reformed Presbyterian Church of North America, and (4) an ability to interact both with Christian brothers and sisters and the unredeemed.

The objects of incorporation are "The organization and maintenance of a Camp and recreation and vacation place for the young people who belong to or are affiliated with the RPCNA, the acquiring by gift or purchase of real property for such purposes, and erection and repair of buildings and equipment; the mortgaging of its real estate, if and when necessary to the proper conduct of its purposes; but not for the conduct of any business for profit of any of its officers or members."

## **Article III**

### Membership

Members in good standing of the congregations of the Atlantic and St. Lawrence Presbyteries of the Reformed Presbyterian Church of North America shall be members of the corporation.

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## **Article IV**

### Board of Directors and Officers

#### Section 1

- a. The business of the corporation shall be managed by a Board of Directors, hereafter known as the Board, all of whom shall be at least twenty-one (21) years old, and at least two-thirds of whom shall be citizens of the United States, and one a resident of the state of New York. Members of the Board shall be members in good standing of one of the congregations of the Atlantic and St. Lawrence presbyteries of the RPCNA.
- b. The Board shall be responsible for the management and control of all money, investments, securities, real estate and property, which may from time to time, and at any time become the property of the corporation.
- c. The Board shall set the guidelines, criteria and processes for retaining and overseeing staff consistent with input from the Presbytery Commissioners.
- d. The Board shall be responsible for maintaining appropriate insurance protection for the property, employees, volunteers and Board members.
- e. Membership of the Board shall be determined per the following:
  - i. The clerk of session from each congregation of the Atlantic and St. Lawrence presbyteries of the RPCNA that wishes to have representation on the Board must send a notice to the Board Secretary certifying a representative. This representative must be a member in good standing of the certifying congregation. The certification can be submitted at any time. All certificates expire at the end of the year. It is up to each church to determine how they select their representative; by election, appointment, volunteer, etc.
  - ii. Each congregation may also name an alternate. This alternate certification will also expire at the end of the year. If both the primary representative and the alternate representative attend a meeting, only the primary representative will have the right to vote.
  - iii. The Board Secretary will keep an active list of the primary and alternate representatives and the dates of their certifications.
  - iv. Only those congregations that have certified a representative will be counted against the quorum requirements. If a congregation does not appoint a representative, they cannot

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participate in the governance of the camp. If they do appoint a representative, it is expected that the representative will be a regular attendee at Board meetings. If a congregation has not previously appointed a representative but wants to do so at some future time, they must simply send certification per the above steps.

- f. The Board shall hold at least two meetings each year.
- g. Board members may attend a meeting “virtually” via phone, website or other electronic means. Members attending by this method shall be included in all quorum counts and shall have the same rights and privileges to participate in the meeting as if they were physically attending including making motions, asking questions, voting, etc.
- h. The Board may direct that certain duties be performed by the Board officers. The Board shall appoint such committees as are deemed necessary, who shall be responsible to the Board.

Section 2

- a. Officers of the Board shall be Chair, Vice-Chair, Secretary, and Treasurer. These officers shall be elected by ballot annually. Officers must be at least twenty-one years old and members in good standing of an RPCNA church within the Atlantic and St. Lawrence presbyteries. Officers do not need to be members of the Board to be elected but become certified members by their election.
- b. The Officers of the Board, being designated as the Executive Committee, are a permanent committee. The Executive Committee is empowered to act on behalf of the Board when it is not in session. All actions of the Executive Committee are valid and binding actions of the Board unless vetoed by the Board at its next meeting,

Section 3

Presbytery oversight of the corporation shall rest in a joint Presbytery Commission. The members, who shall number two from each Presbytery, shall be appointed by the Atlantic and St. Lawrence presbyteries from among the membership of those presbyteries. The Presbytery Commissioners shall be voting members of the Board but shall not be counted for quorum requirements except for when a meeting includes a vote on the Constitution.

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**Article V**

Conferences

- a. The White Lake Covenanter Camp Corporation shall authorize or hold one or more conferences annually. These conferences are subject to the Purpose of the corporation as expressed in this constitution.
- b. These conferences may be shortened or omitted in the years of the International Conference of the RPCNA or when extraordinary circumstances might occur as determined by the Board.

**Article VI**

Amendments

In order to amend this Constitution, the following procedure must be followed:

- a. A quorum of at least two-thirds (2/3) of the certified Board members, but not less than ten (10), including at least two (2) Commissioners, must be present at a Board meeting in order for a constitutional amendment to be raised and/or considered.
- b. Certified Board members not in attendance at a meeting may send in an absentee vote in writing, enclosed in sealed envelopes or via email to the Secretary or Chair. Such votes shall be received at the meeting. Absentee votes do not count for establishing a quorum and are only counted for the first ballot.
- c. A proposed amendment shall be presented at a meeting of the Board. If the amendment is authorized for a vote by two-thirds (2/3) of those present or represented by absentee votes, notice of the proposed amendment shall be sent to all Board members including the date of the next meeting of the Board.
- d. The next meeting date during which a constitutional amendment may be voted for approval may not be sooner than three (3) months from the meeting during which it was authorized for a vote in order to provide those not at the meeting to arrange their schedule and travel plans. Other Board meetings may be held prior to this waiting period but the amendment may not be voted upon until this period of time has elapsed.

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- e. Quorum requirements for a meeting to approve the proposed amendment are the same as specified in Article V.a. If there is not a quorum at the meeting, the amendment vote must be postponed until such time as a Board meeting is convened which has a quorum present.
- f. Approval of the proposed amendment will require a two-thirds (2/3) majority of votes cast including absentee votes as specified in Article V.b. At least ten (10) total votes must be cast.

### **Article VII**

#### Dissolution

Upon dissolution of the White Lake Camp any assets lawfully available for distribution shall be distributed evenly between the Atlantic and St. Lawrence Presbyteries.

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**By-Laws**

Section 1

Duties of the Officers of the Corporation

- a. The officers-elect (normally elected at the summer meeting) shall assume their duties at the fall meeting.
- b. The Chair shall call for all Board meetings per the Constitution, Article III, section 1.f, and officiate at said meetings, performing the regular duties of a presiding officer. The Chair shall also coordinate or cause to be coordinated a method by which Board members may “virtually” participate in Board meetings via phone conference or other electronic means.
- c. The Vice-Chair shall preside over business meetings in the absence of or at the request of the Chair.
- d. The Secretary shall keep an accurate and current list of certified delegates, keep accurate records of all business meetings, shall send out notices of all meetings, notify members of their appointment to duty, furnish committees and officers with all papers referred to them, and carry on all necessary correspondence.
- e. The Treasurer shall have charge of all the monies of the corporation and keep an accurate detailed account of all financial transactions. The Treasurer shall present a complete full year financial statement at the first regular business meeting of the Board after the end of the year showing the status of the organization for the previous year.
- f. The Chair, Vice-Chair and Secretary shall act as trustees of the corporation for the purpose of signing legal documents. The signatures of all three officers are required.
- g. In addition to the general responsibilities mentioned in the Constitution, Article III, Section 1, the Board shall receive written reports from committees and officers under its appointment, with estimates of the cost of maintenance and necessary improvements, from which annual plans shall be framed and presented for adoption. The Board shall set fees for the use of the Camp.
- h. The Board may delegate the care, maintenance and improvement of the physical properties to the appropriate committee, and other matters to special committees as occasion requires. The Board shall specify the duties of any committee so appointed, which shall in turn be responsible to the Board for the performance thereof.

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- i. The Campgrounds may be leased to other Christians for their use. The Executive Committee shall determine whether a group conforms to the purpose outlined in the Constitution, Article II.
- j. The Chair must call for a meeting if one-third of the total Board members submit a request in writing to the Executive Committee.
- k. The Camp Manager, appointed by the Board, shall be responsible for the operation of the camp physical plant.

### Section 2

#### Committees

The Chair of the Board shall appoint the following committees each year

- a. Auditing Committee. This committee shall be composed of at least two members in good standing of the RPCNA, preferably members of either the Atlantic or St. Lawrence presbyteries, who shall examine or cause to be examined the Treasurer's records for their correctness, and shall issue a statement of audit, certifying that the records are true and correct, or otherwise.
- b. Other committees may be named by the Chair, when necessary, whose terms shall not exceed one year unless agreed upon by a majority of members present at the meeting where they are appointed.

### Section 3

#### Vacant Office

The Chair shall have power to appoint any members of the Board to fill a vacant office of the Executive Committee until the next regular Board meeting. If the Chair cannot fulfill the duties of the office, the Vice-Chair shall fulfill the duties of the Chair until the next regular Board meeting. At the next regular Board meeting, there shall be an election to formally fill any vacancy.

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Section 4

Physical Plant Maintenance and Improvement Funding

The corporation expects to rely on receipts from camp attendance fees as well as contributions from individuals and the congregations and presbytery bodies of the Atlantic and St. Lawrence presbyteries and other organizations for maintenance and improvement of the camp property.

Section 5

Quorum for Regular Business

A quorum for conducting business other than amending the constitution shall be one-half (1/2) of the total number of certified Board, but not fewer than seven (7), members.

Section 6

Informational Meetings

- a. The Board shall plan and announce at least one informational meeting for any and all interested parties to be held at the main conference.
- b. At the annual informational meeting, the Chair of the Board shall preside; in his/her absence the Vice-Chair shall preside.
- c. The meeting shall be open to all interested parties. No corporation business shall be conducted during the informational meeting. Therefore, a quorum of Board members is not required at informational meetings.
- d. The secretary shall include a notation of informational meetings in Board meeting minutes.

Section 7

Amendments

These By-Laws may be amended by a two-thirds vote of the Board members, but not less than



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ten (10) total votes cast, present or represented by absentee votes at any regular business meeting. A proposed By-Law amendment must be circulated to all members of the Board at least two weeks in advance of the meeting.