

BYLAWS
OF
LUTHERWOOD CAMP AND RETREAT CENTER

Revised: 2023

PREAMBLE

We, the congregations of the Northwest Washington and the Southwestern Washington Synods, of the Evangelical Lutheran Church in America (ELCA), and of the Northwest District of the Lutheran Church–Missouri Synod (LCMS), responding to God's call to provide safe, outdoor, faith-filled ministry, do hereby adopt these Bylaws and solemnly pledge ourselves to be governed by its provisions. In the name of the Father, and of the Son, and of the Holy Spirit.

1. Name and Incorporation

- 1.1. The name of the corporation is Lutherwood Camp and Retreat Center. The principal office shall be located at 1185 Roy Road, Bellingham, Washington, 98229.
- 1.2. For the purpose of these Bylaws Lutherwood Camp and Retreat Center is hereinafter designated as "Corporation."
- 1.3. This Corporation shall be incorporated under the laws of the state of Washington. The legal location of this camp shall be the city of Bellingham, the county of Whatcom, and the state of Washington.

2. Mission and Values

- 2.1. Lutherwood Camp and Retreat Center is a year-round, outdoor ministry, renewing all in the Holy Spirit through education, adventure, service, and prayer.
- 2.2. This Camp is boldly centered in God and expresses its faith in the Lutheran tradition; is committed to spiritual growth, education, evangelism, and professionalism in all programs; extends hospitality to everyone and strives for diversity and respect for all; and values and embraces those who share their time, talents, resources, and energies.

3. Purpose and Process

- 3.1. The scope of this ministry may include ownership and development of such property as is considered essential to the ministries proposed.
- 3.2. The Board of Directors (Board) shall draft a statement of philosophy and mission for the ministry, consistent with the philosophy and mission of the national Lutheran church bodies involved, which provide specific directions for its operations and programs. The mission statement shall be reviewed periodically. This statement of philosophy and mission shall be affirmed at the Annual Meeting of the Corporation.

4. Membership

- 4.1. Eligibility for membership in the Corporation shall include all Lutheran congregations according to the rosters of the Northwest Washington Synod and Southwestern Washington Synod of the Evangelical Lutheran Church in America, and of the Northwest District of the Lutheran Church—Missouri Synod located geographically within northwest Washington who contribute to the general budget of the Corporation annually.
 - 4.1.1. Membership in the Corporation shall reflect contributions from the congregation to the ministry, not contributions of individual members or auxiliary groups of the congregation to the ministry.
- 4.2. Congregations and individual members of these congregations shall be encouraged to financially support specific designated or capital appeals, the campership fund, and other projects as assigned by the Board.
- 4.3. Member congregations are to elect two (2) lay persons and a rostered minister to serve as voting delegates to the Annual Meeting of the Corporation.
 - 4.3.1. Such delegates shall be certified in writing by the congregation to the Secretary of the Corporation two (2) weeks prior to the Annual Meeting of the Corporation.
 - 4.3.2. Member congregation delegates are expected to keep their congregations informed about the activities and progress of the Corporation, serve as the liaison between the congregation and the Corporation, actively encourage and promote financial support and interest in the Corporation, and attend all regular and special meetings of the Corporation.

5. Corporate Meetings

- 5.1. Meetings of the Corporation shall be the highest legislative authority of the Corporation and shall deal with all matters which are necessary in pursuit of the purposes and functions of this Corporation. The powers of meetings of the Corporation are limited only by the provisions of the Articles of Incorporation and these Bylaws, and resolutions of meetings of the Corporation.
- 5.2. The Annual Meeting of the Corporation shall be held within ninety (90) days of the conclusion of the fiscal year at the principal office of the Corporation, or at such other place as the Board by resolution may prescribe, to do the following:
 - 5.2.1. Review the work of the Board of Directors, and for this purpose require and receive reports from them and act on business proposed by them.
 - 5.2.2. Adopt a budget for the Corporation.
 - 5.2.3. Elect Directors. If the election of Directors is not held on the day designated for the Annual Meeting of the Corporation, or at any adjournment thereof, the election shall be held at a Special Meeting of the Corporation called within 90 days of the Annual Meeting.
 - 5.2.4. Have sole authority to amend the Articles of Incorporation and these Bylaws.
 - 5.2.5. Receive and consider proposals from the meeting's congregational delegates.
 - 5.2.6. Transact such other business as may come before the meeting.
- 5.3. The President of the Board may call Special Meetings of the Corporation for any purpose. Upon resolution by the Board, the President shall call a Special Meeting of the

Corporation. A Special Meeting of the Corporation may be called by petition from not less than twenty-five (25) percent of the current listed member congregations. In the event there is no current record of certified representatives, a Special Meeting of the Corporation may be called by petition from eight (8) congregations as noted in Article 4., Section 4.1.

- 5.4. Meetings of the Corporation may be conducted either in person at an agreed upon location or by electronic means that allows for immediate communication as allowed by State law.
- 5.5. The President or Board, when calling a Special Meeting of the Corporation, or the Secretary for the Annual Meeting of the Corporation, shall cause to be delivered to each known member congregation by mail or electronic means not less than thirty (30) days before the meeting nor more than fifty (50) days, written notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting of the Corporation, the purpose or purposes for which the meeting is called.
- 5.6. **Conduct of Meeting.** Except as otherwise specifically provided by resolution or by these Bylaws, all meetings shall be conducted according to the most recent and available edition of *Robert's Rules of Order*.
- 5.7. **Quorum.** Those certified congregational delegates present at a meeting, if adequate notice has been given or waived, shall constitute a sufficient quorum for conducting the business of a meeting provided at least ten (10) member congregations are present.
- 5.8. **Election of Board of Directors.** Each delegate is entitled to vote at an election of Directors and may cast one (1) vote for as many persons as there are Directors to be elected.
- 5.9. **Waiver of Notice.** Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington State law, 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 the giving of such notice.

6. Board of Directors

- 6.1. The Board of Directors shall be composed of not less than eight (8) and not more than eleven (11) Directors.
- 6.2. The Directors shall be elected by a majority vote of the delegates at a regularly called meeting of the Corporation.
- 6.3. The term of a Director shall be for three (3) years, and a Director shall serve no more than two (2) full terms consecutively.
- 6.4. A Director shall be a member of good standing in a Lutheran congregation as described in Article 4, Section 4.1.
- 6.5. The first meeting of the newly elected Board of Directors shall occur immediately following the Annual Meeting of the Corporation to elect the officers and to schedule its first regular meeting. This meeting shall have only these actions on the agenda. No other business shall be conducted.
- 6.6. The officers of the Corporation shall be elected from the Board of Directors for these offices: President, Vice President, Secretary, and Treasurer. These officers shall

comprise the Executive Committee. Other Board Members may be appointed to the Executive Committee with Board approval on an as-needed basis. The Executive Committee shall assist the President in duties and responsibilities detailed in these Bylaws and shall otherwise have no exclusive powers separate from the whole Board. No two (2) offices may be held at the same time by the same individual. Duties of the officers are described in Article 7.

- 6.7. The Board of Directors shall call meetings of the Corporation as they deem necessary within the limitations prescribed by these Bylaws.
- 6.8. The Board shall meet regularly to attend to the business of the Corporation. The Board shall meet no less than four (4) times a year.
- 6.9. The Board may make rules and regulations and policies and act in any other way—not inconsistent with the laws of the state of Washington, the Articles of Incorporation of this Corporation, these Bylaws, or their current successors and with Lutheran faith and practice—for the guidance of the officers, staff, or participants in the management or programs of the Corporation.
- 6.10. The Board shall hire an Executive Director qualified for the work set forth in a job description for the position developed and endorsed by the Corporation.
- 6.11. The Board shall develop an annual budget for approval by the Annual Meeting of the Corporation.
- 6.12. The Board shall incur such indebtedness as is deemed necessary and to authorize the execution of such obligation and securities as they deem advisable, provided that any such obligation or indebtedness for a single purpose shall not exceed \$20,000 without prior authorization at an Annual Meeting of the Corporation or Special Meeting of the Corporation.
- 6.13. The Board shall prepare and maintain statements of philosophy, purpose, and ministry to serve as guidelines to the ministry of the Corporation.
- 6.14. The Board may secure for the Corporation properties deemed essential to the affairs of the Corporation with approval of the Annual Meeting of the Corporation or a Special Meeting of the Corporation called for that purpose.
- 6.15. The Board may appoint standing and temporary committees considered essential to the management of the affairs of the Corporation.
- 6.16. The Board shall, from time to time, develop long range plans to insure the continuation of a vibrant outdoor ministry for future generations.
- 6.17. All regular meetings of the Board shall be open to delegates of member congregations. Delegates may contact the Corporation office for meeting schedules.
- 6.18. All regular meetings shall be announced to all Directors either through the mail or electronic means at least three (3) weeks prior to the date of the meeting.
- 6.19. Special Board meetings may be called by, or at the request of, the President or any three (3) Directors. The notice of the meeting shall include an agenda and no other business may be conducted.
- 6.20. Meetings of the Board may be conducted either in person at an agreed upon location or by electronic means that allows for immediate communication as allowed by Washington State law.
- 6.21. A quorum shall be fifty (50) percent of the currently elected Directors.

- 6.22. A Director may be removed from the Board after missing three (3) consecutive meetings without notice or for not meeting the requirements of serving on the Board as described in these Bylaws, by a vote of two-thirds (2/3) of the Directors present.
- 6.23. No Director shall receive compensation for their service as Director but may receive reimbursement for expenditures incurred on behalf of the Corporation.
- 6.24. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and consistent with the purposes set forth in the Articles of Incorporation.

7. Officers

- 7.1. The officers of the Corporation shall be elected annually by the Board at the first regular meeting of the Board following the Annual Meeting of the Corporation. Each officer shall hold office until the next Annual Meeting.
- 7.2. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer.
- 7.3. The duties of the President shall include the following:
 - 7.3.1. Chair all Board of Director meetings and all meetings of the Corporation.
 - 7.3.2. Provide an agenda for every regularly called meeting of the Board or the Corporation.
 - 7.3.3. Perform such duties as may be assigned by the Board or the Corporation.
 - 7.3.4. Prepare an annual report for the Corporation.
- 7.4. The duties of the Vice President shall include the following:
 - 7.4.1. Chair meetings in the absence of the President.
 - 7.4.2. Chair the Nominating Committee.
 - 7.4.3. Perform such duties as may be assigned by the Board or the Corporation.
- 7.5. The duties of the Secretary shall include the following:
 - 7.5.1. Keep the minutes of the Corporation and the Board either in written paper form or by electronic means, meeting ELCA Records Retention Schedule. These minutes shall be kept at the principal office of the Corporation and shall be made available to any member of the Board or the Corporation.
 - 7.5.2. Share the completed Corporation and Board minutes within one (1) month of each meeting.
 - 7.5.3. Keep a record of the names, addresses, phone numbers, and emails of all Board members and Corporation Members. This record shall be shared with the Board any time information is updated.
 - 7.5.4. Perform such duties as may be assigned by the Board or the Corporation.
- 7.6. The duties of the Treasurer shall include the following:
 - 7.6.1. Oversee the management of funds of the Corporation.
 - 7.6.2. Oversee the keeping of accurate records of all receipts and disbursement of the Corporation.

- 7.6.3. Ensure that there is an adequate system of internal controls surrounding the handling of Corporation funds.
- 7.6.4. Provide a correct and complete statement of revenue, expenses, cash on hand, payables, and receivables at each regular meeting of the Board.
- 7.6.5. Provide an annual financial report for the Annual Meeting of the Corporation.
- 7.6.6. Serve as an ad hoc member of any Finance-related Committee.
- 7.6.7. Perform such duties as may be assigned by the Board or the Corporation

8. Nominating Committee

- 8.1. There shall be a Nominating Committee chaired and called by the Vice President no sooner than four (4) months before the end of the fiscal year.
- 8.2. The Nominating Committee shall consist of the Vice President, a current member of the Board, and up to four (4) representatives from member congregations.
- 8.3. The terms for members shall be one (1) year and may serve two (2) consecutive terms.
- 8.4. The duties of the Nominating Committee are to provide a slate for election to the Board of Directors at the Annual Meeting of the Corporation. There shall be a minimum of one (1) candidate for each position whenever possible.
- 8.5. Nominations may be made from the floor at the Annual Meeting of the Corporation as long as the nominee is present and has consented to serve.
- 8.6. Every effort shall be made to have balanced representation on the Board of Directors as to gender, race, ability, geography, lay, and clergy.

9. Vacancies and Removals

- 9.1. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors.
- 9.2. A Director shall be appointed for the unexpired term of their predecessor in office. A Board-appointed Director shall serve until the next Annual Meeting of the Corporation, at which time the term shall expire and is not considered to have been a full term.
- 9.3. A Director filling an unexpired term may be elected at the next Annual Meetings of the Corporation to serve up to two (2) full terms consecutively.
- 9.4. Any position to be filled by reason of an increase in the number of Directors shall be filled by election at an Annual Meeting of the Corporation or a Special Meeting of the Corporation called for that purpose.
- 9.5. Any Director may resign their office at any time; such resignation is to be made to the Board in writing and to take effect immediately.
- 9.6. A Director may, by resolution, be removed from the Board.
 - 9.6.1. Three (3) consecutive unexcused absences from regular Board meetings constitutes cause for a Director's removal from the Board.
 - 9.6.2. The Directors may remove a Director from the Board, with or without cause, by two-thirds (2/3) of the votes cast by Directors for which a quorum is present.

- 9.6.3. Delegates may remove a Director from the Board, with or without cause, by resolution at the Annual Meeting of the Corporation or a Special Meeting of the Corporation called expressly for that purpose, by two thirds (2/3) of the votes cast by delegates present, at which a quorum is present.

10. Standing or Temporary Committees

- 10.1. The Board may, by resolution adopted by a majority of the Directors in office, designate and appoint one (1) or more standing or temporary committees, each of which shall consist of one (1) or more Directors and other representatives or friends of Lutheran congregations as appointed by the Board.
- 10.2. Only a committee member who is a Director shall serve as a liaison between the committee and the Board.
- 10.3. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such provisions and limitations as prescribed by the Board in a continuing resolution.

11. Executive Director

- 11.1. The Board shall hire an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the Corporation subject to the direction of the Board pursuant to guidelines established by the Corporation.
- 11.2. The Executive Director shall have full authority for direction of the employees of the Corporation.
- 11.3. The compensation for the Executive Director shall be at an amount and manner as the Board of Directors shall determine.
- 11.4. The Executive Director shall not incur Corporation debt unless directed by the Board.

12. Administrative Provisions

- 12.1. The Board may authorize any officer or officers, agent or agents, 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.
- 12.2. No loans shall be executed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.
- 12.3. All checks, drafts, or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- 12.4. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

- 12.5. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and mailing address and term, if applicable of each member and Director, and of the name and mailing address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of any member congregation.
- 12.6. The fiscal year of the Corporation shall end December 31 of each year.

13. Continuing Resolution Review

- 13.1. This Corporation in a legally called meeting of the Board of Directors may enact continuing resolutions. Such continuing resolutions may not conflict with the Bylaws of this Corporation.
- 13.2. Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this Corporation, or a two-thirds (2/3) vote of all voting members of the Board of Directors.
- 13.3. Adopted or amended continuing resolutions shall be sent by the Secretary to the members of the Corporation.
- 13.4. These continuing resolutions shall be reviewed annually by the Board.

14. Amendments

- 14.1. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of the majority of voting members at any Annual Meeting of the Corporation or Special Meeting of the Corporation called for that purpose provided that a written notice shall have been sent to each member congregation of record entitled to vote at such meeting at the last known mailing address not less than thirty (30) nor more than fifty (50) days before the date of such Annual or Special Meeting, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice.

15. Indemnification

- 15.1. Consistent with the provisions of the laws under which this Corporation is incorporated, this Corporation may adopt provisions providing indemnification for each person who, by reason of the fact that such is or was a Corporation Board member, officer, employee, agent, or other member of any committee of this Corporation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

Approved by the members of the Corporation on 19 August, 2023

Attested: Janice M. Stepp Secretary