

Appendix B: By-Laws

By-laws for the regulation of Camp de Benneville Pines, Incorporated

Adopted by the delegates to the annual meeting of the Pacific Southwest District - Unitarian Universalist Association held in Long Beach, California, April 24, 1965. Revised May 1972, May 1973, May 1977, May 1987, May 1997, April 2002, April 2003, April 2005, April 2011 and April 2015.

ARTICLE I - NAME, PURPOSE, AND PLACE OF BUSINESS

Section 1. Name

The name of this corporation shall be, as set forth in its Articles of Incorporation, "de Benneville Pines, Incorporated".

Section 2. Purpose

This corporation, a subsidiary of the Pacific Southwest District - Unitarian Universalist Association, has the purpose of acquiring, operating, and maintaining facilities and sites to be used as conference and recreational centers for the advancement of the general, spiritual, and religious welfare of all persons, in accordance with Unitarian Universalist purposes and principles as officially expressed by the members of the Pacific Southwest District, the Unitarian Universalist Association, or its successor, and as set forth in the mission statement of de Benneville Pines and in the Articles of Incorporation.

Section 3. Principal Office

The principal office for the transaction of business of the corporation is hereby fixed and located at:

De Benneville Pines, Inc.
41750 West Jenks Lake Road
Angelus Oaks, CA 92305

The board of directors is hereby granted full power and authority to change said principal office from one location to another.

Section 4. Other Offices

Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

Section 5. Definitions

- a. "Church", "member", or "member church" means any church, fellowship, or society which is a member of the Pacific Southwest District - Unitarian Universalist Association or its successor.
- b. "PSWD-UUA" means the Pacific Southwest District - Unitarian Universalist Association or its successor.
- c. "Church member" means any member of any member church, as defined by the By-Laws of said church.
- d. "Delegate" means a church member designated by a member church to vote at any regular or special meeting of this corporation, or as otherwise defined in these By-Laws.

ARTICLE II - MEMBERSHIP

Section 1. Member Church

- a. It is the intent of this Article to establish membership in the corporation concurrently with the membership of PSWD-UUA. Every member church is a member of this corporation.

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b. Every member church shall designate delegates from its membership and shall have the right to be represented in membership of the corporation as follows:

<u>Number of Church Members</u>	<u>Delegates</u>
1-50	2
51-100	3
101-150	4
151-200	5
201-250	6
251-300	7
301-350	8
351-400	9
401-or more	10

No church shall be entitled to more than ten delegates. Each church may determine its own method of selecting delegates

c. In addition, the following individuals are delegates during the continuation of their office:

- (1) Any minister who is settled in a member church.
- (2) Every trustee and officer of PSWD-UUA.
- (3) Each member of the Board of Directors of de Benneville Pines, Inc.

d. Churches may designate alternates for their delegates, but no minister or PSWD-UUA officer or trustee or director of de Benneville Pines, Inc. shall be allowed an alternate.

Section 2. Representation of the Membership in the Interim Between Meetings

In the interim between meetings, as defined in Article III of these By-Laws, the Board of Directors is appointed to act, and shall act, on behalf of the membership, except that said Board shall have no authority to amend these By-Laws.

Section 3. Voting Rights and Accreditation of Delegates

- a. Only delegates have the right to vote in this corporation. Each delegate shall vote in person.
- b. All delegates accredited by the Secretary of PSWD-UUA as delegates to PSWD-UUA shall be deemed delegates to this corporation. In the event of any challenge as to the accreditation of any delegate, a Credentials Committee, consisting of the Secretary of PSWD-UUA, the Secretary of this corporation, and a third member, chosen by them, shall rule on the accreditation of such challenged delegate.
- c. For the purpose of transacting business at any annual or special meeting of the membership, a quorum shall be declared when there are 50 delegates present representing fifteen (15) of more of the member churches or societies.

Section 4. Income

Income of this corporation shall be derived from rental fees, gifts and such other revenues as may be lawfully earned by the corporation. The directors of the corporation have the authority to prescribe rental fees and to change them from time to time as conditions may require, but such rental fees shall be reasonable and non-discriminatory. Changes in rental fees shall be made by the camp management with the approval of the Board of Directors.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The annual meeting of the membership shall be held as part of the annual meeting of PSWD-UUA.

Section 2. Notice of Annual Meeting

At least sixty days in advance of every annual meeting written notice shall be sent to the member churches. The notice of the officers of PSWD-UUA of its annual meeting may be deemed sufficient notice of the annual meeting of the corporation.

Section 3. Business of the Annual Meeting

- a. At such annual meeting, the directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the membership to transact.

- b. The Nominating Committee shall consist of two members selected by the PSWD Board of Trustees, two selected by the de Benneville Board of Directors, and one elected at-large at the Annual Meeting to serve as Convenor. The PSWD Board of Trustees and the De Benneville Pines, Inc. Board of Directors shall select each of its respective appointments for two year terms in alternating years. The Nominating Committee shall propose a slate of candidates for directorships. Such proposed slate must be advertised in writing to the member churches, and to the President of the corporation, at least sixty days in advance of the annual meeting. Candidates may also be nominated by any ten church members, from at least two member churches, by submitting their names in writing to the Secretaries of the PSWD-UUA and of the corporation at least thirty days in advance of the annual meeting. Nominations not made in accordance with the foregoing are out of order.

Section 4. Special Meetings

Special meetings of the membership may be called for any purpose by the de Benneville Pines Board of Directors or by the PSWD-UUA Board of Trustees or on petition of not less than fifty legal members of member churches representing among them no less than one-fourth of the member churches. In such event, written notice of the general nature of the business there to be transacted shall be circulated to the member churches in the same manner as is provided for notice of annual meetings. Such notice must be transmitted not less than thirty days prior to the special meeting except in emergency situations, when fifteen days notice must be provided.

Section 5. Rules

- a. All meetings of the membership shall be conducted in accordance with *Roberts' Rules of Order, Revised* except in such cases where these Rules of Order conflict with the Constitution of the PSWD, with the Articles of Incorporation of de Benneville Pines, or with these by-laws.

- b. Rules made under the authority of these by-laws shall take effect upon adoption but may be repealed or amended by vote of the Assembly.

ARTICLE IV - DIRECTORS

Section 1. Powers

Subject to the limitations of the Articles of Incorporation, and of the By-Laws, and subject to the general Non-Profit Corporation Law of the State of California, all corporate powers shall be exercised by, or under the authority of, and the business and the affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: to select and remove all of the agents and employees of the corporation; to prescribe such duties and powers for them as may be consistent with the law, with the Articles of Incorporation, and with these By-Laws; to fix their compensation, if any, and to review, at least annually, the performance of agents and employees of the corporation.

Second: to conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the laws of the United States, the State of California, and the County of San Bernardino, with the Articles of Incorporation, and with these By-Laws, as they may deem best. No person shall ever be excluded from corporate premises on the basis of race, sex, creed, ethnic background, age, sexual orientation or political belief. No person shall be excluded from corporate premises on the basis of physical or mental disability except as determined by the Board of Directors or its agents that such presence may constitute a danger to the person or others.

Third: to borrow money and incur indebtedness for the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidences of debt and securities therefore.

Fourth: to elicit gifts of money or goods to the Corporation.

Fifth: to appoint committees and to prescribe the manner in which proceedings of the committees shall be conducted.

Sixth: to make reasonable rules for the safety and conduct of persons visiting corporate premises and for the protection of property situated thereon. Such rules shall be effective immediately after being posted on corporate premises. No person shall be excluded from corporate premises for violation of rules of the corporation or the law except upon being given notice of the rule or law violated and the facts constituting the violation.

Seventh: to submit an annual report of the corporation's operations to the delegates of the annual meeting.

Eighth: however, nothing stated in this Article shall be interpreted to limit the final and ultimate authority of the member churches to determine the course of the corporation's affairs when in session as a deliberate assembly during regular or special meetings.

Section 2. Number of Directors

The number of directors of the corporation shall be nine, not more than two of whom shall be from the same member congregation or from the Church of the Larger Fellowship.

Section 3. Election and Term of Office

Each director shall hold office for a three-year term until his/her respective successor is elected or appointed. One-third of the membership of the board of directors shall be elected each year, the terms of office being staggered so that two-thirds of the membership of the board may, at all times, consist of experienced directors. Newly elected director board terms may be adjusted from one to three years to allow for the intention of the staggered terms. No person shall be elected to terms exceeding nine consecutive years.

Section 4. Vacancies

- a. Interim vacancies occurring on the board of directors may be filled by a majority vote of the Camp de Benneville Pines Board of Directors, in consultation with the Camp de Benneville Pines nominating committee, and each director so appointed shall hold office until the next annual meeting of the membership.
- b. A vacancy or vacancies in the board of directors shall be deemed to exist in the case of the death, resignation, or removal of any director.
- c. The Board of Directors will develop rules regarding the required degree of participation of each director in assuming responsibility for the corporation's affairs. Such rules will be promulgated to each new Board member at the first meeting after his or her election. In the event that a Board member fails to meet his or her required responsibility according to these rules, that member will be provided written warning by the President of the Board with the concurrence of the Board of Directors. If, within sixty days following such warning, the Board member's participation still fails to conform to the required standard, that member shall be deemed to have submitted his or her resignation, and shall so be informed.

Section 5. Meetings of the Board of Directors

Regular meetings of the board of directors shall be held at least four times each year at any time or place as designated by resolution of the board. Special meetings of the board may be called at any time by the President, or by a majority of the members of the board of directors, or by a majority of all the members of the PSWD-UUA Board of Trustees. All board meetings, excepting executive session, shall be open to all church members.

Section 6. Organization Meetings

The board of directors shall elect the officers for the ensuing year not later than thirty days following the election of the board.

Section 7. Quorum

A majority of the directors shall be necessary to constitute a quorum for the transaction of business except to adjourn. Every act or decision done or made by a majority of the directors present at any meeting duly held at which a quorum is present shall be regarded as the act of the board of directors in its entirety, unless a greater number is required by law or these By-Laws.

Section 8. Fees and Compensation

The directors of this corporation shall receive no compensation for their services but may receive reimbursement for expenses, as may be fixed or determined by resolution of the board.

Section 9. Qualifications

All officers and directors shall have their permanent residence within the boundaries of PSWD-UUA, and be members in good standing of a member church, fellowship or the Church of the Larger Fellowship. No paid employee of the corporation may serve as a director.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer.

Section 2. Election of Officers

At the organization meeting referred to in Article IV, Section 6, the board of directors shall elect from its members a president and one or more vice presidents. The board shall also appoint a secretary and a treasurer, for the ensuing year.

Each shall continue to serve, within his or her term of office, until he or she resign, be removed, or otherwise be unqualified to serve, or his or successor shall be elected or appointed.

Section 3. Agents and Employees

The board of directors may appoint such agents or employees as the business of the corporation may require, each of whom shall serve for such period, have such authority, and perform such duties as are required by the By-Laws, and/or as the board of directors may determine.

Section 4. Removal

Any officer may be removed by a vote of no less than two-thirds of the board of directors, at any regular or special meeting thereof.

Section 5. President

The president shall be the chief executive officer of the corporation and Chair of the board of directors and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and officers of the corporation. He/she shall preside at all meetings of the membership and of the Board of Directors. The President shall have no vote at meetings of the Board of Directors except that in the case of a tied vote, he/she may vote to break the tie. He/she shall be an ex-officio member of all committees, and shall have the general powers and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the board of directors or By-Laws.

Section 6. Vice President

In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting, shall have all of the powers of, and be subject to all the restrictions upon the president. The vice president shall have such other powers, and perform such other duties, as may be prescribed for him/her by the president and the board of directors.

Section 7. Secretary

- a. The secretary shall keep, or cause to be kept, at such place as the board of directors may order, a book of minutes of all meetings, with the time and the place of the holding of such meetings, whether regular or special, (and if special, how authorized and the notice thereof given) and the names of those present at the directors' meetings.
- b. The secretary shall keep, or cause to be kept, in a safe place, all of the business documents and records of the corporation.
- c. The secretary shall maintain a manual consisting of all camp policies and rules, both those passed by the Board of Directors and those instituted by camp management.

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- d. At the first meeting of the Board of Directors following the election of new Directors, the Secretary shall provide each new member of the Board with the minutes of Board meetings for the previous year, the camp policy manual referred to in Section c. above, and the year-end financial statement for the previous fiscal year.
- e. The Secretary shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer

- a. The treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
- b. The treasurer shall deposit all moneys and other valuables in the name of, and to credit of, the corporation, with such depositories as may be designated by the board of directors. He/she shall disburse funds of the corporation as may be ordered by the board of directors, and shall render to the president and directors, whenever requested, an account of all such transactions and of the financial condition of the corporation. He/she shall have such other powers and perform such other duties as may be prescribed by the board of directors or the By-Laws.
- c. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to the corporation, shall be signed or endorsed by the treasurer and the president, or by such other person or persons and in such manner as may be determined by resolution of the board of directors. The president and the treasurer shall have the power to make any disbursements necessary to cover the regular operating expenses of the corporation, but no other disbursements shall be made except with the approval of the board of directors.
- d. The treasurer, and any other persons authorized by these By-Laws and/or the board of directors to disburse funds of the corporation, shall be bonded in reasonable amounts to be determined by the board of directors.
- e. An audit of the books of the corporation shall be made annually and reported to the membership.

Section 9. Records

All continuing files and/or records of any officer or director are understood to be the property of de Benneville Pines, Inc.

ARTICLE VI - AMENDMENTS

- a. These By-Laws may be amended by a two-thirds vote of the delegates present and voting at any regular meeting or special meeting called for that purpose.
- b. The board of directors shall have no power to amend these By-Laws, but it may propose amendments to the membership.
- c. Notice of proposed amendments to these By-Laws shall be circulated to the membership in the same manner as is provided for notice of membership meetings in Article III, Section 2 of these by-laws.

ARTICLE VII - DISSOLUTION

In the event of the dissolution of de Benneville Pines, Inc., the net assets thereof shall be assigned to the Pacific Southwest District, Unitarian Universalist Association, and in the event of the prior dissolution of that body, to the Unitarian Universalist Association, either assignment to be dedicated to the extension of liberal religion.