

BY-LAWS OF CAMP UNALAYEE ASSOCIATION

Article 1: PURPOSE

The purpose of the Camp Unalayee Association is to operate a non-profit summer camp for boys and girls who represent a cross-section of the various racial, religious, economic, and social groupings constituting the American populace; and to foster the following objectives at the camp:

1. To teach cooperative living in small groups working and playing together in a primitive outdoors environment under the guidance of experienced leaders.
2. To develop a knowledge and an appreciation of nature, Conservation principles, and simplified living.
3. To develop self-reliance.
4. To teach an appreciation of basic values and high moral standards, and to inculcate a desire to live, rather than merely pay lip service to one's religion or philosophy; these objective to be promoted by the example set by staff members, by discussions, or living personalities who exemplify the ideals of Camp Unalayee.
5. To develop leadership potentials and a desire to serve the community and society as a youth, and later as an adult.
6. To develop an appreciation and understanding of the customs, views and individual qualities of persons with different national, racial, religious, economic and social backgrounds.
7. To foster international understanding and world peace by drawing foreign campers and counselors into the summer camp program.
8. To provide a source of experience and to serve as an inspiration and example for others to organize summer camps with similar objectives.

ARTICLE 2 DIRECTORS

Sec. 1. BOARD OF DIRECTORS

The Board of Directors shall have control of the affairs of Camp Unalayee. The Board shall consist of no less than 6 and no more than 12 members. A quorum shall be based on the number of Board Directors at the time of any given vote: If that number is even, it shall be half that number; if odd, half that number plus 0.5. Members of the Board may be removed by the majority vote of the Board if they do not attend meetings or fail to show interest in the welfare of the Camp.

Sec. 2. DUTIES AND POWERS OF BOARD OF DIRECTORS

1. Formulate long range objectives for the Association and establish appropriate policies and procedures to accomplish these objectives.
2. Elect officers annually from among the members of the Board.
3. Choose the executive director of the Camp and determine his salary.
4. Indicate criteria for choice of counselors and approve appointments made by the executive director.
5. Develop policies in regard to recruiting and bases of acceptance of campers.
6. Be responsible for camp equipment, maintenance of camp area, health and safety requirements, transportation, insurance, etc.
7. Consider and approve general camp program as planned by the director.
8. Arrange for the annual meeting of the Association.
9. Establish such committees in addition to and Executive Committee and Finance Committee as are deemed necessary to carry out the program of the Association.
10. Take such steps as seem advisable to augment camp revenues by soliciting donations, by arranging special benefits, by sales and other devices.
11. Consider and act on the recommendation and actions of the Association officers, Committees, and Camp Director.

ARTICLE 3: OFFICERS

Sec. 1 OFFICERS

The officers of the Board of Directors shall be President, Treasurer and Secretary. They shall be elected by the Board of Directors yearly at the first regular monthly meeting of the Board following the annual meeting and shall hold office until their successors are duly elected.

Sec. 2 PRESIDENT

The duties of the President shall be:

1. To preside at the meetings of the Board of Directors and of the Association.
2. To appoint all committees with the approval of the Board of Directors.
3. Between meetings and subject to the approval of the Board of Directors to exercise general executive authority on behalf of the Board.
4. To perform such other functions and duties as may be assigned to him by the Board.
5. To read, correct/amend as needed, and send out Meeting Minutes of each Board, Annual, and Advisory Board meeting to all Board of Directors and Advisory Board members within 10 days of receipt of those minutes from the Secretary.
6. To serve as Chairman of an Executive Committee of the Board (this Committee to consist of the officers of the Association).
7. To call meetings of the Advisory Board at least once annually. and preside over such meetings.

Sec. 3 TREASURER

The duties of the Treasurer shall be:

1. To arrange for receipt of all monies of Camp Unalayee Association whether fees, donation, or bequests and prompt deposit of same in one or more special accounts maintained solely for Association funds at banks as authorized by the Board of Directors.

2. To consider and approve all bills and other requests for payment deemed to be necessary expenditures in the interests of the Association; such bills and requests for payment should normally be approved in advance by the Camp Director.
3. To withdraw funds from the bank accounts only as may be necessary to pay legitimate expenditures of the Association. Funds may be withdrawn from these accounts only on checks signed by any two officers of the Association, one of the signers to be the Treasurer when available.
4. To exercise control to insure that expenditures do not exceed budget authorizations approved by the Board.
5. To serve as chairman of the Finance Committee (this committee to include the Vice President and at least two other members, one with accounting experience and one with insurance experience).
6. To serve on the Executive Committee of the Board.
7. To reconcile the bank statements monthly.
8. To establish effective procedures providing for the security of Association records, documents, and funds.
9. To assign Association accounting responsibilities for establishment and maintenance of appropriate accounting books and records and preparation of periodic financial statements to one or more qualified accountants.
10. To assign and with the assistance of the accountant(s) supervise Association clerical help in performance of account and filing duties pertaining to finance.
11. To present periodic financial statements at Board meetings and the Annual meeting covering operations of the Association.
12. To arrange for annual audit of the books of the Association by a qualified CPA and present the audit report to the Board.
13. To delegate to a qualified accountant responsibility for preparation of all financial reports required by government agencies and to sign and file such reports prior to due dates.

14. To arrange for annual inventor of the physical assets of the Association and inclusion of the inventory in the annual audit report.
15. To delegate responsibility for providing for adequate insurance coverage for the Association and for the processing claims to a member of the Finance Committee with insurance experience.

Sec. 4 SECRETARY

(Nov. 2010 note: reflects elimination of VP: duties folded in to Sec'ty duties)

The duties of the Secretary shall be:

1. To take minutes at Board, Annual Association, and Advisory Board meetings, and to prepare and provide those minutes to the President within 10 days of each meeting.
2. To reply to correspondence relating to specific Board business.
3. To serve as a member of the Executive Committee of the Board.
4. To perform all the duties of the President in their absence or disability.
5. List names and contact information for all active Advisory Board Members at the Annual Association meeting and provide that list to the Board of Directors President and the Camp Office within 30 days of adjournment of the Annual Meeting.
6. To serve as a member of the Finance Committee.
7. To review the Manual of Policy and Procedure annually with the Association officers, Committee Chairmen and Camp Director, and revise the Manual as may appear desirable preliminary to presenting the recommended changes to the Executive Committee and thereafter to the Board for Approval at the November Board Meeting.

ARTICLE 4: MEETINGS

Sec. 1 ANNUAL MEETING

The Annual Meeting of the Association shall be held in January, time and place to be designated by the President.

Sec. 2 ELECTION OF BOARD OF DIRECTORS

Vacancies on the Board of Directors shall be filled by election at the Annual Meeting of Camp Unalayee Association in January. Written proxies will be accepted. Nominations will be made by the Nominating Committee and may also be made from the floor. The term of the new directors shall commence with the first meeting of the Board of Directors following the annual Meeting. The outgoing officers shall continue to serve until new officers are elected by the new Board at their first meeting.

Sec. 3 NOMINATING COMMITTEE

At the October meeting of the Board of Directors, a nominating committee of three, at least one of whom shall be a Board Member, shall be appointed by the President with the approval of the Board. The Nominating Committee shall select candidates for the Board of Directors to replace the Directors whose terms expire each year; the Committee may if it so wishes nominate a greater number of candidates for the Board than the number of vacancies to be filled. A list of the candidates together with a brief statement of the qualifications of each shall be presented in writing by the Nominating Committee to the voting members of the Association thirty days before the Annual Meeting of the Association in January.

Sec. 4 MEETINGS OF THE BOARD

Regular meetings of the Board shall be held monthly, July and August meetings may be omitted at the discretion of the President. Other meetings may be called as required. Time and place of the meetings will be designated by the President. All regular meetings shall be open to all members of the Association. The Secretary shall give advance notice of Board meetings to all Board members; committee chairman and key staff members.

Sec. 5 QUORUM

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A quorum shall be based on the number of Board members. If that number is even it shall be half that number; if that number is odd, it shall be half that number plus 0.5 .

ARTICLE 5
FISCAL YEAR AND ADDRESS

Sec. 1 FISCAL YEAR

The fiscal year shall run from October 1 to the following September 30.

Sec. 2 ADDRESS

The mailing address for Camp Unalayee Association shall be:
Camp Unalayee 3921 East Bayshore Road, Palo Alto, CA, 94303

ARTICLE 6
AMENDMENTS

Sec. 1 AMENDMENTS

The By-Laws may be amended by 2/3 of the voting members present or voting by proxy at any Meeting of the Association called by the President of the Board and approved by a quorum of directors at a regular Board meeting. If a Member wishes to vote in absentia, notice of Proxy must be delivered in writing to the Camp Office at least 2 business days before the meeting date. Proposed amendment(s) must be submitted in writing to the membership at least 15 days prior to the date of said meeting. The notice must also contain date, time and place of the upcoming meeting.

ARTICLE 7
MEMBERSHIP

Sec. 1 MEMBERSHIP IN CAMP UNALAYEE ASSOCIATION

Membership in Camp Unalayee Association shall be open to any person concerned with the purpose and function of the organization who pays annual dues in one of the following classes:

Junior Member (under 18)	\$10.00
Regular Member	\$30.00 or more

Annual membership shall commence March 1 of each year. Members (with the exception of Juniors) will have the privilege of electing the Board of Directors at the Annual Meeting. Each adult member is entitled to one vote. Members are entitled to receive reports of the Association's activities.

ARTICLE 8: ADVISORY BOARD

Sec. 1 MEMBERSHIP

An Advisory Board consisting of a maximum of twenty members shall be appointed by the Board of Directors. Advisory Board members shall serve for a period of three years and may be reappointed for additional periods. A list of Advisory Board Members shall be kept in the Office, available upon request to Association and Board Members. Names of members who do not attend the annual meeting twice in a row shall be removed. Reappointment may be made at the discretion of the Advisory Board President and the Board of Directors

President.

Sec. 2 DUTIES AND POWERS

To advise the Board of Directors and the Executive Director on Association policy including financial matters. The Advisory Board shall meet at the call of the President of the Association not less than once annually.

Sec. 3 OFFICERS

President of the Association shall serve as Chairman of the Advisory Board.