

DUNES BIBLE CAMP  
CERTIFICATE OF SECRETARY  
RE ADOPTION OF BY LAWS

I certify that I am the duly elected and acting Secretary of DUNES BIBLE CAMP, a nonprofit corporation of the State of Washington, that the accompanying bylaws are the bylaws of this corporation as adopted by the board of trustees acting by unanimous written consent without a meeting pursuant to Section 4.F. of the Bylaws of this corporation, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_(date),  
At \_\_\_\_\_(County), \_\_\_\_\_(State).

\_\_\_\_\_  
Secretary

BYLAWS OF  
DUNES BIBLE CAMP

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BYLAWS OF  
DUNES BIBLE CAMP

1. NAME

The name of this corporation is DUNES BIBLE CAMP.

2. PRINCIPAL OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the business, affairs, and activities of the corporation is located at 23515 PACIFIC WAY, OCEAN PARK, WA 98640, in PACIFIC County, Washington. The board of trustees (board) may change the principal office from one location to another. Any change of location of the principal office shall be by corporate resolution, or noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

3. PURPOSES AND LIMITATIONS

A. General Purposes

This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized for religious purposes.

This corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## B. Specific Purposes

Within the context of the general purposes stated above, the specific purpose of this corporation shall be to PROMOTE AND PROPAGATE THE GOSPEL OF JESUS CHRIST THROUGH THE MINISTRY OF CHRISTIAN CAMPING.

## C. Limitations

- (1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501(h) of the Internal Revenue Code.
- (2) The property of this corporation is irrevocably dedicated to religious purposes, as set forth in Subsection 3.A. above. No part of the net earnings of this corporation shall inure to the benefit of its trustees, officers, private shareholders or members, or to any individual.
- (3) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization, or organizations, organized and operated exclusively for religious purposes and that are tax exempt under Section 501(c)(3) of the Internal Revenue Code.

## 4. BOARD OF TRUSTEES

### A. Powers of Trustees

#### (1) General Corporate Powers

Subject to the provisions and limitations of the laws of the State of Washington, and any other applicable laws, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff authority and responsibility to see that the policies and directives are appropriately followed, consistent with local laws, the Articles of Incorporation, and these bylaws.

## (2) Specific Powers

Without prejudice to the general powers set forth in Subsection 4.A.(1) of these bylaws, but subject to the same limitations, the board shall have the following powers in addition to other powers enumerated in these bylaws:

- a. To select and remove at the pleasure of the board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws; to fix their compensation; and, to require from them security for faithful service;
- b. To change the principal office or the principal business office in the State of Washington from one location to another; to cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of Washington; and to designate any place within or outside the State of Washington for the holding of any meeting of members;
- c. To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as they may deem best;
- d. To adopt and use a corporate seal and alter the form of the seal;
- e. To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
- f. To exercise all other powers conferred by the laws of the State of Washington, or other applicable laws, consistent with the articles of incorporation.

## B. Number of Trustees

The Board of Trustees shall consist of not less than six or more than twelve members.

### C. Election of Trustees

All trustees shall be elected by a two-thirds majority vote to hold office for four (4) years. After the four-year term, the trustee may request to be reelected for additional two (2) year terms. If requesting reelection, the board will vote and reelection must be affirmed by a two-thirds majority. Each elected trustee, including those trustees elected to fill a vacancy, shall hold office until the expiration of their term and/or until a successor has been elected. If trustees elect to leave the board for a period of time and subsequently decide to return, they may be voted in again for additional 2-year terms.

### D. Vacancies on Board

#### (1) Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any trustee; (b) the declaration by board resolution of a vacancy of the office of a trustee who has been declared of unsound mind by an order of court or convicted of a felony; or (c) the increase of the authorized number of trustees.

#### (2) Resignations

Except as provided below, any trustee may resign by giving written notice to the chairman of the board, or to the Executive Director, or to a quorum of the trustees of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a trustee's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of Washington, no trustee may resign if the corporation would then be left without a duly elected trustee.

#### (3) Filling Vacancies

A majority vote from a quorum is required to fill vacancies on the board. If a quorum is not available, then a majority of the remaining trustees is required.

#### (4) No Vacancy on Reduction of Number of Trustees

No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

## E. Board of Trustees Meetings

### (1) Place of Meetings

Regular or special meetings of the board may be held at any place within or outside the State of Washington that the board may designate by resolution or in the notice of the meeting or, if not so designated, meetings shall be held at the corporation's principal office.

Notwithstanding the above provisions of this Section, a regular or special meeting of the board may be held at any place consented to in writing by all board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

### (2) Meetings by Electronic Means

Any Meeting, regular or special, may be held by conference telephone or similar internet communication equipment, as long as all trustees participating in the meeting can hear one another. All such trustees shall be deemed to be present in person at such a meeting.

### (3) Regular Meetings

Regular meetings of the board will be held at least quarterly.

### (4) Annual Meeting

The annual business meeting for this corporation shall be held during the month of October.

### (5) Special Meetings

#### a. Authority to Call

Special meetings of the board for any purpose may be called at any time by the Board Chair, Executive Director, Vice Chair, Treasurer, the Secretary or any two trustees.

#### b. Notice

##### (i) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each trustee by one of the following methods: (a) by personal



delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the trustee or to a person at the trustee's office who would reasonably be expected to communicate that notice promptly to the trustee; or (d) by electronic means. All such notices shall be given or sent to the trustee's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements

Notices of special meetings of the board of trustees shall be given at least four days before the time set for the meeting. Notices shall be given by personal delivery, telephone, or electronic means.

(iii) Notice Contents

The notice of special meeting of the board of trustees shall state the time of the meeting and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(6) Quorum

A majority of the authorized number of trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(7) Adjournment

A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively,

consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board of trustees. All such consents shall be filed with the minutes of the proceedings of the board.

#### G. Compensation and Reimbursement

Trustees shall receive no cash compensation for their services as trustees, but may receive reimbursement for expenses in attending meetings.

#### H. Committees

##### (1) Committees of the Board

The board, by resolution adopted by a majority of the trustees then in office, provided a quorum is present, may create committees. Each committee consisting of at least one or more trustees is deemed to serve at the pleasure of the board. The board may appoint non-board members to committees. Appointments to committees of the board shall be by majority vote of the authorized number of trustees. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the board or on any committee that has the authority of the board;
- b. Compensate trustees for serving on the board or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any board resolution that by its express terms is not so amendable or repealable; or
- e. Create any other committees of the board or appoint members of committees of the board.

##### (2) Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if

there is none, by resolution of the committee of the board. The board may adopt rules for the governing of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

## 5. OFFICERS

### A. Officers of the Corporation

The officers of the corporation shall be a Chair, a Secretary, and a Treasurer. The corporation may have at the board's discretion, a Vice Chair, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Subsection 5.B. of these bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

### B. Election of Officers

The officers of the corporation shall be elected during the annual business meeting each year. These officers shall hold office for one (1) year. Each officer, including those elected to fill a vacancy, shall hold office until expiration of the term for which elected or until a successor has been elected.

### C. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed by a two-thirds majority vote, with or without cause, by the board and also, if the officer was not chosen by the board, by an officer on whom the board has conferred that power of removal.

### D. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

### E. Vacancies in Offices

A vacancy in office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

## F. Responsibilities of Officers

### (1) Board Chair

When the Board Chair is elected, he or she shall preside over board meetings and shall exercise and perform such other powers and duties, such as setting the agenda and giving notice of meetings, as may be assigned by the board.

### (2) Vice Chair

In the absence or disability of the Chair, the Vice Chair designated by the board, shall perform all duties of the Chair. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

### (3) Secretary

#### a. Book of Minutes

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other places as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in the State of Washington, a copy of the articles of incorporation and bylaws, as amended to date.

#### b. Notices, Seal, and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by the bylaws to be given. The Secretary shall keep the corporate seal, if any, in safe custody, and shall have such other

powers and perform such other duties as the board or the bylaws may prescribe.

#### (4) Treasurer

- a. The Treasurer shall oversee the financial responsibilities of the Dunes Bible Camp book keeper which will include review of the monthly financial statements, budgets, tax returns, bank statements and insurance policies.
- b. From time to time, the Treasurer will review all the financial transactions originated by the camp book keeper. This may include electronic as well as in-person review. The Treasurer will not originate financial transactions except as required by a majority vote of the board.
- c. The board may require the Treasurer to provide a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the oversight of the Treasurer and book keeper upon their death, resignation, retirement, or removal from office.

### 6. EXECUTIVE DIRECTOR

The Executive Director shall, subject to the control of the board, be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and staff. The Executive Director shall have the authority to hire and dismiss staff members as deemed necessary for the operation of the corporation. The Executive Director shall have such other powers and duties as the board or the bylaws may prescribe, and shall preside at all board meetings.

### 7. INDEMNIFICATION

#### A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal or administrative proceeding, and including an action by or in the name of the corporation.

## B. Approval of Indemnity

On written request to the board by any person seeking indemnification, the board shall promptly determine whether the person should be entitled to indemnification, and if the person is, the board shall authorize indemnification.

## C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Subsection 6.A. and Subsection 6.B. of these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is not entitled to be indemnified by the corporation for those expenses.

## 8. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees, and other agents, against any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising out of the officer's, trustee's, employee's, or agent's status as such.

## 9. RECORDS AND REPORTS

### A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account; and
- (2) Written minutes of the proceedings of its board and committees of the board.

### B. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in the State of Washington, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the trustees at all reasonable times during office hours. If the principal office of the corporation is outside the

State of Washington and the corporation has no principal business office in the State of Washington, the secretary shall, on the written request of any trustee, furnish to that trustee a copy of the articles of incorporation and bylaws, as amended to date.

#### C. Inspection by Trustees

Every trustee shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind and to inspect the physical properties of the corporation and each of its subsidiaries for a purpose reasonably related to the trustee's interests as a trustee. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### 10. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and laws of the State of Washington shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

### 11. AMENDMENTS

Bylaws may be adopted, amended, or repealed by the approval of a quorum of the board.

### 12. FISCAL YEAR

The fiscal year of this corporation shall end on the last day of the month of SEPTEMBER.

### 13. ADDITIONAL PROVISIONS

None.