



## **BYLAWS • EASTERN ORTHODOX YOUTH CAMP, INC.**

a Kansas Nonprofit Corporation

501(c)(3) Public Charity

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## **ORGANIZATIONAL INFORMATION**

### **Name**

The name of the corporation shall be Eastern Orthodox Youth Camp, Inc. (EOYC)

### **Mission Statement**

Eastern Orthodox Youth Camp strives to recognize Christ within each of us and to enhance our relationship with God, The Church and each other.

### **Motto**

God First, Others Second, I Am Third.

## ARTICLE I: PURPOSES AND LIMITATIONS

### Purpose Statement

Eastern Orthodox Youth Camp believes that our youth are the future leaders of our Church and society. We seek the well being of everyone through Faith based religious education; Fellowship in an inter-Orthodox setting; and fun in a playful environment, both physically and socially.

EOYC is organized and will be operated exclusively for charitable, religious, and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. EOYC's purposes include, but are not limited to, any purposes set forth in its Articles of Incorporation ("Articles"), as may from time to time be amended.

To further its purposes and mission, EOYC will have and exercise all of the powers conferred by the provisions of the Kansas General Corporation Code (the "KGCC") , as may from time to time be amended, not outside the scope of the Articles.

No part of the net earnings of EOYC may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons.

No substantial part of the activities of EOYC may be the carrying on of propaganda, or otherwise attempting to influence legislation, and EOYC will not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, EOYC will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501 (a) of the Code, as an organization described in Section 501(c)(3) of the Code; and (b) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

## ARTICLE II: GENERAL MEMBERSHIP

### Section 2.1: General Membership

The General Membership ("Member/ship") has the responsibility of electing the EOYC Board of Directors.

### Section 2.2: Eligibility

All counselor-aged members in good standing from Canonical Eastern Orthodox Churches are eligible to be a Member of the organization.

### Section 2.3: Membership

Membership is attained through attendance at a current regular Meeting of the General Membership, in addition to one of the two previous General Membership Meetings. Membership expires if the person is absent from 2 consecutive regular Meetings of the General Membership.

### Section 2.4: General Membership Meetings

Meetings of the General Membership will be held semiannually, one such meeting will be held in the Spring and the other in the Fall, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The date for each meeting will be determined and announced at the previous General Membership Meeting. If the Election of Directors is for any reason not held on the day designated, the Membership will cause the election to be held at a special meeting as soon thereafter as conveniently possible.

A gathering of ten (10) Members of the General Membership will constitute a quorum for the transaction of business at any meeting of the General Membership; provided that if less than ten (10) Members of the General Membership are present at said meeting, the meeting will be rescheduled within four (4) weeks and will proceed with those in attendance.

Only Members are allowed to nominate, be nominated, or vote at a General Membership Meeting.

### Section 2.5: Special Meetings

Special Meetings of the General Membership may be called by the Board of Directors or by signed petition of no less than one-third of the Members in good standing.

Notice of the meeting, along with the business that will be transacted, shall be sent out no less than ten (10) days prior. Only the intended business, stated in the notice, may be transacted at such special meeting.

### Section 2.6: Voting

Any Member present at a Meeting of the General Membership will have the power of no more, and no less, than one (1) vote.



## ARTICLE III: BOARD OF DIRECTORS

### Section 3.1: General Powers

Other than such rights, if any, reserved for Members under the KGCC, the affairs of EOYC will be managed by the Board of Directors, with input from the general membership through participation on committees.

### Section 3.2: Number

The number of Directors on the Board will be seven (7). The number of Directors may be changed from time to time by amendment of these Bylaws provided that the number of Directors will be set at not less than five (5). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

### Section 3.3: Election and Term

The Board of Directors shall be nominated and elected of the Members present at the Fall General Membership Meeting. If a Member is unable to attend, he may provide correspondence to the Board Secretary, prior to the Meeting, affirming his acceptance of a nomination.

The term for which they hold office will be established to create a staggered expiration of their terms, so that four (4) directors will be elected for a two-year term and three (3) directors will be elected for an initial one-year term. At the next election, the three (3) directors positions will be extended to a two-year term thereafter to create the staggered expiration of their terms.

The President, Vice President, Treasurer and Secretary must reside in the Greater Kansas City Area.

### Section 3.4: Election of President

The President shall be elected from the current Board of Directors by the Members in good standing at the Fall General Membership Meeting for a term of one year. He may be re-elected for subsequent one-year terms as long as he remains a member of the Board of Directors.

### Section 3.5: Meetings

The Board of Directors shall meet as they see fit to manage the activities and conduct the business of the organization. The Board may provide the time and place, within or outside of the State of Kansas for the holding of the regular meetings.

### Section 3.6: Notice; Waiver of Notice

Notice to the Directors of a meeting of the Board will be given at least five (5) business days prior to the meeting and may be delivered personally, by mail or by email, to the address or e-mail address for each Director as it appears on the records of EOYC. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

### Section 3.7: Quorum and Voting

A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

### Section 3.8: Manner of Acting

The act of the majority of the Directors present at a meeting of the Board of Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles or KGCC.

### Section 3.9: Attendance by Telephone Conference or Similar Communications Equipment

Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

### Section 3.10: Action by Unanimous Consent

Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are given by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

### Section 3.11: Removal; Vacancies

A Director may be removed if absent from three consecutive meetings. A Director may also be removed with or without cause by a majority vote of the other Directors then in office. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

### Section 3.12: Compensation

Directors as such will not receive any compensation for their services in such capacity; provided, that nothing herein contained will be construed to preclude any Director from serving EOYC in any other capacity and receiving reasonable compensation for personal services actually rendered.

## SECTION IV: OFFICERS

### Section 4.1: Elected Officers

The elected officers of EOYC will be a President, Vice President, Secretary and Treasurer. EOYC may also have such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers, other than the President (see Section 3.4), will be elected by the Board either at its inaugural meeting or the first subsequent meeting of the Board of Directors, and will hold office until their successors are elected and qualified, unless they earlier die, resign, or are removed from office.

### Section 4.2: Appointed Officers

The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

### Section 4.3: Duties of President

The President shall serve as the Chairperson of the Board of Directors, preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The board may delegate such other authority and assign such additional duties to the President as may be determined. The President will be the chief executive officer and executive director of EOYC. He shall be an ex-officio member of all committees. He may execute all contracts, deeds and other instruments for and on behalf of EOYC and will do and perform all other things for and on behalf of EOYC as the Board will authorize and direct. The President will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

### Section 4.4: Duties of the Vice President

The Vice President shall work in cooperation with the President and shall perform such duties as the Board will authorize and direct. During the absence, incapacity, or inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all the duties of the office of President until the Board otherwise provides. He shall serve as the Chairperson of the Compliance Committee and oversee the perpetual review of the practices of EOYC and the execution of acts related to EOYC maintaining compliance with standards, as determined by the Board.

#### Section 4.5: Duties of Secretary

The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President all contracts, deeds and other instruments for and on behalf of EOYC. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of EOYC, the inspection of which will be permitted at all reasonable times by any Director or Officer of EOYC.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

#### Section 4.6: Duties of Treasurer

The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities and financial transactions of EOYC.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of EOYC in such depositories as the Board will authorize. He will direct and, whenever requested to do so by the President of the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of EOYC.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibility that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

The Treasurer will serve as the Chairperson of the Finance Committee. He will execute all duties and policies as directed by the Board and shall commit to serve on the Finance Committee for no less than one (1) year following the termination of his position as Treasurer.

#### Section 4.7: Resignation and Removal

Any officer of EOYC may resign by delivering a written resignation to the organization at its principal office, or to the President or Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer of EOYC may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

#### Section 4.8: Vacancies

A vacancy in any elected office occasioned by the incapacity, resignation or removal of an Officer may be filled at any meeting of the Board of Directors. Any Director elected to fill a vacancy of an office will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

#### Section 4.9: Compensation

Directors as such will not receive any compensation for their services in such capacity; provided, that nothing herein contained will be construed to preclude any Director from serving EOYC in any other capacity and receiving reasonable compensation for personal services actually rendered.

## ARTICLE V: COMMITTEES OF THE ORGANIZATION

### Section 5.1: Committees Generally

The Board shall create the following committees:

Compliance, Accounting, Fundraising, Camp, and Marketing and Outreach, and designate a Director to act as chairperson. The Board shall also have the authority, by a majority of the Directors in office, to create Ad Hoc committees to complete the affairs of EOYC.

### Section 5.2: Chairperson

The Chairperson of each committee shall be appointed from the Board of Directors by the Board of Directors (with the exceptions of the Finance and Compliance Committees), preside at all meetings of the Committee, and regularly report activity to the Board. The Chairperson will possess and may exercise any and all authorities, powers, and duties of the Board of Directors in the management and affairs of EOYC, as granted or directed by the Board, provided that all actions of the Chairperson will be subject to the paramount authority of the Board and will not conflict with any policies or directives of the Board, except that the Chairperson will not have the power or authority of the Board to engage in the following acts:

- Authorize distributions to members, Directors, officers, or agents.
- Approve the sale of any asset of the corporation, unless specifically authorized by the Board of Directors.
- Elect, appoint or remove Directors.
- Adopt, amend or repeal the Articles or these Bylaws.

### Section 5.3 Camp Director

The board shall also appoint a person(s) to serve as camp director(s) and shall delegate to that person(s) whatever authority they deem necessary in connection with the operation of a camp.

The camp director appointee(s) must be a member of EOYC, at least 21 years old, have a demonstrated commitment to the camp and its mission, and have previously been a counselor at EOYC.

### Section 5.4: Meetings

Meetings of a Committee are to be scheduled, held, and presided at by the Chairperson, as seen fit to fulfill the requirements of the Board.

### Section 5.5: Reporting

The Chairperson will regularly report a complete record of the activities of the Committee to the Board of Directors at every meeting thereof. All action taken by the Chairperson will be subject to revision, alteration, change, or revocation by the Board, provided that rights of third parties will not be affected thereby.

### Section 5.6: Recordkeeping

All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded and kept for that purpose in the EOYC archives. A report will be provided to the Board at its next meeting. The Secretary will be responsible for the maintenance of the records of committees.

### Section 5.7: Meetings by Conference Telephone or Similar Communications Equipment

Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.



## ARTICLE VI: GENERAL PROVISIONS

### Section 6.1: Contracts

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 EOYC, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President will have the power and authority to execute on behalf of and bind EOYC with respect to contracts in the ordinary course of the organization's business and activities.

### Section 6.2: Loans

No loans may be contracted on behalf of EOYC and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. EOYC is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances

### Section 6.3: Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name EOYC will be signed by such officer or officers, agent or agents of the organization and in such manner as may be determined by the Board.

### Section 6.4: Deposits

All funds of EOYC will be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board may select.

### Section 6.5: Spiritual Advisor

EOYC recognizes the Orthodox Christian Clergy Brotherhood of Greater Kansas City (Clergy Brotherhood), in its mission, as a spiritual advisor. EOYC will seek counsel with the guidance of the Clergy Chaplain, as selected by the Clergy Brotherhood.

### Section 6.6: Custodians

The Board may designate a bank, trust company or depository as custodian of the funds and properties of EOYC, which custodian will maintain a record of all receipts, expenditures, income and expenses of the organization and/or perform such ministerial duties as the Board by written

direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

### Section 6.7: Agents and Attorneys

The Board may appoint such agents, attorneys and attorneys-in-fact of EOYC as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys and attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which EOYC is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as EOYC might or could do if it acted by and through its regularly elected and qualified officers.

### Section 6.8: Fiscal Year

The Board will have the power to fix, and from time to time change, the fiscal year of EOYC. In the absence of contrary action by the Board, the fiscal year of EOYC will begin on the first day of January in each year and end on the last day of December in each year.

### Section 6.9: Interpretation

The terms “include,” “including,” and similar terms shall be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

### Section 6.10: Electronic Communications and Signatures

Electronic Communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, record and signatures for all notices, waivers, consents, undertakings, and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or

“executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document.

## **ARTICLE VII: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

EOYC will indemnify and protect any Director, officer, employee or agent of the organization, or any person who serves at the request of the organization as a Director, officer, member manager or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.

## **ARTICLE VIII: CONFLICT OF INTEREST**

In the event a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and offer to withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure.

## **ARTICLE IX: PROPERTY DEVOTED TO CORPORATE PURPOSES**

All income and properties of EOYC shall be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

## **ARTICLE X: AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a two-third majority of all Members present at Meeting of the General Membership, regularly scheduled or special, with no less than ten (10) days notice of the meeting and the proposed amendment(s).