BYLAWS
of
Camp Tuscazoar Foundation, Inc.

Camp Tuscazoar Foundation, Inc.
P.O. Box 308
Zoarville, Ohio 44656-0308

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BYLAWS

ARTICLE I – Name and Authority

The name of this organization shall be the Camp Tuscazoar Foundation Inc., hereinafter known as CTF, Inc.

The foundation is chartered under the laws of the State of Ohio as a public benefit corporation under Charter Number 689400, effective November 13, 1986, recorded in the offices of the Secretary of State, State of Ohio.

ARTICLE II – Purpose

The purpose of CTF shall be to maintain, operate and perpetuate the real property located in Dover and Fairfield townships, Tuscarawas County, Ohio, commonly known as Camp Tuscazoar, for the benefit, pleasure and enjoyment of outdoor experiences.

A further purpose of CTF shall be to conduct its operations in accordance with Section 501 (c) (3), U.S. Internal Revenue Code.

A further purpose of CTF shall be to conduct its operations to insure that no part of the net earnings of the corporation shall, either directly or indirectly, benefit any individual person. No foundation member, director, officer or employee shall receive a pecuniary return of any kind from CTF, except for reasonable compensation for services rendered to the corporation, as duly and previously authorized by its Board of Directors.

ARTICLE III – Membership

Section A – Types of Membership:

There shall be three types of membership in CTF, as follows:
[Schedule: Exhibit A]

1) Honorary Membership

   The Board of Directors may propose Honorary Memberships for those individuals, groups or agencies who have performed or rendered exceptional services to CTF.

2) Regular Membership:

Membership in CTF is a privilege. Any person may make application for regular membership in CTF to the Board of Directors for any of the membership classifications listed hereinafter if he or she:

a) Has attained the biological age of eighteen years; and

b) Submits an application on forms approved by the Board of Directors, which shall have sole discretion in its acceptance or rejection. In it the candidate shall:

1. Indicate the classification of membership desired;

2. Submit payment in full for annual dues, pro-rated quarterly;

3. Agree that membership list is the property of CTF, and cannot be released, except to CTF members;

4. Understand that any class of regular membership entitles the member to one (1) vote; and

5. Agree to abide by CTF rules and written polices.

c) Membership classes and privileges:

1. Individual Membership:

a. Member (and spouse) entitled to camp access for recreation purposes (See next item).

b. Member (and spouse) entitled to limited camping at Tuscazoar; reserving space as per CTF policies and procedures.

c. Member may vote on CTF issues at Annual/Special Meetings; with one vote per membership.

d. Member receives CTF bylaws, policies, and newsletter.

2. Family Membership:

   a. Member (spouse ***) entitled to camp access for recreation purposes (See next item).

   b. Member (spouse ***) entitled to limited family camping at Tuscazoar; reservations needed per CTF policies and procedures.

   c. Member may vote on CTF issues at Annual/Special Meetings; with one vote per membership.

[See Exhibit A for Dues Schedule]

   d. Member receives CTF bylaws, policies, and newsletter.

3. Fellow Membership:

   a. Member (spouse ***) entitled to camp access (See Individual/Family Memberships).

   b. Member (spouse ***) entitled to extended camping at Tuscazoar at discounted fees; reservations needed per CTF policies and procedures.

   c. Member may vote on CTF issues at Annual/Special Meetings; with one vote per membership.

   d. Member receives CTF bylaws, policies and newsletter.

4. Life Membership:

[Note: *** means "plus any children under age eighteen"]

   a. Member (spouse ***) entitled to camp access (See Individual/Family Memberships).

b. Member (spouse ***) entitled to unlimited camping at Tuscazoar without fees, reservations needed per CTF policies and procedures.

c. Member may vote on CTF issues at Annual/Special Meetings; with one vote per membership.

d. Member listed on Special Plaque in Kimble Hall as a Life Member.

e. Member (and spouse) provided tickets to CTF camp events without charge for life.

f. Member receives CTF bylaws, policies and newsletter.

g. Funds for membership deposited in Endowment Fund.

5. Junior Membership

a. Member entitled to camp.
b. Member entitled to no special camping privileges.
c. Member has no voting privileges.
d. Member receives a newsletter.
e. Under eighteen years of age.

3) Patron Membership:

There shall be a special membership for associations, partnerships and/or corporations concerned for the welfare of CTF and Camp Tuscazoar.

The purpose of same is to assume on-going support of one or more specific projects at the camp. Such a member shall:

a) Pledge to support such project with financial and/or in-kind services;

b) Have its name affixed to a plaque at the project site, in Kimble Hall and on a certificate for its offices;

c) Receive desired number of copies of CTF newsletter; and

d) Receive acknowledgement from CTF of contribution to a worthy cause.

Section B – Membership Term:

1) The Honorary Membership term is indefinite, and without a right to vote.

2) The Patron Membership term continues so long as support of its project is maintained, and without a right to vote.

3) Regular membership, except Life, shall be effective to the date of the Annual Meeting to the next Annual Meeting.

4) Regular membership classes shall be evidenced by issuance of a membership card, signed by the CTF president.

5) Memberships existing at the time of adoption of these bylaws shall be adjusted by the Board of Directors to comply with membership terms/types as described herein.

Section C – Termination of Membership

1) Regular memberships (except Life) shall continue from year-to-year, as indicated, providing annual dues are paid in full on or before the Annual Meeting and membership conditions have been fully complied with.

2) If, however, any of the following events occur, membership in the foundation shall terminate automatically, except as noted herein: [Dues not refundable]

a) Voluntary resignation or death.

b) Failure to pay dues by the Annual Meeting.

c) Failure to properly account for tickets and/or receipts for CTF events.

d) Failure to conform to sanctions if imposed by Board of Directors.

e) Failure to observe written policies approved by the Board of Directors.

f) If charged with a criminal misdemeanor; member may be suspended until the Board of Directors completes its investigation.

If convicted, membership may be terminated, or restored by said board.

g) In event of a charge or arrest on any felony, member shall be suspended until disposition of that charge.

If convicted, membership shall be terminated by that conviction.

h) In the event of other alleged misconduct deemed prejudicial to the welfare and reputation of Camp Tuscazoar and/or CTF, the Board shall convene an ad hoc committee of its members to investigate.

The accused member shall be notified by registered mail of a mandatory hearing not less than thirty (30) days from the date of the notice.

After such hearing, the board shall have the power to to suspend or dismiss any member, or impose any other sanction within its power as governing body of CTF. Vote shall be by secret ballot, with a simple majority of directors present and voting required for any disciplinary action.

Section D – Other Membership Matters:

1) Membership may be applied for at any time by requesting application forms from the Secretary. All completed forms shall be returned to him/her for referral to the Membership Chairman for committee review.

2) Applications for membership will be submitted to the first meeting of the Board of Directors after completion, attachment of the pro-rata dues, a membership committee report, and a statement of interest in aiding a camp committee.

3) Applicants will be notified of membership approval by issuance of a membership card, copy of the bylaws, and copies of the CTF policies, or denial of membership by a letter from the chair of the membership committee stating the reason(s) for that denial therein

4) The renewal of CTF membership within six (6) months of the Annual Meeting by payment of current dues shall automatically and immediately restore full rights and privileges.

5) Current membership lists shall be kept by chair of the Membership Committee, and at the office of the Secretary where they shall be available for examination by any member on prior written request, stating the reasonable intended purpose. No other membership lists shall be prepared.

6) Membership lists shall be deemed confidential, and shall not be used for any purpose, except official CTF business.

ARTICLE IV – Board of Directors:

Section A – Government of the Foundation:

1) CTF operations shall be under sole control of a Board of Directors, meeting in regular sessions at least once monthly at a date, time and place fixed by the directors. As hereinafter provided, the said board may convene in Special Session(s).

2) The Board shall consist of not more than sixteen (16) CTF members, elected and serving as hereinafter provided.

3) Since continuity of CTF is part of its state charter, attempts to alter its governing authority, except as provided herein for orderly succession, shall be considered as contrary to CTF purposes, and are, therefore, not permitted.

Section B – Election, Terms, and Eligibility:

1) The Board of Directors shall be elected at the Annual Meeting of the membership, as follows:

   a) The Director term of office shall be four (4) years. Each Director may succeed him/herself one (1) additional term. Following two (2) consecutive terms, Director shall not be eligible to serve for one (1) year. Any term of four (4) years or less to which a director was or is elected on or after December 2, 1990 shall be deemed a full term for the purpose of the above provision.

   b) Four (4) candidates shall be elected CTF Directors at each Annual Meeting. Twelve (12) carryover directors shall continue to serve terms to which they had previously been elected.

   c) Data on Director candidates shall be mailed to CTF membership when notice of the Annual Meeting is mailed.

d) A candidate shall be eligible for nomination to the board only if:

1. He/She is recommended for office by the Nominating Committee;

2. Annual dues are paid, and full accounting for monies from CTF events has been completed with the Treasurer;

3. The candidate has been an active CTF member for at least one (1) year prior to the Annual Meeting;

4. The candidate expresses willingness to serve, if elected.

2) Candidates for Director at Annual Meeting shall be nominated as follows:

a) Members wishing to nominate candidate(s) shall submit the nominee's name(s) not later than thirty (30) days before the Annual Meeting to the Nominating Committee, which shall issue a written recommendation concerning nominee prior to the election at the Annual Meeting.

b) Nomination from the floor may be made only if it can be determined that the candidate is present and is otherwise qualified.

c) Proxy voting is not permitted.

3) Conduct of Annual Meeting elections is a responsibility of the Nominating Committee. Elections shall be by secret ballot with results reported to the Secretary.

4) After Secretary advised Chair, only four (4) candidates receiving the most votes shall be declared elected by the Chair.

Section C – Responsibilities of Directors:

Each Director, upon his/her election, shall be responsible:

1) To support decisions made by the majority of the board in as positive and constructive a way as possible. A director has a right to dissent and/or disagree with the issues under discussion, but once a decision is made, he/she shall support the majority.

2) To maintain board integrity by discussing any disagreements in-house, and shall not resort to airing of CTF disputes with the general public, or the media;

3) To make commitments, encumber resources, and/or order supplies or services on behalf of CTF, but only as authorized by the Board of Directors; and if said board determines that a violation of 1) or 2) herein has occurred, it shall immediately suspend violator and name an investigatory committee to proceed in accordance with Section D hereinafter, and

4) To serve as a chair or member of a CTF committee.

Section D – Termination of Service as Director

1) The term of office of a Director shall be four (4) years.

2) Service may be terminated at an earlier date in any of the following ways:

a) Termination of membership in CTF for any of the reasons set forth in Article III, Section C, 2) of these bylaws.

b) Resignation, in writing, for any stated reason. A verbal resignation during a Board of Directors meeting shall suffice.

c) Failure to attend four (4) or more duly-scheduled meetings of the board in a twelve month period.

The Chair shall have the sole authority to waive enforcement of this provision based on the circumstances.

d) Removing/using CTF property for personal purposes at any time without advance board permission. [Any such property is to be returned promptly]

e) Failure to perform Director responsibilities, as determined by a special investigatory committee of the board.

f) If charged or arrested for a felony, board membership shall be suspended until disposition of that charge. If convicted, board membership shall be terminated by that conviction [See Note 1].

[Note 1: See Art III, Sec C, 2), g]

g) If charged with other misconduct, board membership is suspended until Board of Directors investigates. At that time membership may be terminated, or restored, as the board may decide [See Note 2].

[Note 2: See Art III, Sec C, 2), f]

3) Removal Procedures:

Board of Directors, as provided herein, shall observe the following procedures in removing a Director from office:

a) Chair names investigatory committee of not less than three (3) directors to consider any misconduct charge brought against a Director by a Director, or a member.

b) Committee shall schedule hearings before the Board of Directors on the allegations as soon as possible, by notifying accused director by registered mail of a time, date and place for such hearing.

Said hearing shall be not less than thirty (30) days from the mailing of said notice.

c) Accused director shall be suspended at once from all CTF activity until the issue is resolved.

d) Hearing may be in Executive Session at option of director. Allegations be heard first, after which director has the right to present evidence to refute or rebut such allegations.

e) Failure of director to appear shall be deemed an admission of the validity of the allegations, and therefore, automatic grounds for termination.

f) Following the hearing, committee will meet in Executive Session to review the evidence and prepare its report for a regular or special meeting of the full board.

g) The board shall review the report and make its decision. Its vote to suspend or dismiss shall be by 2/3 vote of board members present and voting by secret ballot.

h) The chair shall advise director of the board's decision by registered mail. If suspended or dismissed, director shall have the right to appeal to the full board for a rehearing.

Section E – Vacancies on Board of Directors

In the event of any vacancy on the Board of Directors, the board shall have authority to fill the unexpired term (s). It may request the Nominating Committee to make recommendations on candidates [Article IV, Section B, 1), c)], and if so, that it proceed with its request as a priority.

Once a replacement candidate is located, the name shall be submitted at the first possible monthly board meeting. Any vacancy (ies) shall be filled from the candidate (s) named by majority vote of the directors present and voting. If elected, office is assumed immediately.

Upon his/her election to fill a vacancy on the Board of Directors, such event shall not preclude such directors from succeeding him or herself, to serve two full consecutive terms on the board.

ARTICLE V – Officers

Section A – Function

Officers of the Board of Directors shall also serve as officers of CTF, and in that capacity shall conduct all CTF Annual and Special Meetings.

Reports to CTF membership shall be prepared by all officers, each of whom shall make an annual report to CTF membership as to activities as an officer since the last annual meeting.

Section B – Election, Appointments, Relationships

1) All officers shall be elected at the November meeting and serve at the pleasure of the Board of Directors, and for a term of one (1) year. Officers may succeed themselves.

2) The President and Vice President shall be members of said board. Secretary and Treasurer may also be members of said board.

3) Any director may make a nomination from the floor. All voting shall be by secret ballot. The chair may request certain directors to count the ballots and advise him/her of the results of the vote.

4) A majority of directors present shall be sufficient to elect. Officers shall assume office immediately on election.

5) Officers who are directors shall have voice/vote on all items of business, except the Chair/President, who shall have voice, but who can only vote to make or break a tie, and on board and membership disciplinary matters.

6) Chair shall have power to name all ad hoc and standing committee chairs from membership on the Board of Directors. Officers are excused from serving as chairs, but may serve if they desire to do so.

Section C – Names, Duties of Officers and Ranger:

1) Officers:

a) President/Chair

1. Incumbent shall be President of CTF, and shall preside at all Annual and Special Meetings.
2. Incumbent shall chair all monthly and special meetings of Board of Directors.
3. Incumbent shall be Chief Executive Officer of Camp Tuscazoar operations.

He/she shall perform such other duties as outlined in these bylaws, as duties usually performed by a CEO; preparation and presentation of CEO Annual Report shall be the responsibility of the President/Chair.

b) Vice President/Vice-Chair

1. Incumbent is CTF Vice President.
2. Incumbent is Vice Chair of the Board of Directors.
3. Incumbent shall, in event of the absence, inability to serve, resignation or death of CTF President/Chair, assume his/her duties until his/her return, or until election of a successor.
4. In event both President/Chair, Vice President/Vice Chair are absent or unable to perform, Board of Directors shall designate a President Pro-Tempore.

c) Secretary

Incumbent shall be responsible for the following:

1. Keep minutes of proceedings of the Annual Meeting of CTF, and the Monthly Meetings of Board of Directors. A clear and complete record of same shall be signed by him/her.
2. Perform such duties as requested by President/Chair, including conducting roll call votes.
3. Have current year's minutes on hand for examination by CTF members upon advance written request. Records from prior years shall be kept in archives, and examined upon order of Board of Directors.
4. Provide copies/extracts of minutes at cost, and upon specific order of Board of Directors.

d) Treasurer

Incumbent shall be responsible for the following:

1. To receive and have charge of all CTF monies and securities, and maintain a full/current record of all such funds.
2. To disburse funds only upon proper order by the Board of Directors to:
   a. Show amount, and to whom paid;
   b. State purpose of payment;
   c. Indicate date of payment; and
   d. Confirm authority for payment.
3. To perform such others duties as requested by the President/Chair, and render monthly reports of accounts and balances to the Board of Directors, annually to CTF.
4. Be bondable, have records available and subject to annual audit by a Certified Public Accountant, and/or on internal audit, as may be directed by Board of Directors.

2) Ranger [Employee of CTF]:
   a) Ranger shall maintain day-to-day control of Camp Tuscazoar, and shall supervise usage and attendance at camp under direction of, and reporting to the President/Chair.
   b) Ranger shall be responsible to carry out policies of the Board of Directors as detailed in a Job Description, and signed at time of employment, and/or as modified by mutual agreement.
   c) Ranger shall maintain his/her residence at Camp Tuscazoar in accordance with the Lease Agreement signed at the time of employment, and/or as has been amended by mutual agreement.

ARTICLE VI – Meetings

Section A – Conduct of Meetings

Meetings shall be conducted in accordance with:

1) Statutes of the State of Ohio;
2) CTF Articles of Incorporation;
3) CTF Bylaws; and
4) Robert's Rules of Order (Latest Edition).

Section B – Classification of Meetings

1) Foundation Annual Meeting:
    a) As required by law, an Annual Meeting of the full CTF membership shall be held yearly in October, at a time, date and place fixed by CTF Board of Directors.
    b) Notice of Annual Meeting will be sent by regular mail to all members at least thirty (30) days in advance of the proposed date. Names and data on director candidates shall be included. This notice may, at the discretion of the Board of Directors, be posted in The Breeze, newspapers of general circulation in Stark, Tuscarawas, Wayne, Carroll, and Holmes Counties, or e-mailed.
    c) A sign-in sheet will be maintained by Membership Committee to record attendance and determine qualifications to vote. Said sheet shall be kept with minutes following the meeting.
    d) Quorum for such a meeting shall occur when at least ten (10) percent of the regular membership is in attendance.
    e) When the required number is present, President/Chair shall announce that a quorum is present, and that the meeting will come to order.
    f) The following items of business will be considered:
        1. The Annual Report of President/Chair.
        2. The report of Minutes of previous Annual/Special Meeting(s) by Secretary.
        3. Treasurer's Report.
        4. Ranger's Report.
        5. Report of Nominating Committee and election of Directors.
        6. Additional business, if called for by the agenda.
2) Special Meeting(s) of Foundation Members may be called for consideration of specific items of business (and no others) by:
    a) Petition signed by not less than forty-nine (49) percent of CTF membership in good standing, presented to the Chair of the Board of Directors and clearly stating the purpose for which the meeting is proposed.
        1. A new petition shall be presented for each proposed meeting, which may not be called more than once in any twelve-month period for the same purpose.
        2. The Chair of the Board shall determine the number and validity of such signatures, and if sufficient, he shall fix a time, date and place for such meeting, to be held not sooner than thirty (30) nor later than fifty (50) days thereafter.
        3. Notice of such meeting, stating its purpose, shall be sent by regular mail to all CTF members, and published

once in a newspaper of general circulation in Stark and Tuscarawas counties.

b) A call from nine (9) members of the Board of Directors shall include the proposed purpose. Notice shall be given as set forth in Article VI, Section B, 2), a), 2., and 3. herein.
c) Quorum necessary for a Special Meeting shall be that required for any Annual Meeting of CTF.

3) Meeting(s) of the Board of Directors:
   a) Meetings of Board of Directors shall be held once monthly at a time, date and place agreed to by the directors.
   b) Purpose of meetings will be to hear monthly reports from Ranger, correspondence reported by Secretary, the financial reports of Treasurer, and committee reports. The agenda may include other business.
   c) The board shall have power to develop written Policy Statements, as needed for efficient operation of camp. They will be kept in a Policy Book, available for review. Also, one copy shall be given to each director.
   d) Quorum for such meeting(s) shall be a majority of sitting board members.
   e) Members may attend director meetings; guests attend at discretion of Chair. However, when the board meets in Executive Session, only board members may be present.
   f) Chair shall preside over such meetings, minutes of which shall be kept by Secretary.
4) Special Meeting(s) of Board of Directors:
   a) Special meetings of the board may be called by the President/Chair, or by a majority of board members; all board members shall be notified of such meeting and its purpose.
   b) If called by the Chair, he/she shall personally advise the time, date and place of the meeting. If called by members of the board, the time, date and place shall be not less than ten (10) days after notification of the special meeting.
   c) Chair shall convene and state the purpose of the meeting. All business shall be limited to that purpose.
   d) Quorum for such meeting shall be that required for any regularly scheduled meeting of the Board.

ARTICLE VII – Standing and Ad Hoc Committees

Section A – Chair shall have authority to name chairs for, and to oversee all standing and ad hoc committees.

Section B – Standing Committees:

1) Membership
This committee has general oversight of all applications for membership, shall maintain an up-to-date membership list, provide a sign-in sheet for Annual, and Special CTF Meetings, and shall perform others duties as Chair may direct.

2) Nominating
This committee shall review nominees for director candidacy, screening same in accordance with requirements of bylaws, and prepare a list of nominees (with biographic information) on candidates, delivering same to Board of Directors at its meeting prior to the Annual Meeting; shall conduct director elections, count ballots, and report results to the Secretary.

If requested to do so, it shall prepare a list of candidates for officers, sending it to President/Chair before October 15 of each year.

3) Audit
This committee shall arrange, once annually, for an independent audit of CTF books, report such findings to the Board of Directors on or before the Annual CTF Membership Meeting. A copy of said audit shall be attached to the Annual Report of the Treasurer.

If requested by the Board of Directors, it shall conduct internal audits.

4) Promotional
This committee shall locate, order, price and vend all Camp Tuscazoar promotional materials. It shall receive all proceeds from such sales, and deposit the same with Treasurer, maintaining records which show costs of goods sold, income and net earnings from sales. This committee shall be responsible for operation of the Trading Post.

5) Budget and Finance
This committee shall prepare a proposed operational budget for each year, presenting recommendations to Board of Directors prior to the Annual Meeting. It shall prepare interim reports when requested.

Committee will review proposed capital expenditures for next year as well as long range; estimates of funds to be required, and suggestions for funding same. The committee will coordinate its work as needed; the Treasurer shall be an ex-officio member of the committee.

6) Property
This committee shall supervise all camp real and personal property. It shall evaluate condition of camp structures, making estimates of needed repairs (also establishing priorities); procedures for ordering, secure storage and handling of supplies and personal property.

This committee shall determine the status of insurance on both real and personal property and liability coverage. It shall be responsible to study and make recommendations for required insurance coverage and costs to the board.

7) Endowment Fund
This committee shall recommend policies for operation of the Camp Tuscazoar Endowment Fund. Policies shall be submitted to the board, approved and published. Funds received or generated for or by it, shall be managed by the CTF Treasurer in a segregated account. [A statement describing this fund is attached to these bylaws as Exhibit B]. Treasurer shall be an ex-officio member of this committee.

A report of these funds shall be made by Treasurer to the Annual Meeting, and to the Board of Directors, when asked for.

Section C – Ad Hoc Committees
Chair shall name any necessary ad hoc committees for investigatory and/or for any other purposes, and shall appoint their chairs.

ARTICLE VIII – Indemnification of Officers/Directors:

1) CTF shall indemnify and save harmless any person who becomes a party to or who is threatened to be made a party to threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by, or in the right of CTF, by reason that such individual is a director and/or an officer of CTF;

2) Indemnification shall include all expenses, such as attorney fees, judgments, fines and amounts pair in settlement actually and reasonably incurred by such individual in connection with such action, suit or proceeding, provided:

    a) Individual action in good faith, and
    b) Individual believed his/her action was in the best interests of CTF, and provided that, with respect to any criminal action or proceeding, he/she had no reason to believe his/her conduct was unlawful.

3) The termination of any action, suit or proceeding shall not create a presumption that the person did not act in good faith and in a manner he reasonable believed to be in the best interest of CTF, provided, with respect to any criminal action, it was unlawful.

4) Indemnification provisions shall be as authorized by Ohio Revised Code, specifically, Section 1701.13 thereof, and shall be provided to each director and/or officer, unless otherwise prohibited by statute.

5) CTF may purchase and maintain liability insurance on behalf of, or for any person who is, or was, a director and/or officer; and this coverage shall be provided for any liability asserted against him/her and incurred in such capacity or arising out of his/her status as such.

ARTICLE IX – All CTF Operational Authority

The business year for CTF shall begin on December 1, and end on November 30 of the following year;

1) Authority for all CTF operations shall be as follows, in order from most controlling to least controlling:

   a) Laws of the State of Ohio.
   b) Application for Articles of Incorporation.
   c) Charter No. 689400, State of Ohio.
   d) Bylaws of CTF, and
   e) Roberts Rules of Order (latest edition).

2) CTF Board of Directors shall be the sole interpreter of these bylaws.

ARTICLE X – Judicial Proceedings

No action at law or complaint shall be filed or entered in any civil court or judicial proceeding by a member or director against CTF, it Board of Directors, or its membership either collectively or individually, without first exhausting the privileges of trial and appeal contained in these bylaws.

Violation of this article shall result in termination of membership.

ARTICLE XI – Amendments

These bylaws may be amended only by the following procedures, when dealing with major or minor changes:

1) Major Changes (One or more Articles):

When amendment proposes substantial changes by adding, deleting or replacing one or more Articles, such major change shall be made only at an Annual/Special Meeting of CTF, with it as one of the purposes for same.

Wording of a proposed change shall be sent with the notice of the meeting. The proposed amendment shall be adopted by a ¾ vote of all CTF members present and voting, taking effect immediately.

2) Minor Changes (Words/Phrases/Punctuation):

Board of Directors may consider minor changes at any regular meeting, such proposed changes to be sent by regular mail to directors at least ten (10) days prior to meeting. Amendment(s) shall be adopted by a 2/3 vote of the directors present and voting, and shall take effect immediately.

3) A summary of adopted changes shall be reported to membership at the next Annual meeting. [See Exhibit C]

ARTICLE XII – Dissolution

In the event Camp Tuscazoar Foundation (CTF) desires to cease operation and chooses to dissolve the corporation, the following shall be the procedures;

1) Dissolution of the not-for-profit corporation must be accomplished in conformity with Ohio law.
2) Prior to actual dissolution, the Board of Directors shall, after paying or making provision for payment of all obligations of the corporation, dispose of any remaining assets in accordance with procedures for liquidation of tax exempt organizations provided in the federal Internal Revenue Code for Section 501 (c) (3) organizations.
3) Any assets not disposed of under provisions of Paragraph 1) or 2) herein, shall be disposed of as directed by the Tuscarawas County Court of Common Pleas.

Camp Tuscazoar Foundation
Bylaw Exhibits

Exhibit A

Membership Classifications

In its bylaws, CTF has authorized three types of memberships, as follows:

Membership	Classification	Voting Rights	Cost	Duration	Comments
Honorary	A Special Service	None	None	Perpetual	Whenever service to CTF is performed
Regular #1	Individual (Self Only)	One Vote	$15.00	One Year	Payable Annual Meeting
#2	Family (Self & Spouse ***)	One Vote Meeting	$25.00	One Year	Payable Annual
#3	Fellow (Self & Spouse ***)	One Vote Meeting	$100.00	One Year	Payable Annual
#4	Junior	No vote	$5.00	One Year	Payable Annual Meeting
#5	Life (Self & Spouse ***)	One Vote	$500.00 or more	Perpetual	Contributed to Endowment Fund
Patron	Corporation, Association, Partnership	None	Amount Indefinite	Project Support Pledge	Maintain selected campsite

(Note *** - Plus any children under age eighteen)

Camp Tuscazoar Foundation
Endowment Exhibit

Exhibit B

Endowment Fund

The foundation shall establish and maintain a fund for very restricted purposes to be known as the Camp Tuscazoar Endowment Fund, (hereinafter known as TEF), whereby members and friends of CTF, through gifts, demises or bequests may offer financial support of a specific type of CTF through TEF.

Funds deposited into TEF shall be kept separate and apart from other assets of CTF, and shall be received, managed, invested and distributed pursuant to the resolution of the CTF Board of Directors creating TEF. A standing committee of the board has oversight of the policies directing this fund, in consultation with CTF Treasurer.

It shall be the purpose of this fund to create a reserve of money to be accumulated for capital expenditure, and other purposes at Camp Tuscazoar. This fund shall be managed in accordance with the following procedures:

1. Until its use is required, TEF shall be invested in securities, or cash as may be necessary to insure the safety of the funds at a rate of return as recommended by CTF Treasurer;

2. CTF may not use principal funds deposited in TEF, except as follows:
    a) Purchase of real property used by or adjacent to Camp Tuscazoar, not already owned by the foundation, when such purchase is recommended by CTF Property Committee, and approved by the Board of Directors;
    b) Construction or reconstruction of Camp Tuscazoar buildings and/or structures, as recommended by CTF Property Committee, and approved by the Board of Directors;
    c) Purchases or renewals of liability insurance;
    d) No provision of this document or CTF bylaws shall preclude the use of interest, dividends, or other income earned on TEF invested funds from being withdrawn from TEF and deposited in the general operating funds of CTF, subject, however, to the provisions of the following paragraph.

    Board of Directors shall have authority to order the withdrawal of TEF income, providing that such withdrawal be approved by CTF Endowment

Committee, the Treasurer, and by majority vote of not less than seventy-five (75) percent of the members of the Board of Directors.

3. The provisions of TEF, as detailed in Exhibit A of the bylaws of CTF may not be amended, except on recommendation of CTF Endowment Fund Committee, and the CTF Treasurer, and must be approved by a seventy-five (75) percent majority of the Board of Directors.

Camp Tuscazoar Foundation
Amendment Exhibit

Exhibit C

Amendment Procedure

Pursuant to the provisions of Article XI – Amendments, these following instructions will detail procedures for amending the bylaws of CTF. They are as follows:

1. Major Changes: (One or more whole Articles)

   When one or more whole Articles are proposed to be added or deleted, the process shall be:

   a. Proposer(s) shall secure Amendment Form (Sample is attached to these procedures) from CTF Secretary;
   b. When additions or deletions to bylaws are desired, same needs to be detailed on form and returned to Secretary, properly signed by the proposer(s) and stating reasons for same;
   c. Secretary reports proposal to CTF Chair, who may (or may not) designate an ad hoc committee to review proposal(s) and report at the next regular meeting of the Board of Directors for further action;
      1) If language of proposal does not, in judgment of the Chair, require committee review, he/she may place proposal on agenda of the next meeting of the Board of Directors, which shall have power to authorize circulation of the proposed amendment(s) to membership at large;
      2) If language is more complex, requiring consideration by an ad hoc committee, same shall be appointed, and shall report its recommendations to the board within sixty (60) days of its appointment. Board shall then proceed as in 1) above;
   d. Approval of proposed amendment shall require the affirmative vote of not less than a ¾ vote of CTF membership at an Annual/Special meeting as has been set forth in the proposal;
   e. If approved by the required majority of CTF membership, the amendment shall take effect immediately, unless amendment specifies an alternate time;

1) Secretary shall file a copy of the proposed amendment(s) with the minutes of the meeting at which it was adopted or rejected, indicating the vote tally on the appropriate space of the form.
2) If amendment(s) are approved, The Board of Directors shall then authorize the reformation and reprinting of the bylaws, and distribution of same to membership of CTF.

2. Minor Changes (Words/Phrases/Punctuation)

Any other changes to the bylaws, either adding, deleting or altering words, phrases or punctuation, shall follow this process:

a. Proposer secures Amendment Form from CTF Secretary;
b. When proposed additions, deletions or alterations are determined, same needs to be inserted on form and returned to Secretary, properly signed by the proposer(s);
c. Secretary reports proposals to CTF Chair, who may either name an ad hoc committee [See Whole Article Amendment procedure], or may not, and report same at the next regular meeting of the Board of Directors;
    1) The proposal shall be listed as an item on the board agenda, which will then consider its merit and set the same for a vote at the next regular board meeting;
    2) If adopted by a 2/3 majority of directors present and voting, amendment shall take effect immediately. A copy of the adopted amendment shall be filed with the minutes of the board meeting, including a tally of the vote;
    3) The amendments adopted during the course of the year will be summarized and included with the notice of the Annual meeting next following;
    4) The Board of Directors, following the Annual Meeting report of amendments, shall then authorize the reformation and reprinted of the CTF bylaws to include amendments adopted during the previous year, and distribute same to all members.

Attachment: Amendment Form Sample

CAMP TUSCAZOAR FOUNDATION
P.O. Box 308
Zoarville, Ohio 44656-0308

AMENDMENT FORM

Year Proposed ( )

Amendment No ( )

Major ( ) [Use "X"
Minor ( ) as may be needed]

Addition ( )
Deletion ( )
Alteration ( )

Date Submitted: _____

Submitted by: _____

Date Received: _____

Received by: _____

Meeting Voted: _____

Vote: Pro ( ) Con ( )

TO: Members of CTF Board of Directors:

The following amendment(s) to CTF Bylaws are submitted:

Location of Amendment Proposal

CTF Bylaw Page No. _____ Draft Date: _____

Exact Article, Section Paragraph No. _____

Other Identification: _____

Please add/delete: (Cross out inappropriate words)

_____

_____

_____

_____

_____

_____

_____

Proposed by: _____

Reason Proposed: