

BYLAWS OF CAMP PERKINS LUTHERAN OUTDOOR MINISTRIES

Article I – Mission Statement

Section 1. The mission of Camp Perkins Lutheran Outdoor Ministries is to support the ministry of its member congregations and to make and nurture disciples for Jesus Christ. The Ministry will provide Christian learning and renewal opportunities, thereby building up the community of believers and reaching out to the world in the name of the Father, Son and Holy Spirit.

Section 2. The Lutheran Church–Missouri Synod (LCMS) through its Office of National Missions has granted Recognized Service Organization status to Camp Perkins Lutheran Outdoor Ministries, Inc. (CPLOM). Recognition by the Synod (i) is not an endorsement of the fiscal solvency of CPLOM, nor of services or programs offered by CPLOM., (ii) does not express or imply endorsement of the fiscal solvency of CPLOM, or Synod responsibility for the debts or other financial obligations of CPLOM, and (iii) does not cause the Synod or its districts of congregations to incur or be subject to the liabilities or debts of Camp Perkins or its subsidiaries and/or affiliates. As a recognized service organization of the LCMS, CPLOM respects and does not act contrary to the doctrine and practice of the LCMS as set forth in the Scriptures and Lutheran Confessions.

Section 3. While the use of CPLOM shall not be withheld from any individual or group because of race, creed, religion, sex, or national origin, CPLOM reserves the right to schedule use of the Camp by LCMS congregations and related groups before scheduling other groups.

Article II—Members

Section 1. Any LCMS congregation may become a member of this ministry. A congregation desiring to join CPLOM shall notify the Executive Director of this desire. Its petition for membership shall be voted on at the next delegate convention; a majority vote shall elect to membership.

Section 2. Each member congregation is encouraged to include CPLOM in its congregational budget; an amount of at least two dollars per communicant member per year is suggested. In addition, member congregations may offer support by providing scholarships to camp participants for various events or by volunteering time promoting or improving the ministry of CPLOM.

Section 3. Member congregations have no individual rights in or to the property of CPLOM and are not liable for debts or actions of CPLOM.

Section 4. Membership in the Ministry of CPLOM shall derive certain benefits, as determined by the Board of Directors, and may include discounted retreats, camper and other user fees; priority scheduling for church events at camp; special pastoral and professional church staff benefits, fees and accommodations; and regular receipt of newsletters, brochures, publications and announcements. Member congregations have voice and vote at the annual and special meetings of CPLOM.

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Article III—Delegates

Section 1. Each member congregation shall select one delegate from the congregation to serve CPLOM as its delegate.

Section 2. The congregation's delegate is the principal channel of communication between the congregation and CPLOM. The mission of the congregation's delegate is to represent the congregation at the delegate convention and to aggressively and enthusiastically communicate the ministry, program, and needs of CPLOM to the congregation.

Section 3. The delegate is encouraged to be actively involved in the ministry of CPLOM through participation in retreats, volunteer opportunities, and committees.

Section 4. Delegate duties include:

- a. Attend the CPLOM annual delegate convention and special meetings, and have voice and vote on behalf of the congregation. A delegate that cannot attend a meeting shall inform the congregation so that it may appoint an alternate.
- b. Inform the congregation of the opportunities available at CPLOM and of the needs of CPLOM.
- c. Be the congregation's liaison for fund raising for CPLOM.
- d. Make the needs of the congregation known to CPLOM to equip CPLOM as a ministry resource.

Article IV—Delegate Convention

Section 1. The delegate convention shall meet annually at CPLOM at a time specified by the Board of Directors to elect the members of the Board of Directors and nominating committee, receive reports of officers, committees, and staff, and transact other business of CPLOM that may arise.

Section 2. The authority to approve amendments to these bylaws, elect members of the Board of Directors, and authorize major changes in direction or mission is vested in the delegate convention.

Section 3. Only the delegates of the member congregations may vote at the delegate convention. The delegates present shall constitute a quorum. Proxy votes are not allowed.

Section 4. Special meetings of the delegates may be called by the Chairman at the written request of the Board of Directors or the written request of at least five member congregations. Twenty-one days written notice of the meeting and its purpose to the member congregations is required.

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Article V—Board of Directors

Section 1. The Board of Directors shall consist of twelve members: a representative of the Utah-Idaho District of the International Lutheran Laymen's League; one pastor from each of Northwest District Circuits 10 (Treasure Valley), 11 (Magic Valley), and 12 (Yellowstone); and eight members at large. The Executive Director of CPLOM is a non-voting member of the Board. In the event a pastor is not available from one of the Northwest District Circuits, the circuit counselor from any circuit where pastoral representation is unavailable may appoint a licensed deacon from said circuit to serve as the circuit's pastoral representative on the Camp Perkins Board of Directors. This appointment will be re-evaluated by the circuit counselor in conversation with the Camp Perkins Board of Directors at the end of every term of service to determine if pastoral representation is again available.

Section 2. The representative of the Utah-Idaho District of the International Lutheran Layman's League shall be nominated by the league and the pastoral representatives shall be nominated by the pastors of the member congregations in their circuits.

Section 3. A nominating committee consisting of one person from each circuit shall be appointed by the Board to nominate candidates for the member at large positions on the Board of Directors.

Section 4. Nominations from the floor of the Delegate Convention shall be permitted for the minister of religion-commissioned and the member at large positions.

Section 5. All nominees shall be members of a congregation that is a member of CPLOM and shall be, or be willing to become, a Partner for Perkins. Broad geographic, age and gender representation shall be encouraged in the selection of the Board of Directors.

Section 6. The Directors shall be elected to serve for two years or until their successors are elected and their term of office shall begin at the close of the delegate convention at which they were elected. Members at large may not serve more than three consecutive terms, after which they are not eligible to serve for a full term.

Section 7. Any Board member who is unable to fulfill his duties may be requested to resign. By a three-fourths vote of the quorum, the Board may declare the position of a Board member who has been absent from two or more consecutive meetings vacant. A board member may submit a letter of resignation to the Board Chairman.

Section 8. The Board of Directors may fill vacancies on the Board that occur between delegate conventions.

Section 9. The Board of Directors shall have general supervision of the affairs of CPLOM between delegate conventions, and shall review and approve the minutes of the delegate convention and special meetings of the delegates, elect the officers, establish policies, and adopt the operating and capital budgets and the long range plan. The Board shall be subject to the orders of the delegate convention and none of its acts shall conflict with action taken by the delegate convention.

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Section 10. The Board of Directors shall meet at least four times a year at times and places determined by the Board of Directors. Special Board of Directors meetings may be called by the Chairman and shall be called upon the written request of three members of the Board of Directors.

Section 11. A majority of the Board members shall constitute a quorum.

Article VI—Officers

Section 1. The Board officers of CPLOM shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by CPLOM.

Section 2. Following the delegate convention, the Board of Directors shall elect the officers from among the members of the Board. They shall serve for one year or until their successors are elected. Their term of office shall begin at the close of the meeting at which they were elected.

Article VII—Executive Committee

Section 1. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, one of the three pastors on the Board of Directors, and the Executive Director of CPLOM (the Executive Director does not vote). The pastors on the Board shall determine which of their number is to serve on the Executive Board.

Section 2. The Executive Committee shall meet at the call of the Chairman or Executive Director. All actions of this committee shall be reported at the next meeting of the Board of Directors; actions not specifically delegated to the Executive Committee shall be submitted to the Board for ratification.

Section 3. The duties of the Executive Committee include but are not limited to:

- a. Decision making on behalf of the full board as needed which cannot wait for the full board or on matters delegated to the Executive Committee by the Board of Directors. The Executive Committee will report in written form within two weeks on its decision-making.
- b. Annual performance review of the Executive Director according to the procedures outlined in the Personnel Policies.
- c. Maintain effective communication with the committees and members of the board.

Article VIII—Committees

Section 1. The standing committees shall be Finance and Nominating. Other committees, standing or special, (e.g., Program, Development or Property, etc.) may be created as deemed necessary by the delegate convention or the Board.

Section 2. Committees shall consist of one or more members of the Board as appointed by the Board Chairman. The Board Chairman shall be an ex officio member of all committees. The Executive Director, or staff member appointed by him or her, shall be a nonvoting member of all committees.

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Consideration for inclusion in committees should focus on talents, abilities, and experience needed for the function of that committee. Committee members may or may not be members of congregations that are members of CPLOM.

Section 3. The Board shall appoint the members of the standing committees, usually from members of the Board and candidates nominated by the respective committee. Committee members shall serve for two years or until their successors are appointed; the term of office shall begin at the close of the delegate convention. Committee members are eligible for indefinite reappointment.

Section 4. Each committee shall meet at the times and places it establishes. In addition, it shall meet at the call of the Board Chairman or the Executive Director. At the first meeting after the delegate convention, the standing committees shall choose its chairman and secretary. Special committees' length of service will only be as long as the need exists.

Section 5. All committees are responsible to the Board and shall send copies of the minutes of their meetings to the Chairman, Secretary, and Executive Director of CPLOM.

Section 6. The Finance Committee shall develop operating and capital budgets for consideration by the Board, periodically review staff compensation and benefits packages, and arrange an annual financial review of CPLOM accounts. The Treasurer shall be the Board liaison with the Finance Committee.

Section 7. The Nominating Committee is selected by the Board of Directors and seeks qualified persons to run for open positions on the Board of Directors. The committee works independently from the Board of Directors, however full reporting of their work is required.

Article IX—Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CPLOM in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules that CPLOM may adopt.

Article X—Amendment of Bylaws

These bylaws may be amended at any delegate convention of CPLOM, or at any special meeting of the delegates called for that purpose, by a two-thirds vote of delegates present at the time of voting, provided that the amendment has been submitted to the member congregations in writing at least two months in advance.