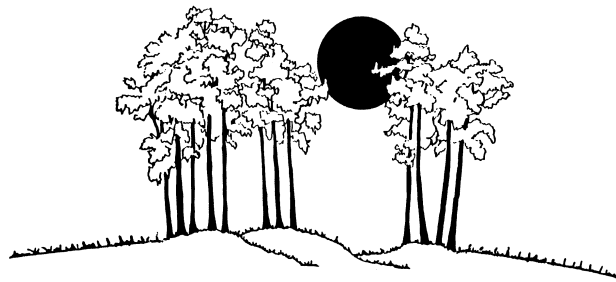


WESTERN MICHIGAN CHRISTIAN ENCAMPMENT  
W.M.C.E. dba BEECHWOOD HILLS CHRISTIAN CAMP  
(a Michigan Non-Profit Membership Corporation)

# Beechwood Hills Camp



**Corporation Bylaws**

**March 14, 2008**

WESTERN MICHIGAN CHRISTIAN ENCAMPMENT  
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**PURPOSE & MISSION**

**Purpose of Western Michigan Christian Encampment is to maintain a retreat for all people to enjoy the wonders of creation in a Christian environment.**

**The mission of Beechwood Hills Christian Camp is to provide a present day retreat for all followers of Christ to be able to witness and fellowship free from worldly distractions. It is committed to the instruction of youth in the principles of a holy life as taught and modeled in the Word of God. It serves as an extension of Christ's church to reach out, teach, edify and give praise to the one true, almighty God through his creation.**

**OFFICES**

- 1. The principal office of the corporation shall be situated at the campsite of the corporation in Hopkins Township, Allegan County, Michigan. The principal office need not be the registered office required by the laws of the State of Michigan.**
- 2. The corporation may also have offices at such other places as the Board of Directors shall from time to time determine or the business of the corporation requires.**

**SEAL**

- 3. The corporation may have a seal that shall have inscribed thereon the words "Corporate Seal". The seal may be used by causing it, or a facsimile to be imprinted, affixed, reproduced, or otherwise.**

**MEMBERS OF THE CORPORATION**

- 4. The members of the corporation shall be those individuals in good standing who have paid membership dues appropriate to the class of membership selected, and who shall continue to fulfill the requirements of membership set forth by the Board of Directors.**
- 5. Options of membership include, Lifetime Membership (specific provisions for immediate family and grandchildren of the lifetime member), Annual Membership and Friends of the Camp.**
- 6. Establishment of membership, and classifications, and adjustment of membership dues and fees may be determined by the Board of Directors from time to time, at it's discretion.**

**MEETINGS OF THE MEMBERS**

- 7. Annual Meetings of the members of the corporation shall be held in the Fall at the campsite of the corporation. If conditions make the campsite not accessible to the membership, the Board of Directors shall select an alternate site.**
- 8. Special meetings of the members of the corporation may be called by the Board of Directors or by**

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**ten percent of the corporation. Notice of the purpose, date, time, and place of a special meeting shall be sent by the corporate secretary or other person designated by the Board of Directors.**

- 9. The agenda of annual meetings of the members of the corporation shall provide for the following:
  - A. Presentation of the minutes of the last annual meeting, and of any special meetings of the members of the corporation held since the last annual meeting.**
  - B. Presentation of the annual financial statement of the corporation.**
  - C. The election of members of the Board of Directors of the corporation every year.**
  - D. Any other matters considered appropriate by the Board of Directors.****
- 10. The members of the corporation present in person at any meeting constitute a quorum for the transaction of business. The vote of majority of the members present shall decide any question properly brought before the meeting.**
- 11. In all elections for the office of member of the Board of Directors, every member of the corporation shall have the right to cast one vote in person for each such office to be filled, but shall not accumulate said votes and cast more than one for any such office. The recording secretary or other designee shall authenticate each ballot presented at the meeting. The persons receiving the greatest number of votes for the vacancies to be filled shall be elected to office.**
- 12. Each member of the corporation shall be qualified to originate and take part in the discussion of any subject that may properly come before any meeting of the corporation, and to vote on such subject.**
- 13. At each meeting of the members of the corporation, each member shall be entitled to one vote for each matter to be voted upon.**
- 14. The president of the corporation or any member of the corporation designated by him/her shall act as chairman at any meeting of the members of the corporation, unless otherwise directed or approved by a majority of those present. The secretary of each meeting shall be the recording secretary, if absent, the corporate secretary.**

**BOARD OF DIRECTORS**

- 15. The business of the corporation shall be managed by the Board of Directors who shall exercise all the powers of the corporation not reserved to or conferred on the members of the corporation by statute, the articles of incorporation or the by-laws of the corporation.**
- 16. The Board of Directors of the corporation shall consist of twenty-one members. Each member of the Board of Directors shall be an adult member (21 years or older) of the corporation, member in good standing in the church of Christ (undenominational) and able and willing to fulfill the listed expectations of a board member. Persons serving as current Caretakers of W.M.C.E. are not eligible to concurrently serve on the camp board to prevent conflict of interest in board decisions.**

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17. **The members of the Board of Directors shall be elected to hold office for a term of four years by vote of the members of the corporation at the annual meeting. One fourth of the board members will be elected each year. On the occasion of a board member's resignation, the exiting board member's replacement may be installed by a majority vote of a quorum of the remaining members of the Board of Directors (including the board president/chairman). The new board member will be expected to complete the remainder of the exiting board member's term.**
18. **Any member of the Board of Directors may be removed from office by a vote of two-thirds of the remaining members of the Board of Directors for good cause.**
19. **Any member of the Board of Directors shall serve in office without compensation.**

**MEETINGS OF THE BOARD OF DIRECTORS**

20. **Meeting of the Board of Directors shall be held at the place designated at the last previous meeting of the Board. The recording secretary shall send notice stating the date, time, and place of each meeting to each member of the Board at least one week prior to each meeting.**
21. **Regular meetings of the Board of Directors shall be held once each calendar month.**
22. **Special meetings of the Board of Directors may be called by the president or by any three directors; and notice stating the purpose of any such meeting, shall be duly given each member of the Board of Directors.**
23. **The president (or in his/her absence, the first vice-president, second vice-president, or third vice-president in such order) shall act as chairman at every meeting of the Board of Directors, unless otherwise directed or approved by a majority of the members of the Board present. The secretary of each meeting shall be the recording secretary, if absent, the corporate secretary.**
24. **The presence in person of over 50% of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the members of the Board present at any meeting at which there is a quorum shall be the acts of the Board, except as otherwise required by these by-laws, the articles of incorporation, or the laws of the State of Michigan. The President/Chairman shall only vote in the case of a tie (exception to President/Chairman's ability to vote is seen in Article #17)**

**EXECUTIVE COMMITTEE**

25. **There shall be an executive committee of the Board of Directors;**
  - A. **The executive committee shall have and exercise the powers and authority of the Board of Directors in the management of the business of the corporation between meetings of the Board. The executive committee shall not have power to elect or appoint members of the Board of Directors nor officers of the corporation. It shall not have the authority to act with respect to matters of major policy or importance beyond the current and ordinary business and affairs of the corporation, except as such powers other than the power to elect**

WESTERN MICHIGAN CHRISTIAN ENCAMPMENT  
W.M.C.E. dba BEECHWOOD HILLS CHRISTIAN CAMP  
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or appoint members of the Board of Directors or officers of the corporation, may be specifically delegated to it by the Board of Directors. The executive committee may make recommendations to the Board of Directors with respect to any matter it considers appropriate for Board action, and may advise the officers of the corporation in any matter on which the committee considers such advice to be appropriate. The executive committee shall perform such other duties as may from time to time be delegated to it by the Board of Directors. All action by the executive committee shall be reported orally or in writing to the next meeting of the Board of Directors, except as the Board may waive compliance with this requirement.

- B. The executive committee shall consist of the president of the corporation, ex officio, as chairman, and those holding elected offices or other members of the Board of Directors deemed appropriate by the Board of Directors.
- C. The executive committee shall meet on the call of the chairman of the committee at such a place and time as the chairman shall appoint, unless a different place or time shall be designated by a majority of the executive committee. A majority of the members of the committee present in person shall constitute a quorum at all meetings, and the vote of the majority of the members shall be the action of the committee.

**FINANCE COMMITTEE**

- 26. There shall be a finance committee of the Board of Directors, consisting of the corporate treasurer and such other members of the Board of Directors deemed appropriate by the Board of Directors.
  - A. The finance committee shall cause to be prepared and submit to the Board of Directors at the Fall meeting of the Board a budget showing the projected income and expenses for the ensuing year.
  - B. The committee shall also furnish the Board a current financial statement for each of its regular meetings.
  - C. The corporate treasurer of the finance committee shall oversee the fundraiser committee. This committee will put on presentations and formulate ideas to raise funds needed to accomplish the goals as defined by the Board of Directors.

**OTHER COMMITTEES**

- 27. The Board of Directors may from time to time appoint other committees, consisting of members of the Board of Directors and/or members of the corporation, with such powers and duties as the Board shall determine.
- 28. The Board of Directors shall elect by majority vote of the full Board a president, first vice-president, second vice-president, third vice-president, recording secretary, corporate secretary, and a treasurer of the corporation. This should occur at the first meeting following the annual Fall election of new or returning board members. Offices may be held by the same member for a maximum of four (4) consecutive years if voted into the position yearly.
- 29. Any officer, agent or employee of the corporation may be removed by two-thirds of the members

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of the Board of Directors whenever in their judgement the best interests of the corporation will be served thereby.

**DUTIES OF THE OFFICERS**

- 30. The president shall be the chief executive officer of the corporation, and shall have such powers and duties as are vested in the president of a corporation by-law or custom, and as may be determined from time to time by the Board of Directors, except as otherwise provided by these by-laws, the articles of incorporation and laws of the State of Michigan.**
- A. When present, the president shall chair all Board of Director meetings.**
  - B. The president shall act as spokesperson for any and all rules, decrees, and laws pertaining to any statements, judgments, or decisions concerning the Board of Directors to its membership or any outside agency.**
- 31. The vice-presidents in order of numbered succession, shall in the absence or disability of the president, perform his/her duties and exercise his/her powers, and shall perform such other duties as the president and/or the Board of Directors may prescribe. A copy/e mail of the notes of the Board of Directors meeting shall be provided to the absent president within 7 days.**
- A. The 1st vice-president shall be in charge of spiritual affairs. This shall include responsibility for all the teaching at the summer camp programs, the family encampments, reviewing and approving all literature utilized by or mailed from the camp as well as other special events presented during activities at the campground representing the doctrines so taught in the Word of God. The 1<sup>st</sup> VP shall assist the directors of the summer camp in maintaining Christian standards among the staff, and assisting if needed in securing qualified teachers for the spiritual foundation established by Christ.**
  - B. The 2nd vice-president shall be in charge of the buildings and grounds of Beechwood Hills Camp. This shall include the responsibilities of maintenance, upkeep, and presentation of the physical properties of Western Michigan Christian Encampment. The 2nd vice-president shall be in charge of the caretakers. This includes overseeing their responsibilities and well being at the campground. A fund shall be available for the 2nd vice-president's use for maintaining the campground. All camp licenses pertaining to the campground and trailer park shall be secured with his/her knowledge either through his/her effort or through an individual he/she so designates.**
  - C. The 3rd vice-president shall include coordinating all activities at the camp ground. He/she shall be responsible for assigning a qualified Administrator to oversee the summer camp sessions. As this Administrator shall have the authority to select his/her own directors for the summer camp programs, the vice-president shall select this individual from a current, active corporation member who is a church of Christ member in good standing. The Administrator must present credentials of his/her experience, satisfying the requirements of the State of Michigan and Bylaws. Any and all events at the campgrounds shall be approved by the 3rd vice-president, or so moved by a quorum of the Board of Directors.**

WESTERN MICHIGAN CHRISTIAN ENCAMPMENT  
W.M.C.E. dba BEECHWOOD HILLS CHRISTIAN CAMP  
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32. The recording secretary shall attend meetings of the members of the corporation, meetings of the Board of Directors, and meetings of the executive committee of the Board of Directors, and shall record the minutes of the meetings in a book kept for that purpose. The recording secretary shall give or cause to be given notice of all meetings of the corporation and members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board.

The recording secretary shall prepare an agenda for all meetings of the members of the corporation and the Board of Directors. Any member of the Board of Directors who find that they are going to be absent during the Board meeting shall call the recording secretary, and let him/her know of their absence. Upon learning of a lack of attendance to constitute a quorum, the recording secretary shall notify the president and he/she shall make a determination to either reschedule or to cancel the meeting. The recording secretary shall be responsible for keeping the general membership informed through notices and newsletters.

33. The corporate secretary shall keep in safe custody the seal of the corporation, and affix the same to any instrument requiring it, and when so affixed it may be attested by his/her signature or by the signature of the treasurer. Corporate correspondence shall be handled through the corporate secretary's office. The corporate secretary shall be responsible for keeping the Board of Directors informed of important news concerning the corporation. The corporate secretary shall be responsible for maintaining the membership roles of the corporation. The corporate secretary shall collaborate with the recording secretary to keep the general membership informed through notices and newsletters.

In the absence of the recording secretary the corporation secretary shall write, assemble, and distribute the minutes of the monthly Board of Directors meeting.

34. The corporate treasurer shall have custody of the corporate funds. The corporate treasurer shall ensure that an accurate accounting of the financial transactions of the corporation are made, in conjunction with the finance committee of the Board of Directors, and shall report on all of such transactions to the full Board of Directors. The corporate treasurer shall file the yearly form 501c report for the IRS. The corporate treasurer shall oversee and present reports on the activities of the Fund Raising and Finance Committee to the full Board of Directors.

**COMPENSATION OF OFFICERS**

35. The officers of the corporation shall serve in their respective capacities as officers without compensation.

**CHECKS AND OTHER INSTRUMENTS**

36. All checks, drafts, or demands for money, and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
37. The Board of Directors of the corporation may in any instance designate the officers and agents who shall have authority to execute any contract, or conveyance, or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument

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has been authorized without specification of the executing officers or agents, the president or vice-president, and secretary or treasurer may execute the same in the name and on behalf of this corporation and may fix the corporate seal thereto.

**BOOKS AND RECORDS, ANNUAL REPORT**

38. The officers, agents, and employees of the corporation shall maintain such books, records, and accounts of the corporation's business and affairs as shall be appropriate to the business and affairs of the corporation, or required by the Board of directors or required by the laws of the State of Michigan.
39. The Board of Directors shall annually cause a true statement of the operations and properties of the corporation for the preceding fiscal year to be made and communicated to the members of the corporation at each annual meeting of the corporation. The fiscal year of the corporation shall be from January 1 through December 31.

**INDEMNIFICATION**

40. The corporation shall indemnify each member of the Board of Directors and each officer, agent or employee of the corporation, at any time in office, whether prior or subsequent to the adoption of this by-law, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been members of the Board of Directors, officers, agents, or employees of the corporation, except in relation to matters as to which any such director, officer, agent, or employee shall be adjudged in any action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and such matters as shall be settled by agreement predicted on the existence of such liability. The foregoing right of indemnification shall not preclude any indemnification of such director, officer, agent, or any employee or other person acting for, or in the interests of the corporation, to which such director, officer, agent, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the members and/or trustees of this corporation. All rights of indemnification shall inure to the benefit of the heirs, executors, and administrators of the person involved.

**AMENDMENTS**

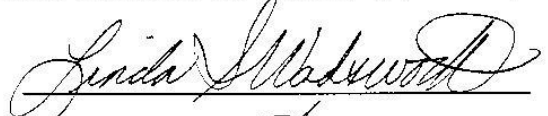
41. The by-laws of the corporation may be amended, altered, added to or repealed, in whole or in part, by the adopting vote of three-fourths of the members of the Board of Directors present, or of three-fourths of the members of the corporation present, at a meeting called for such purpose, at which a quorum is established. The secretary shall cause copies of proposed amendments to be distributed with the notice of such meeting.

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CERTIFICATION OF ADOPTION OF BY-LAWS

The undersigned, Linda S. Wadsworth as President, Mike James as First Vice-President, Todd DeVries as Second Vice-President, Sheryl Porter as Third Vice-President, Cindy Ott as Treasurer, Melissa Hymer as Recording Secretary, and Tammie Olds as Corporate Secretary, officers of the Western Michigan Christian Encampment, a Michigan non-profit membership corporation, hereby certify that the foregoing attached By-Laws numbered from 1 to 41 and consisting of eight pages, is a true, correct and complete copy of the By-Laws of the Western Michigan Christian Encampment, aforesaid, duly and regularly adopted by the members of the Board of Directors at a meeting held on March 14, 2008.



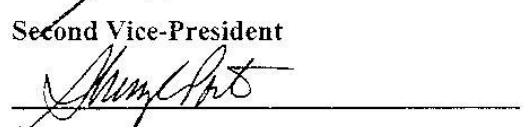
President



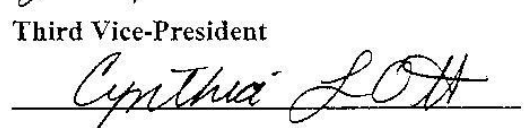
First Vice-President



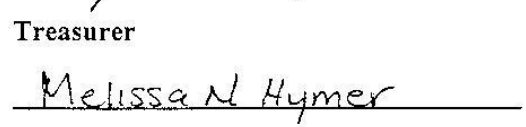
Second Vice-President



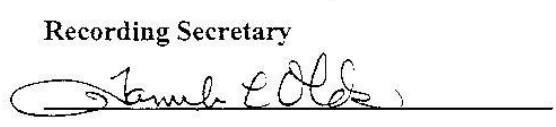
Third Vice-President



Treasurer



Recording Secretary



Corporate Secretary