

CAMP SOLOMON SCHECHTER AMENDED BYLAWS

ARTICLE 1

Mission

To provide a fun, safe and welcoming environment where children and young adults create their own unique Jewish community in the spirit of the Conservative movement, thereby becoming independent, caring individuals who are connected to Judaism, Israel and their local Jewish communities.

Vision

To be the premier Jewish camping experience in the Pacific Northwest. Schechter will create programs based around nature, music, art and sport that strengthen the bonds of our Jewish communities and provide a high quality, critical Jewish intellectual, physical, emotional and social experience for its campers, staff and alumni.

ARTICLE 2

Offices

Section 1. Principal Office. The principal office of the organization shall be located at its principal place of business in Seattle or such other place as the Board of Directors ("Board") may designate.

ARTICLE 3

Board of Directors

Section 1. General Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the organization shall be conducted and all organizational powers shall be exercised by or under the direction of the Board. The Board may delegate its authority to any person(s) to the extent permitted under the Washington Nonprofit Corporation Act (RCW 24.03). Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

- 1.1 To conduct, manage and control the affairs and activities of the organization and to make such rules and regulations consistent with law, the Articles of Incorporation and these Bylaws, as they may deem best.

- 1.2 To select, fix compensation and remove the Executive Director and prescribe duties for him/her as may be consistent with law, the Articles of Incorporation and these Bylaws.
- 1.3 To determine policies and goals pertinent to the delivery of services in line with the Mission.
- 1.4 To recommend and adopt changes in the Bylaws or any Rules and Regulations as warranted.
- 1.5 To recommend and adopt changes in the Mission as warranted.
- 1.6 To monitor the general and specific supervision and use of the organization's resources and the control of all designated, restricted and general operating funds:
 - 1.6.1 To approve and monitor the annual capital and operating budgets.
 - 1.6.2 To review and appropriately approve quarterly reports on operating income and expenditures and utilization of services statistics.
 - 1.6.3 To arrange for the development of additional sources of operating income necessary to maintain the organization as a leading Jewish camp so as to meet accreditation criteria of national certifying bodies such as the American Camping Association and related organizations.
- 1.7 To accept and expend property obtained by gift, devise, bequest or otherwise for the organization's use.
- 1.8 To authorize and monitor staff as they represent the organization in relating to outside agencies and the general community.
- 1.9 To ensure that the Executive Director maintains mechanisms for continuing assessment of the quality of service and provide periodic reports of same for scrutinizing by the Board or its designated committees.
- 1.10 To ensure compliance of reporting incidents and claims to the appropriate insurance carrier or self-insurance fund administrator.

Section 2. Number. The Board shall consist of not less than fourteen (14), but not more than twenty six (26) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in number shall have the effect of shortening the term of any incumbent.

Section 3. Selection. New Directors shall be elected by the Board during a meeting with a simple majority vote.

Section 4. Nonvoting Directors. The organization shall have nonvoting directors, comprised of a nonvoting ex officio director and nonvoting elected directors. None of these individuals is a “Director” within the meaning of the Washington Nonprofit Corporation Act (RCW 24.03) or of Article 6, Section 5 of these Bylaws. All nonvoting Board members shall have the right to attend and participate in Board meetings, including Executive Sessions, with the exception of any portion of a meeting where the Conflicts of Interest Policy applies.

- 4.1. Ex Officio Nonvoting Director. The organization’s Executive Director shall serve as an ex officio nonvoting member of the Board.
- 4.2. Elected Nonvoting Directors. The Board may elect additional nonvoting members during Board meetings with a simple majority vote. The term of an elected nonvoting member must be determined at the time of his or her election.

Section 5. Terms. A Director’s term begins upon election and ends on September 30 after three (3) full years of service. Directors may serve up to four (4) consecutive terms. A Director’s fourth term may be extended if it would otherwise truncate his or her responsibilities as an officer, i.e., the progression from Second Vice President to Vice President/President Elect to President to Immediate Past President. Former Directors are not eligible for Board membership for two (2) years succeeding their departure.

Section 6. Executive Committee. The organization shall have an Executive Committee, which shall be composed of the President, Vice President/President Elect, Second Vice President, Immediate Past President, Secretary and Treasurer. The Executive Committee shall manage the business and affairs of the organization when the Board is not in session and shall have and may exercise all of the authority of the Board, except as otherwise restricted by applicable law and as otherwise described herein. The designation and appointment of the Executive Committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law. Notwithstanding the foregoing, any action taken by the Executive Committee shall be subject to subsequent ratification or approval at the next meeting of the Board.

The Executive Committee shall not have authority to:

- 6.1 Amend, alter or repeal these Bylaws.
- 6.2 Elect, appoint or remove any member of any other committee or any Director or officer of the organization.

- 6.3 Amend the Articles of Incorporation.
- 6.4 Adopt a plan of merger or consolidation with another organization.
- 6.5 Authorize the sale, lease or exchange of all or substantially all of the property and assets of the organization not in the ordinary course of business.
- 6.6 Authorize the voluntary dissolution of the organization or revoke proceedings thereof.
- 6.7 Adopt a plan for the distribution of the assets of the organization.
- 6.8 Amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

Section 7. Standing and Temporary Committees.

- 7.1 The Board may designate and appoint one or more standing or temporary committees during Board meetings with a simple majority vote, each of which shall consist of two (2) or more voting Directors, and may include other individuals from the community desiring to support the purposes of the organization. The Board shall invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by the Board, the limitations in Article 3, Sections 6.1 through 6.8 above and by applicable law. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.
- 7.2 The Standing Committees of the organization shall be Board Governance, Finance, Funds Development and Facilities.

Section 8. Resignation.

- 8.1 Any Director may resign at any time by delivering (personally, or by mail, facsimile or email) notice thereof to the organization's Secretary or his/her agent or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein.
- 8.2 Any member of any committee may resign from such committee at any time by delivering (personally, or by mail, facsimile or email) notice thereof to the Secretary or the Chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein.

Section 9. Removal. Following written notice of the intended action, any Director may be removed, with or without cause, by a two-thirds majority vote of the Board, whenever in its judgment the best interest of the organization would be served.

Section 10. Compensation and Reimbursement. The Directors and committee members shall receive no compensation for their service but may receive reimbursement for reasonable and necessary travel and associated expenses incurred on behalf of the organization or such other expenses as specifically authorized by the Board.

ARTICLE 4

Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board shall be held each year at a time and place to be fixed, from time to time, by the Board. The annual meeting is the last regularly scheduled Board meeting of the fiscal year.

Section 2. Regular Meetings. The Board shall hold at least three (3) regular meetings annually, in addition to the annual meeting, at a time and place to be fixed, from time to time, by the Board.

Section 3. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President/President Elect, Secretary or any two (2) Directors.

Section 4. Notice of Meetings. Notice of the time and place of any meeting of the Board shall be given by the Secretary, by the person or persons calling the meeting or their designee(s). Except as specified in Article 6, Section 6 of these Bylaws, meetings of the Board shall be held at least three (3) days after notice by first-class mail or twenty-four (24) hours after notice given personally, by express mail or private carrier delivery, email, electronic network posting, facsimile, telegram, teletype, by personal communication over the telephone or other similar means of communication. Except as provided in Article 6, Section 6 of these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

- 4.1. Consent to Notice by Email. If notice is provided to Directors by email, it is effective only with respect to Directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location or system to which these notices may be emailed. A

Director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the organization. The consent of any Director is revoked if the organization is unable to transmit by email two (2) consecutive notices given by the organization in accordance with the Director's consent, and this inability becomes known to the Secretary of the organization or other person responsible for giving the notice. The inadvertent failure by the organization to treat this inability as a revocation does not invalidate any meeting or other action.

- 4.2. Delivery of Notice by Email. Notice provided by email to a Director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.
- 4.3. Delivery of Notice by Posting to Electronic Network. The organization may provide notice of the time and place of any special meeting of the Board by posting the notice on an electronic network (such as a listserv), provided that the organization also delivers to the Director notice of the posting by mail, facsimile or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.
- 4.4. Delivery of Notice by Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the organization, with postage thereon prepaid. Other forms of notice described in this section are effective when received.
- 4.5. Effect of Attendance at Meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any member or Director of the organization by the Articles of Incorporation or Bylaws, or by the laws of the state of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 6. Quorum. A majority of the Board shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number be required by law, the Articles of Incorporation, these Bylaws or Policy. At any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its

powers. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting, or unless the Director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as Secretary of the meeting before the adjournment of the meeting or to the Secretary of the organization immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a Director who voted in favor of such action. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. Any action taken must be approved by at least a majority of the required quorum for such meeting.

Section 7. Meetings Held by Telephone or Similar Communications Equipment.

Members of the Board or its committees may participate in meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment in accordance with Article 4, Section 4 of these Bylaws.

Section 9. Action without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board (or its committees) may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all members or Directors entitled to vote with respect to the subject matter thereof. Such consent(s) shall have the same effect as a unanimous vote of the Board, may be described as such and shall be filed with the minutes of the proceedings of the Board. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 5

Officers

Section 1. Officers Enumerated. The officers of the organization shall be President, Vice President/President Elect, Second Vice President, Immediate Past President, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe. All officers must be Directors of the organization.

Section 2. Term of Office. Unless an officer dies, resigns or is removed from office, he or she shall hold office for one (1) year or until a replacement is elected and qualified.

Section 3. Salaries. The salaries of all officers and agents of the organization, if any, shall be fixed by the Board.

Section 4. Resignations. Any officer may resign at any time by delivering (personally, or by mail, facsimile or email) notice thereof to the Secretary of the Board or his/her agent or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified.

Section 5. Removal. Following written notice of the intended action, any officer may be removed, with or without cause, by a two-thirds majority vote of the Board, whenever in its judgment the best interest of the organization would be served.

Section 6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any Board meeting.

Section 7. Geographic Expectation. In order for the Board President and Vice President/President Elect to effectively support the organization and to adequately supervise the business, affairs and the Executive Director of the organization, either the Board President or Vice President/President Elect (or both) must reside in the same metropolitan area as the Principal Office of the organization. This expectation should be taken into account when nominating a Director for the progression from Second Vice President to Vice President/President Elect to President.

Section 8. President. The Board President shall be the chief officer of the organization, and, subject to the Board's control, shall supervise the business and affairs of the organization. The President shall preside over Executive Committee and general Board meetings. Specifically, the President shall:

- 8.1 Be a nonvoting, ex officio member of all committees other than the Executive Committee.
- 8.2 Recommend persons to be appointed as members and chairs of committees.
- 8.3 Oversee the performance of all officers and chairs of committees.
- 8.4 Supervise the Executive Director.
- 8.5 Assist in planning the annual budget.
- 8.6 Act as the spokesperson for the organization as the need arises.
- 8.7 Be responsible for the oversight of goal establishment and evaluation of goal attainment.
- 8.8 Call Special Meetings of the Board and Executive Committee as defined herein.
- 8.9 Act as Immediate Past President for the succeeding year after his/her term.
- 8.10 Perform such other duties as are assigned by the Board from time to time.

Section 9. Vice President/President Elect. The Board Vice President/President Elect shall assist the President in his/her role as the chief officer of the organization, and, subject to the Board's control, shall assist in the supervision of the business and affairs of the organization. The President may, at any time, delegate any of his/her duties to the Vice President/President Elect. Additionally, the Vice President/President Elect shall perform all of the duties of the President in the event of his/her absence. In the event the President is unable to act, the Vice President/President Elect shall perform the duties of the President for the duration of the absence or the remainder of the term. Succeeding his/her term as Vice President/President Elect, he/she shall serve a term as President. Specifically, the Vice President/President Elect may:

- 9.1 Be a nonvoting, ex officio member of all committees other than the Executive Committee.
- 9.2 Recommend persons to be appointed as members and chairs of committees.
- 9.3 Oversee the performance of all officers and chairs of committees.

- 9.4 Supervise the Executive Director.
- 9.5 Assist in planning the annual budget.
- 9.6 Act as the spokesperson for the organization as the need arises.
- 9.7 Be responsible for the oversight of goal establishment and evaluation of goal attainment.
- 9.8 Call Special Meetings of the Board and Executive Committee as defined herein.
- 9.9 Serve as President for the succeeding year after his/her term.
- 9.10 Perform such other duties as are assigned by the Board from time to time.

Section 10. Second Vice President. The Board Second Vice President shall perform the duties of the Vice President/President Elect in the event of his/her absence. In the event the Vice President/President Elect is unable to act or assumes the duties of the President, the Second Vice President shall perform the duties of the Vice President/President Elect for the duration of the absence or the remainder of the term. Succeeding his/her term as Second Vice President, he/she shall serve a term as Vice President/President Elect. Additionally, the Second Vice President shall chair the Governance Committee.

Section 11. Immediate Past President. The Immediate Past President shall provide advice to the officers and the Board in order to assure continuity and consistency in the activities of the organization.

Section 12. Secretary. The Board Secretary shall be responsible for all Board communication including notice of meetings, membership rosters, minutes of meetings and the Articles of Incorporation and Bylaws of the organization. Specifically, the Secretary shall:

- 12.1 Give, or cause to be given, notice of all meetings of the Board and any committees.
- 12.2 Keep, or cause to be kept, the Board and committee membership rosters.
- 12.3 Take, or cause to be taken, the minutes of all meetings of the Board and its committees and within two weeks of the meeting distribute drafts to all members of the Board or committee respectively.

- 12.4 Keep, or cause to be kept, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof.
- 12.5 Keep, or cause to be kept, a copy of the organization's Articles of Incorporation and Bylaws, as amended to date.
- 12.6 Call Special Meetings of the Board and Executive Committee as defined herein.
- 12.7 Perform such other duties as are assigned by the President or Board from time to time.

Section 13. Treasurer. The Board Treasurer is the chief financial officer of the organization and shall cause to be kept and maintained, using a standardized method of accounting, adequate and correct accounts of the properties and business transactions of the organization. The books of account shall be open to inspection by the general public at all reasonable times to the extent required by law. Specifically, the Treasurer shall:

- 13.1 Chair the Finance Committee.
- 13.2 Understand financial accounting for nonprofit organizations.
- 13.3 Manage, with the finance committee, the Board's review of and actions related to the Board's financial responsibilities.
- 13.4 Work with the Executive Director to ensure that appropriate financial reports are made available to the Finance Committee and Board as noted.
- 13.5 Assist in planning the annual budget and presenting the budget to the Board for approval.
- 13.6 Review the annual review/audit and answer Board members' questions about the review/audit.
- 13.7 Perform such other duties as are assigned by the President or Board from time to time.

ARTICLE 6

Administrative and Financial Provisions

Section 1. Fiscal Year. The fiscal year of the organization shall run from October 1 through September 30.

Section 2. Loans or Extensions of Credit to Officers and Trustees. No loans shall be made and no credit shall be extended by the organization to its officers or Directors.

Section 3. Corporate Seal. The organization shall have no corporate seal.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed and countersigned by such officer(s) or agent(s) of the organization and in such manner as is from time to time determined by the Board through Policy.

Section 5. Books and Records. The organization shall keep at its registered office, its principal office in this state or at its Secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the meetings of the Board and any minutes which may be maintained by committees of the Board. All books and corporate records of the organization may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 6. Amendments of Bylaws. These Bylaws may be altered, amended or repealed with twenty-one (21) days notice by the Board during a meeting with a simple majority vote, which notice shall include the text of any proposed amendment or amendments.

Section 7. Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable when consistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Section 8. Staff Members. The organization may employ and maintain as many staff members as may be required to maintain the organization's programs consistent with the financial resources, programming and service delivery needs. The members of the staff shall perform such duties as may be set forth in job descriptions and/or as may be assigned to them by the Executive Committee or the Board.

CERTIFICATION

Sarah Kahn Glass, being Secretary of Camp Solomon Schechter, hereby certifies that the foregoing amended Bylaws were duly adopted by the Board of Directors on May 4, 2014.



Secretary of the Board
Camp Solomon Schechter