

By-laws for Luther Village Incorporated

Article 1 Interpretation

Section 1 In these bylaws and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires:

- a) "Luther Village" or "the Corporation" means Luther Village, Inc.;
- b) "MNO Synod" or "Synod" means the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc., or its successor body;
- c) "Synod Council" means the Council of the MNO Synod;
- d) "Act" means the Corporations Act of Manitoba, as from time to time amended, and every statute that may be substituted therefor;
- e) "by-law" means any by-law of the Corporation, including any special by-law, from time to time in force and effect;

Article 2 Name and Purpose

Section 1 The name of this Corporation is and shall be Luther Village, Inc. (incorporated within the province of Manitoba.)

Section 2 Under God's grace, Luther Village exists as ministry of the MNO Synod to provide Christian ministry in a harmonious outdoor setting and opportunity for growth and renewal of mind, body and soul. Luther Village provides programs for church camping for youth, families and other groups as it deems to be in keeping with the mission and needs of the Synod and its members.

Section 3 The Seal of the corporation shall be circular in form and present the camp logo encircled by the inscription "Luther Village, Inc."

Article 3: Head Office

Section 1 Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba.

Article 4: Members

Section 1 Membership in the Corporation shall be limited to persons who are directors of the Corporation.

Section 2 The interest of a member in the Corporation shall not be transferable or assignable.

Section 3 The interest of a member shall automatically be terminated and such member shall cease to be a member of the Corporation when the member ceases to be a Director of the Board.

Article 5: Meetings of the Members

Section 1 The Corporation will hold its Annual General Meeting (AGM) within one hundred and twenty (120) days following the end of the Corporation's fiscal year. The AGM will approve the audited or reviewed financial statements for the preceding fiscal year, appoint an auditor, elect board members, amend these bylaws as set out in Article 11 – Section 1, and conduct any other such business as may come before it.

Section 2 A special meeting may be called at any time by a resolution of the Board of Directors. A Special General Meeting will consider only matters set out in the meeting notice.

Section 3 Board members and camp supporters will be notified of the Annual General Meeting or any Special General Meeting no less than twenty-one (21) days prior to the scheduled meeting using a variety of media according to the needs of the members and camp supporters. The notice will set out the matters to be presented and considered.

Section 4 Quorum for any Annual General Meeting or Special General Meeting shall be a majority of the existing members.

Section 5 Only members in attendance at the meeting shall be entitled to vote. Proxy votes are not permitted. Members are entitled to one (1) vote at all membership meetings. Non-members in attendance shall have voice but no vote.

Section 6 Annual General Meetings and Special General Meetings shall be conducted by the Chair of the Board of Directors or another member of the Board of Directors designated by the Chair in accordance with Bourinot's Rules of Order , latest edition (unless otherwise specified in these bylaws) shall require a simple majority to pass.

Article 6: Board of Directors

- Section 1** The Corporation shall be governed by a Board of Directors comprised of seven (7) persons. At least two-thirds (2/3) of the members of the board shall be lay persons and at least one (1) but no more than one-third (1/3) shall be rostered ministers of the Synod. Up to two members may be non-Synod members as defined in Article 6 – Section 2. The Bishop (or his or her designate) shall be an ex-officio non-voting member of the Board of Directors but shall not be eligible to serve as an officer of the Corporation.
- Section 2** A person may be elected or affirmed as a Director provided he/she is:
- a) at least eighteen (18) years of age;
 - b) a resident in the territory of the Synod;
 - c) not in a state of undischarged bankruptcy;
 - d) not an employee of the Corporation;
 - e) not related by a primary relationship (Spouse, child, parent) to another member of the Board; and
 - f) a member of a congregation of the Synod or, if for a non-synod board member position, be an active member of a faith community and have demonstrated a commitment to the mission of Luther Village.
- Section 3** On an annual basis, the Board of Directors shall constitute a Nominating Committee for the purpose of establishing a slate of potential Directors to present to the Synod Council for affirmation. This slate shall be provided to the Synod Secretary no later than 30 days prior to the Fall meeting of the Synod Council. Candidates affirmed by Synod Council will be presented to the AGM for election to the Board of Directors.
- Section 4** The terms of office for Board Directors shall be three (3) years in duration. A Director may serve for two (2) consecutive terms. After serving two (2) consecutive terms, a Director shall stand down for a full year before eligible for re-election to the Board. Directors' terms will be staggered so that not all terms expire in the same year.
- Section 5** A Board Director may resign their position at any time by providing written notice to the Board Chairperson.
- Section 6** A Director's position shall be deemed vacant if:
- a) The Director ceases to be in good standing in accordance with Article 6 Section 2; or

b) The Director misses three (3) consecutive Board meetings without appropriate notice to the Board.

- Section 7** The Board may, by resolution of two thirds (2/3) of the Directors, remove a Director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interests of the Corporation.
- Section 8** The Board of Directors is authorized to appoint a Synod Council-affirmed replacement for a Director who has resigned, whose position has been deemed vacant, or who has been removed by resolution. Such an appointment shall be in effect until the next Annual General Meeting. A director appointed to complete a term vacated by another Director shall be eligible to be re-elected or re-affirmed by members at the AGM for two (2) consecutive three (3) year terms
- Section 9** The Board of Directors shall meet no less than four (4) times per year at a time and location determined by the Board.
- Section 10** A meeting of the Board may be called by the Chairperson or by a majority of the sitting Directors. Notice of Board meetings must be distributed to all Directors by the means required by the individual Director, no less than ten (10) days prior to the scheduled meeting. Notice period may be waived by unanimous consent of the Directors.
- Section 11** Board meetings may be conducted by electronic means (telephone, email) in accordance with an Electronic Meetings Protocol approved by the Board.
- Section 12** Quorum for any meeting of the Board of Directors shall be a majority of the sitting Directors.
- Section 13** Directors shall serve the Board and the Corporation without remuneration and shall be entitled to reimbursement of reasonable, pre-approved expenses incurred in carrying out duties assigned by the Board. The Board of Directors shall adopt a policy regarding reasonable expenses and reimbursement of the same.
- Section 14** No Director or Officer of the Corporation shall be liable for the acts of omissions of any other Director or Officer or employee of the Corporation, or for any loss, damage or expense suffered by the Corporation however caused, unless the same shall happen through his or her own willful neglect or default.

Every Director, Officer, their heirs, executors and administrators, and estate and effects respectively, shall by this Bylaw from time to time and at all times, be indemnified and saved harmless by the Corporation from and against all cost, charges and expenses that a Director or Officer sustains or incurs regarding any

action, suit or proceeding that is brought against him or her in respect of any act, deed, or omission pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

Article 7: Powers and Responsibilities of the Board of Directors

- Section 1** The property of this Corporation, both real and personal, shall be held by the Board of Directors in trust for the Synod or its successor.
- Section 2** The Board of Directors shall have the general supervision, control and power to direct all of the affairs of the Corporation save as restricted by Article 9. In exercising these powers, Directors shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care and diligence that a reasonably prudent person would exercise in comparable circumstances.
- Section 3** Specific responsibilities of the Board of Directors shall include:
- a) providing such programs for church camping, both for youth, families and other groups, as it deems to be in keeping with the mission of the Synod and the needs of Synod members;
 - b) soliciting feedback and suggestions from the camping constituency (i.e., users of the camp) on camp programming and facilities;
 - c) receiving and disbursing of funds;
 - d) purchasing, selling and conveying of all property except real estate;
 - e) providing for the administration of its funds and the care of its property;
 - f) appointing and dismissing the Executive Director;
 - g) approval of staffing recommendations provided by the Executive Director
 - h) presenting an annual budget to Synod Council;
 - i) determining rates to be charged for the use of facilities;
 - j) consider reports of the Executive Director;
 - k) reviewing and acting upon requests for exceptional uses of the Corporation's property during times the facilities of this Corporation are not being used for programmed church camping;
 - l) establish regulations and policies for the efficient operation of Luther Village;
 - m) submit reports on camp programming, usage and the financial position of the camp to the Synod Council as requested; and
 - n) in those years when the synod will meet in convention, provide a report to be included in the convention docket.
- Section 4** The Board will maintain a Board Governance Manual that includes a conflict of interest policy and a confidentiality policy, among other policies required for the efficient and effective management of the Board's policies and oversight of the

key staff person of the Corporation. Directors will conduct themselves in accordance with the policies contained in the Governance Manual.

Article 8: Officers and Committees

Section 1 The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

Section 2 The Directors of the Board shall elect the Officers from among their number at the first meeting of the Board after the Annual General Meeting each year. The incumbent Officers will retain office until such meeting and election has taken place.

Section 3 Officers will be elected for a one (1) year term, renewable annually at the will of the Board.

Section 4 Terms of reference outlining the duties for the Officers will be maintained in the Board Governance Manual.

Section 5 The Officers of the Corporation shall form the Executive Committee. The Executive Director shall be advisory to the executive committee. The Executive Committee may be authorized by the Board to make time sensitive decisions between Board meetings. The Officers will not make decisions on behalf of the Board unless so authorized. Decisions made by the Officers will be ratified by the Board at its next meeting.

Section 6 Officers elected or appointed by the Board may be removed by the Board at any meeting thereof by an affirmative vote of a majority of the Directors present and voting at such meeting.

Section 7 An Officer ceases to hold office when he dies, resigns or is removed from office as outlined in Article 6 – Sections 6 and 7.

Section 8 The Board of Directors may, as it sees fit from time to time, establish such committees or working groups as may be required by the Corporation. Terms of reference for such committees, including purpose of the committee, composition, decision making authority and reporting requirements shall be maintained in the Board Governance Manual.

Article 9: Financial Support and Limitations

Section 1 This corporation shall depend primarily upon the charges made to those who make use of the facilities of the corporation and secondly, upon the financial

grants of the Synod and other sources. Fundraising programs shall be carried out in keeping with the stewardship practices and fundraising policies of the Synod.

- Section 2** No capital expense project of more than \$30,000.00 which requires borrowing shall be undertaken without the express approval in advance from the Synod Council.
- Section 3** No capital projects of more than \$75,000.00 shall be undertaken without the express approval in advance from the Synod Council.
- Section 4** No budget for any fiscal year shall be approved by the Board without approval by Synod Council if that budget will result in a projected accumulated operating deficit in excess of \$15,000.
- Section 5** No real estate held in trust by the corporation for the Synod shall be sold without the express approval of the Synod.
- Section 6** A Review Engagement of the financial statements shall be completed annually in the first ninety (90) days of the fiscal year.

Article 10: General Provisions

- Section 1** The fiscal year of the Corporation shall be January 1 to December 31.
- Section 2** The Directors shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law, are regularly, properly and securely stored.
- Section 3** In the event that the Corporation shall cease operations or be dissolved, the Board of Directors, after retiring all debts and/or liabilities, shall ensure the remaining proceeds of the net assets are transferred to the Synod.
- Section 4** In order to expedite its meetings and the fulfillment of its responsibilities, the Board of Directors may establish standing rules in harmony with these bylaws.

Article 11: Provisions for Amending the Bylaws

- Section 1** These bylaws may only be altered or added to by a special resolution of the Corporation. A 'special resolution' shall mean a resolution passed by at least two thirds (2/3) of such members entitled to vote as are present in person at a General meeting of the Members of which notice specifying the intention to propose the resolution has been duly given as per Article 5 – Section 3.
- Section 2** Amended Bylaws take effect once approved by Synod Council.

Adopted by a resolution of the membership of the Corporation:

February 28, 2020

Witnessed by:

[Signature], Chairperson

[Signature], Secretary