

Burnamwood Steering Team Report February 26, 2022

Since 1958, Burnamwood has served the congregations of the Presbytery of Transylvania as a sacred place to gather and grow. Over the years, the camp has offered programming primarily in the form of children's and youth camps and retreats. The grounds have been available as rental facilities, which have been historically utilized by congregations, Presbytery groups, and occasional outside programming. In 2010, the Burnamwood Appalachian Ministries program was added, increasing the connections between the camp, the surrounding communities, and work groups from around the United States.

In 2019, amid growing concern about the viability and financial sustainability of the Camp, Transylvania Presbytery placed Burnamwood on sabbatical to allow for a time of discernment about the future of the camp. The Vision Team reported to the March 16, 2021 Stated Presbytery meeting with recommendations to move forward. At that time a Steering Team was formed to continue the work and finalize plans for formally relaunching Camp Burnamwood.

Burnamwood Activity During the Sabbatical

From youth retreats to emergency shelter, pool parties to addiction mentoring, and from Airbnb reservations to summer camp, church services and birthday parties, Camp Burnamwood is abuzz with activity! A dam collapse, water leaks, an official “sabbatical,” and even a global pandemic could not deter the ministry of these sacred grounds that have blessed Transylvania Presbytery for 64 years.

Regular summer camps and year-round retreats were suspended two years ago so that our Vision and Steering team could reflect and plan for a new direction for the camp. Since then, Burnamwood has emerged as a place of refuge for flood victims, renewal for youth and adults, and fun for all ages. And, even though the camp was on sabbatical and in the midst of a pandemic, construction and maintenance work of monumental scale did not stop.

Historic flooding in late February 2021 devastated areas of Estill, Lee, Powell and Owsley counties. The flooding shut down Highway 52, Irvine’s main thoroughfare. Located in one of the hardest-hit regions, the camp became a valuable resource to the community, integral to recovery efforts by the Presbyterian Disaster Assistance and other recovery groups.

Burnamwood became an emergency shelter site. A family from Clay City lived in Mount Lodge for three months until their home was habitable again. Woods Lodge was home for groups that came to the area to assist with the disaster relief efforts. The Fellowship of Christian Farmers stayed in Woods Lodge for three weeks to aid in the disaster relief. Groups led by Experience Mission from across the nation stayed in Woods for six weeks during May and June. These groups worked in Beattyville and at the McGuire Memorial Presbyterian Church to assist with the recovery repairs.

The camp hosted various groups and individuals in the dining hall. The congregation of Summitview Baptist Church used the dining hall each Sunday evening for four months until their

new church building was available. The dining hall was also available for local rentals and has been the setting for a 50th wedding anniversary party, a birthday party, a local middle school basketball banquet, a baby shower, a church dinner, a Thanksgiving Day dinner, and Christmas parties.

Burnamwood also became host for Camp Mariposa, a year-round addiction prevention and mentoring program for youth affected by the substance use of a family member. Children and teens attended transformational weekend camps every other month for a year or more, participated in traditional camp activities combined with education and support sessions led by mental health professionals. Sponsored by WestCare of Kentucky, Camp Mariposa activities are offered at no charge to participants, and have used our facilities on four different occasions.

During the summer months, the camp offered rentals to several groups for pool parties.

In July, Burnamwood hosted two weeks of Presbytery sponsored summer camps led by volunteers from the Youth Leadership Ministry. Some 34 middle and high school youth experienced the joy and magic of summer camp at Burnamwood.

Two Burnamwood Appalachian Ministry (BAM) groups arrived this past year. In June, 20 energetic youth and their leaders from Zumbro Lutheran Church, Rochester, Minnesota, worked tirelessly to make repairs to the flood-damaged home of an elderly couple. In October, 11 adults from Hampton Presbyterian Church in Gibsonia, Pennsylvania, offered their skills at the local Helping Hands Store, rebuilding its interior building. The group also repaired some local houses and even offered a few repairs at camp.

The grounds at Burnamwood got some use in 2021 as well. Charlie Boyd, a Burnamwood alum, brought a Danville Cub Scout group for a weekend campout, while youth from First Presbyterian Church of Winchester conducted four outings. Meadowthorpe Presbyterian Church arrived Labor Day Weekend for its annual outing, and Maxwell Street youth stayed in Burnam in October for their retreat.

A Wounded Warriors group conducted four-day retreats in the spring and fall, and hopes to return every year.

On September 17, our Airbnb venture went live. Guests have stayed 17 nights in Burnam Lodge, 12 nights in Mount Lodge and 7 nights in Woods Lodge. Five nights have been scheduled in 2022 as of January 19.

Since March of 2021, there has been significant activity at the camp, which supports the Vision Team's model for the continued sustainability of the Camp (BAM, Airbnb, Presbytery camps, Local use, flood relief, etc.).

Work of the Burnamwood Steering Team

Who we are:

Grits Skinner - *Longtime Burnamwood Participant*

Rev. Matt Falco - *Pastor, Maxwell Street; Coordinating Commission*
Sara Pennington-Busick - *Founder of Locally Grown Youth Group in Midway*
Allie Gregory - *Longtime Burnamwood Participant and Elder, Maxwell Street*
Madison Cissell- *Longtime Burnamwood Participant and member of Maxwell Street*
Emily Powers, *Director of Children and Youth, First Presbyterian, Lexington*

Kevin Turpin - *Staff*
Robyn Justus - *Staff*
Philip Lotspeich - *Staff*

Board Composition (By Law- 3.2)

The number of Directors shall be a minimum of nine (9) and a maximum of fifteen (15), elected in annual classes, as shall be fixed from time to time by resolution of the Directors. All Directors shall serve a three-year term, and may be eligible for re-election to a succeeding term. No director shall be eligible to serve more than six consecutive years. A director who has served six consecutive years shall be ineligible for election to the Board for at least one year. The Board of Directors shall hold annual elections to determine the members of the Board of Directors for each year. New members shall be nominated by a committee, with a majority non-board members, selected by the Board for the purposes of nominating such members and elected by a majority of the Board attending a meeting of the Board at which the election of a Director is held.

All Directors shall be selected and confirmed in accordance with the covenant agreement, if any. In nominating and electing Directors and filling vacancies, care shall be exercised that a majority of the Board of Directors shall be connected to Transylvania Presbytery or its constituent churches. Any change to this paragraph (3.2(b) within the By-laws) shall require the affirmative vote of the Board of Directors and the affirmative vote of Transylvania Presbytery.

Among the Directors to be elected, Transylvania Presbytery shall be entitled to nominate one person for election to the Board.

One member of the Board shall be a representative from the Burnamwood Alumni Circle Organization.

A designated Staff member of Transylvania Presbytery shall be an ex officio member of the Board. The Staff member shall not be a member of the Board, but shall attend all meetings thereof and shall have the privilege of the floor, without vote.

Among the qualifications of the directors to be elected, one shall be a practicing lawyer as well as individuals with strong consideration of people with a financial background, social work, clergy, or local community connections..

The Steering team respectfully submits the following names for consideration for the initial Burnamwood Board of Directors:

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Non Profit Incorporation

The intention of the Steering Team for Burnamwood to become a 501(c)3 non profit corporation. We would anticipate this process to take up to a year.

Staff

Staffing going forward will be a Board decision as to how to most effectively accomplish the mission of Burnamwood. The Presbytery Administration Commission shall be consulted on any potential staff changes until Burnamwood is formally a 501(c)3 corporation. Currently, we have one person employed at Burnamwood, our site manager, Kevin Turpin. Kevin is full time and has been acting in many capacities since the last Executive Director left and the camp has been on Sabbatical. Our Business Manager, Robyn Justus, also provides significant time to help manage the financial reports and general oversight of Burnamwood's current activities. We anticipate more staff being hired as the funds development and budget allows.

Program Emphasis

The Presbytery will organize and run summer camps and retreats that serve the mission and ministry of our churches. The Presbytery will submit summer camp and retreat dates to the Camp by September 1 of the previous year. There will be a covenant (see attached) in place to delineate which responsibilities fall to the camp and which to the Presbytery. This covenant will form the basis of an agreement that will shape the future of the camp and ministries of the Presbytery.

Beyond the weeks the Presbytery will use the camp, the Board will be tasked with creating programming to serve the local community, the larger region and potential national programming. Responsibilities would include, but not be limited to, Burnamwood Appalachian Ministry, local group usage and additional camp programming to meet the needs of the larger church. Duties will include intentional outreach to the recreational community, specifically the visitors and users of Red River Gorge.

Burnamwood Alumni Circle Organization

A Burnamwood Alumni Circle committee has been formed to engage with Burnamwood alumni and help them reconnect with Burnamwood and with each other. Alumni include former campers, counselors, directors, staff, parents, and Burnamwood supporters. This committee will organize virtual and in-person events that can serve both as reunions and as programming to fill needs of alumni post-high school.

Funds Development

Upon completion of this phase of Burnamwood's re-visioning process, the board will begin conducting a robust funds development plan designed to set Burnamwood on a solid financial footing.

The plan will fund the facility restoration plan/budget being created to identify maintenance and repair issues and needed upgrades. The plan aims to renovate and restore the Camp and ensure that it will continue to serve for years to come.

Several new sources of revenue are proposed:

Endowment Fund

An endowment fund will be established enabling our supporters to make gifts of cash, securities, real estate, life insurance proceeds and annuities. The contributions will be held and invested by the Board with input from the Administration Commission. We received a generous donation to help us conduct a matching funds campaign, where we hope to raise enough to get this endowment started. If properly structured and managed, this endowment could provide a perpetual source of income to support the Camp's mission in the future. To be effective, a very targeted campaign will be implemented to recruit contributors motivated to create a lasting legacy through the Camp.

Grants

Potential grant makers (government, foundations, etc.) will be identified. The organization will apply for applicable grants to support activities and projects. There are numerous online resources to guide our efforts, such as Camp Associations (PCCCA, CCA, and NACC). We may want to consider enlisting the help of a professional grant writer to apply on our behalf.

Donor Prospect Plan

Once the endowment is established, a comprehensive Donor Prospect Plan will be developed to cultivate donations from our donor database. A marketing plan (social media, direct mail, telemarketing, in-person meetings, etc.) will be developed to promote a variety of themed fundraising efforts, such as a) monthly recurring gift, engraved bricks, memorial benches, building naming rights, and renovation projects.

Merchandise Sales

Unique souvenirs, such as t-shirts, hats, photographs, artwork, and other items at the Camp and through an online store (managed by a third party drop-ship company).

Fundraising Projects

We are exploring opportunities to partner with other local organizations (high school booster clubs, Rotary, etc.) to produce a charity fundraising project.

Facility Improvements

In 2020, we faced the massive task of rebuilding the dam. A 60-plus year-old pipe beneath the dam was damaged beyond repair. Under state of Kentucky jurisdiction, the messy and complicated repair project – along with its \$70,000 price tag -- was required. Now the dam is in great shape for another 60 years.

The sabbatical and pandemic shutdown provided much-needed time for maintenance. Utilities and roads were improved and paint was abundant. The new Board will continue to assess the needs and make adjustments to the plan as needed. Among the improvements:

- * A facelift for the dining hall, with new paint and updates to the bathrooms.
- * Paint for Burnam Lodge and a new heat pump and hot water heater for Mount. Several new floors were installed.
- * A new type of rock installed on the road to Woods Lodge, making the steep-hill climb a bit easier.
- * A major water leak under the road to Mount – the source of a shockingly huge water bill – repaired as quickly as possible thanks to Kevin's tireless efforts.

As funds are available, there are still a number of upgrades that will help the camp welcome new visitors and make accommodations more comfortable. We originally estimated the upgrades to cost around \$150,000. Among the anticipated improvements some may be:

- Air Conditioning for the Dining Hall
- Heat and AC units for rustic cabins
- Upgraded flooring in all buildings
- Exterior improvements to all buildings (windows, doors, siding, paint, etc.)
- Bathroom upgrades

Nature Preserve

Burnamwood is in the process of becoming part of the Nature Preserve land conservation program in the state of Kentucky. The Presbytery and Board would designate how much of the property to sell to the state and how much it would keep. The state will pay whatever the market rate for land is at the time of the sale. Once sold, the property would be protected in perpetuity. We would still have access to the whole property and it would be open to the public for all to enjoy and explore. This venture would allow us to raise significant capital, in order to set up a fund we can invest to secure future funds for operating and upkeep of the camp. It would also give us some resources to make improvements to the facilities, which would, in turn, improve the aesthetic beauty of the camp. The process may take up to a year and a half to come to fruition and we can cease to participate at any point.

Documents to include:

By Laws

Covenant With Presbytery

DRAFT BYLAWS OF
CAMP BURNAMWOOD

A Kentucky Nonprofit Corporation

Article I. Name and Purpose.

1.1 *Name.* The Name of this corporation shall be "Camp Burnamwood" (the "Corporation").

1.2 *Purpose.* The Corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as the "Code"): To acquire by purchase, lease, gift, or otherwise, property situated in Estill County, and to use and maintain the property for a camp for the use, convenience, training, and instruction of members of the Transylvania Presbytery, Inc. and the Presbyterian Church (USA), and the members and families of Transylvania Presbytery, Inc., and such other persons as the Corporation or Transylvania Presbytery, Inc. may give permission to use the property.

1.3 *Tax Qualification.* The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income taxes under sections 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055, and 2522 of the Code.

1.4 *Books and Records.* The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses, and telephone numbers of the Board of Directors.

1.5 *Effective Date.* These Bylaws shall become effective upon their approval by the Board of Directors of the Corporation and concurrence by appropriate authority of Transylvania Presbytery, Inc.

Article II. Principal Office, Registered Office, and Agent.

2.1 *Principal Office.* The principal office of the Corporation is 900 Camp Burnamwood Rd, Irvine, KY 40336

2.2 *Other Offices.* The Corporation also may have offices at such other places, within or without the State of Kentucky, as its business and activities may require, and as the Board of Directors may from time to time designate.

2.3 *Registered Office and Registered Agent.* The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but not need, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The current registered office of the Corporation is 900 Camp Burnamwood Rd, Irvine, KY 40336.

Article III. Board of Directors.

3.1 *Management.* The Corporation has vested the management of the business and affairs of the Corporation in its Board of Directors (the "Board") subject to the Kentucky, the Articles of Incorporation of this Corporation, these Bylaws, and any covenant agreement in effect.

3.2 *Number; Election; Confirmation.*

- a. The number of Directors shall be a minimum of nine (9) and a maximum of fifteen (15), elected in, in annual classes, as shall be fixed from time to time by resolution of the Directors. All Directors shall serve a three-year term, and may be eligible for re-election to a succeeding term. No director shall be eligible to serve more than six consecutive years. A director who has served six consecutive years shall be ineligible for

election to the Board for at least one year. The Board of Directors shall hold annual elections to determine the members of the Board of Directors for each year. New members shall be nominated by a committee selected by the Board for the purposes of nominating such members and elected by a majority of the Board attending a meeting of the Board at which the election of a Director is held.

- b. All Directors shall be selected and confirmed in accordance with these bylaws. In nominating and electing Directors and filling vacancies, care shall be exercised that a majority of the Board of Directors shall be members of Transylvania Presbytery or its constituent churches. Any change to this paragraph 3.2(b) shall require the affirmative vote of the Board of Directors and the affirmative vote of Transylvania Presbytery.
- c. Among the Directors to be elected pursuant to paragraph 3.2(a), Transylvania Presbytery shall be entitled to nominate one person for election as Director.
- d. One member of the Board shall be a representative from the Burnamwood Alumni Circle Organization.
- ~~d.e.~~ A designated Staff member of Transylvania Presbytery shall be an ex officio member of the Board. The Staff Member shall not be a member of the Board, but shall attend all meetings thereof and shall have the privilege of the floor, without vote.

3.3 *Vacancies.* The Board will fill any vacancy on the Board and Director position to be filled due to an increase in the number of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office and will still be eligible for two additional consecutive terms if the partial term is one year or less. After the effective date of these Bylaws, if a vacancy arises in the seat of Director nominated by Transylvania Presbytery, then Transylvania Presbytery shall be entitled to nominate a person to fill such vacancy for the unexpired term.

3.4 *Resignations.* Any director may resign at any time by delivering written notice to the Secretary or Chair of the Board. Such resignation shall take place upon receipt of or, if later, at the time specified in the notice.

3.5 *Removal.* Any Director may be removed with or without cause, at any time, by a majority of the Board at any meeting called for that purpose. Any Director under consideration of removal must be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place.

3.6 *Actions.* The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

3.7 *Requirements.* A Director shall attend the annual meeting of the Corporation, shall make his or her best efforts to prepare for and attend all meetings of the Board of Directors, shall make an annual financial contribution to the Corporation, and shall actively participate in the life and work of the Corporation. No Director or an immediate family member shall be eligible for financial aid or scholarship assistance for any program of the Corporation.

3.8 *Compensation.* Directors shall receive no compensation for their services as Directors, but shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Corporation which are approved by a majority of the Directors. A Director may serve the Corporation in any other capacity and may receive reasonable compensation for specific contracted services provided outside the scope of Board membership. A Director or a member of a Director's family may be employed by the Corporation if qualified and if the Director has no involvement in the hiring process or supervision of the employee.

Article IV. Officers of the Board

4.1 *Officers.* The officers of the Board, elected by the Board from among its membership, shall be the Chair of the Board (the "Chair"), Vice-Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held by the same person, but neither the Chair nor Vice-Chair shall hold any other position during his or her term in that office. The Board may appoint such other officers, including assistants to the Secretary and Treasurer, as it deems necessary from time to time, which officers shall have such duties as the Board may prescribe to them.

Officers shall be elected at the annual meeting of the Board and shall take office at the close of that meeting. Each officer shall be elected by a majority of the Board attending a meeting of the Board at which such election is held.

4.2 *Chair.* The Chair shall preside at all meetings of the Board, shall be an ex officio member of all committees of the Board, and together with the Executive Director, shall act as the official representative for the Corporation.

4.3 *Vice-Chair.* The Vice-Chair shall be vested with all the powers of and be required to perform all of the duties of the Chair in the event of the absence or disability of the Chair, and shall perform all other duties as may be prescribed by the Board of Directors.

4.4 *Secretary.* The Secretary shall attend all meetings of the Board of Directors as clerk and parliamentarian, shall give proper notice of the meetings of the Board of Directors, shall record (or supervise the recording of) minutes of the proceedings of the meetings, maintain such minutes in the records of the Corporation, and shall perform such other duties as shall be designated by the Executive Committee (defined below) or the Board from time to time.

4.5 *Treasurer.* The Treasurer shall have custody of the funds and securities of the Corporation and shall supervise the keeping of full and accurate accounts of receipts and disbursements and financial records belonging to the Corporation and shall supervise the depositing of all monies and other valuable effects to the name and credit of the Corporation in such depository as may be designated by the Board. He or she shall supervise the disbursement of the funds of the Corporation as may be ordered by the Board, take proper vouchers for disbursements, and shall render to the Chair and the Board of Directors, whenever they may require it, an account of the Corporation's transaction and financial condition.

4.6 *Other Duties.* These officers shall exercise such other duties as provided by law and as may be directed to them by the Board. All officers shall continue to serve until their successors are duly elected.

4.7 *Removal.* Any officer may be removed from his or her position by a majority vote of the members of the Board attending any meeting called for that purpose. Any officer under consideration of removal must be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place.

4.8 *Officer Vacancies.* Vacancies in any office of the Corporation may be filled for the unexpired term by the appointment of the Board of Directors.

Article V. Duties of the Board.

5.1 *Meetings.* The Board shall meet a minimum of six times annually, including the annual meeting to be held in the second month after the end of the fiscal year, and at other special times upon call of the Chair of the Board, who shall set the time and designate the place for such meetings. Notice of all meetings and the purpose of such meetings shall be given to all the Directors at least seven (7) days prior to such meetings.

5.2 *Governance.* The Board is responsible for establishing the governing policies of the Corporation, electing the Executive Director, and evaluating the performance of the Executive Director of the Corporation, electing other senior officers upon the recommendation of the Executive Director, and ensuring the appropriate stewardship of the buildings, facilities, and financial resources of the Corporation and its success in achieving its stated purpose.

5.3 *Cooperation.* The Board shall cooperate with agencies and councils of the Presbyterian Church (USA) in carrying out its commission and function, including the making of such reports as may be requested from time to time to such agencies with which the Corporation may have a covenant relationship.

5.4 *Advisers; Delegation.* The Board may select advisers and delegate duties and responsibilities to them, such as the power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf, and to sell, transfer, or otherwise dispose of the Corporation's assets and non-real estate properties in the ordinary course of the Corporation's business at a time and for a consideration that the adviser deems appropriate and consistent with its engagement and instructions. The Directors have no liability for actions taken or omitted by the adviser if the Board acts in good faith and with ordinary care in selecting the adviser. The Board may remove or replace the adviser at any time and without cause.

5.5 *Conflicts of Interest.* Contracts or transactions between Directors or officers who have a financial interest in a matter are not void or voidable solely for that reason. Nor shall they be void or voidable solely because the Director or officer is present at or participates in the meeting that authorizes a contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director or officer with any personal interest in a contract or transaction must disclose all material facts concerning the contract or transaction, including all potential personal benefits and potential conflicts of interest, to the other members of the Board or committee of the Board authorizing the contract or transaction. After disclosure of all material facts, the contract or transaction must be approved by a majority of the disinterested Directors or committee members of the Board with the authority to authorize the contract or transaction. If material facts are not disclosed, a contract or transaction may be made valid if the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board or committee of the Board authorized to enter into the contract or transaction. Interested Directors or officers may be included in determining the presence of a quorum at a meeting of the Board or committee of the Board that authorizes the contract or transaction.

5.6 *Financial Matters.*

- a. Annual Budget. The Board shall direct that an annual operating budget be prepared for the upcoming fiscal year. The annual budget shall reflect management's best judgment of anticipated costs and projected income, and shall be supported by documentation to explain any unusual items of cost or income.
- b. Annual Report. The Board shall direct that an annual financial report be prepared within sixty days after the end of a fiscal year. The annual financial report may be internally prepared and reviewed, or externally prepared by a licensed certified public accountant, as the board may direct. If externally prepared, the annual financial report may be in compilation, review, or audit or other form as the Board and the external accountant agree is appropriate, or as required by law. The annual financial report shall be presented to the Board at its annual meeting for receipt and filing.

5.7 *Actions Respecting Real Property.* During the term of a Covenant relationship between the Corporation and Transylvania Presbytery, the Corporation shall not sell, transfer, or convey any part of its real property except with the written permission of Transylvania Presbytery. Any change to this paragraph 5.7 shall require the affirmative vote of the Board of Directors and the affirmative vote of Transylvania Presbytery.

Article VI. Committees.

6.1 *Standing Committees.* The Board shall establish such standing committees as it determines appropriate and necessary for regular review of the affairs of the Corporation, for evaluating compliance with policies, for achieving goals and objectives set for the Corporation, and for recommending policies designed to further the mission of the Corporation. The standing committees, whose membership and specific responsibilities shall be detailed in a book of standing resolutions or operating manual of the Board, shall also review recommendations of the Executive Director as they have been developed through the work of the other officers and staff. The Chair, after consultation, shall appoint the chair and other members of each standing committee at or following the annual meeting of the Board.

6.2 *Action Committees.* The Board may appoint action committees to undertake specific tasks authorized by the Board. Action committees shall have power to act only within the appropriate policy, program, and delegation of the Board. They shall report and make recommendations for any changes in assignment or policy to the Board through the Chair, the Executive Committee if appointed, or the chair of the standing committee to which they may be assigned.

6.3 *Special Committees.* The Chair may, with the approval of the Executive Committee if appointed, create special committees as required for carrying out the responsibilities of the Board, with a careful indication of the assignment for such committee, its duration, and its reporting responsibility.

6.4 *Non-Director Members.* Standing committees, action committees, and special committees may include non-members of the Board, but shall always be chaired by a Board member and subject to Board review and control.

6.5 *Executive Committee.* The Board may create an Executive Committee consisting of the Chairman, one other elected officer of the Board, and one member of the Board at large, which shall be empowered to meet and act in consultation with the Executive Director between meetings of the Board, and to transact such business for the Board which requires immediate attention during the interval between Board meetings. The Board will be notified of any action taken by the Executive Committee on behalf of the Board between meetings of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

6.6 *Quorum.* One half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if committee members leaving the meeting before its conclusion cause the number to fall below the number initially required for a quorum.

6.7 *Action.* Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Article VII. Meetings.

7.1 *Quorum of the Board.* A majority of the Directors shall constitute a quorum for the transaction of business, except that two-thirds (2/3) of the Directors must vote affirmatively to authorize the sale of real property or to change or amend the Bylaws. The sale of real property shall also require approval of Transylvania Presbytery.

7.2 *Required Meeting Notice.* Notice of any meeting in which a sale of real property or change in the Bylaws is to be considered must include notice of such intended action.

7.3 *Medium of Meetings.* The Board and any committee of the Board may hold a meeting by electronic means if all members have reasonable notice of the electronic meeting (including any access procedures and passwords required), and the ability to discuss, deliberate, and vote on the business that comes before the meeting. A person's attendance in person or by electronic means constitutes his or her presence at the meeting.

7.4 *Voting.* Votes of the Board or any committee may be taken at a meeting of the Board or applicable committee or by electronic means. This provision shall be broadly construed to include electronic means in sufficiently common usage as to enable a voting member a reasonable opportunity to vote in an accepted fashion. Such Board votes shall occur at the discretion of the Chair or the Executive Director and committee votes shall occur at the discretion of the committee chair, and all such voting should concern only matters deemed by them to be non-controversial. Any Director may request that the vote occur by personal or electronic meeting instead of electronic voting. All Board electronic votes shall be sent only to the Secretary in the case of Board votes and to the committee chair in the case of committee votes, and the call for an electronic vote by the Chair, the Executive Director, or a committee chair shall specify what electronic means shall be used to vote and where it shall be transmitted (e.g., by email, with recipient's email address; by text, with recipient's phone number; by fax, with recipient's fax number, etc.). Unless otherwise stated in the call, an electronic vote shall be cast within forty-eight (48) hours after the call for a vote. The results of the vote shall be tallied by the Secretary and reported to the Chair or Executive Director in the case of a Board vote, or by the committee chair for a committee vote, and a record of the issue and the vote shall be made by the Secretary or the committee chair as the case may be. Electronic votes taken outside a meeting shall require a majority of the Board of Directors for a Board vote or a majority of the committee for a committee vote for approval.

7.5 *Notice.* Any notice required or permitted by these Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given by mail, email, fax, telegram, or any other electronic medium or method reasonably likely to provide actual notice. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the Corporation's records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the Corporation's records. If given by email or fax, the notice is deemed delivered on the day it is provided if it is delivered prior to 5:00 p.m. Eastern time on a business day, or if not delivered prior to such time, then the notice shall be deemed delivered on the next business day. If given by hand

delivery or commercial delivery service, the notice is deemed delivered on the day it is delivered to the person in hand or to his or her address as it appears on the Corporation's records. A person may change his or her address in the Corporation's records by giving written notice of the change to the Secretary of the Corporation.

7.6 *Written Waiver.* Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived. Any waiver or consent allowed or required for action under these Bylaws may be given by electronic form and delivered electronically.

7.7 *Waiver by Attendance.* A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

7.8 *Action Without a Meeting.* Any action that may be taken at a meeting of the Board or a committee of the Board may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all Directors or committee members are present and voting. The consent shall state the date of each Director's or committee member's signature. Prompt notice of the taking of any action by Directors or a committee without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Article VIII. Staff

8.1 *Officers of the Corporation.* The Board shall elect the officers of the Corporation. The officers of the Corporation shall include the Executive Director and such other officers as the Board may elect or appoint from time to time.

8.2 *Executive Director.* The Executive Director shall serve as the chief executive officer of the Corporation and shall be responsible to the Board for the administration of the business affairs and assets of the Corporation and for the employment and supervision of all other employees of the Corporation. The Executive Director shall not be a member of the Board, but shall attend all meetings thereof and shall have the privilege of the floor, without vote.

8.3 *Other Officers.* The Board shall, upon the recommendation of the Executive Director, elect such other officers deemed essential for management of the Corporation or required by law. The Board in conjunction with the Executive Director shall determine the title, duties, and compensation of such other officers.

Article IX. Indemnification and Insurance.

9.1 *Mandatory Indemnification.* To the extent permitted by law, the Corporation will indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this Article, an agent includes one who is or was serving at the Corporation's request as a Director, officer, partner, joint-venturer, limited liability company member, proprietor, trustee, or in like position of an enterprise.

9.2 *Pre-Conditions.* Notwithstanding the indemnification pursuant to section 9.1, the Corporation will indemnify a person only if he or she acted in good faith as determined by the Board or its designee and reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation that his or her conduct was in the Corporation's best interest; and (ii) in all other cases that his or her conduct was at least not opposed to its best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause as determined by the Board or its designee to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

9.3 *Expenses.* The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. However, the Corporation will not advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or on its behalf or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

9.4 *Expenses of Witnesses.* The Corporation will pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participant in a proceeding involving or affecting the Corporation when the person is not a named defendant, respondent, or responsible third party in the proceeding.

9.5 *Discretionary Indemnification.* In addition to the situations otherwise described in this Article, the Corporation may, at its discretion and pursuant to a majority vote of the Board, indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by section 9.2 above.

9.6 *Insurance.* To the extent permitted by applicable law, the Board shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any person who is or was a Director, officer, employee, committee member, employee, or agent of the Corporation, or who is serving or who has served in any such capacity in any other enterprise at the request of the Corporation, against any liability asserted against such person or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article X. IRC 501(c)(3) Tax Exemption Provisions.

10.1 *Limitations on Legislative and Political Activities.* No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

10.2 Prohibitions Against Private Inurement.

- a. *No Inurement.* The Corporation is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of an future federal tax code, and in the promotion of religious and charitable activities in accordance with the Corporation's Articles of Incorporation, as amended. The net earnings of the Corporation shall be devoted exclusively to religious, charitable, and educational purposes and shall not inure to the benefit of any private individual. No Director, officer, or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board; provided, however, that (i) reasonable compensation may be paid to any Director while acting as an agent, including consultant, contractor, or employee of the Corporation for services rendered in affecting one or more of the purposes of the Corporation; and (ii) any Director may, from time to time, be reimbursed for his or her actual reasonable expenses incurred in connection with the administration of the affairs of the Corporation.
- b. *No Loans to Directors or Officers.* No loans or advances, other than customary travel advances, shall be made by the Corporation to a Director or officer of the Corporation.

10.3 *Distribution of Assets.* Upon the dissolution of the Corporation, its assets remaining after the payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the following order of preference or priority: (a) to Transylvania Presbytery of the Presbyterian Church (USA), Inc., or its successor or

assign, if it shall then be a corporation qualified for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; if not, then (b) to the Presbyterian Church (USA), or its nominee or assign, if it shall then be a corporation qualified for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and if not, then (c) it shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of [Kentucky](#) and pursuant to the Articles of Incorporation, as amended, and any covenant agreement then in effect, if any. Any change to this Section 10.3 shall require the affirmative vote of the Board of Directors and the affirmative vote of Transylvania Presbytery.

10.4 *Further Prohibitions.* Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a non-profit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a non-profit corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI. Miscellaneous.

11.1 *Articles of Incorporation.* All references in these Bylaws to the Articles of Incorporation shall be to the Charter of Incorporation of Transylvania Presbytery Camp, Inc. filed September 12, 1955, in the office of the Secretary of State of the State of Kentucky, as the same has been amended from time to time thereafter.

11.2 *Fiscal Year.* The Board of Directors shall adopt a fiscal year for the Corporation by resolution of the Board and may change the same from time to time as they deem appropriate.

11.3 *Internal Revenue Code.* All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

11.4 *Governing Law.* These Bylaws shall be construed in accordance with the laws of the State of North Carolina and the United States of America, including but not limited to the North Carolina Nonprofit Corporation Act. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

11.5 *Legal Construction.* If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws.

11.6 *Amendment.* These Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted by approval of not less than two-thirds (2/3) of the Board members or by such greater percentage of the Board as may be required by applicable law. Any notice of a meeting at which these Bylaws are to be altered, or repealed, or new Bylaws adopted, or both, shall include notice of such proposed actions.

11.7 *Headings.* The descriptive headings of the articles, sections, and paragraphs contained in these Bylaws are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions of these Bylaws.

11.8 *Gender and Number of Words.* When the context requires, the gender of all words used in these Bylaws include the masculine, feminine, and neuter, and the number of all words includes the singular and the plural.

11.9 *Conflict.* If there shall be any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation, as amended, shall govern.

End of Bylaws

COVENANT AGREEMENT

This covenant agreement is an initial step, prior to any incorporation or formal non-profit status for Camp Burnamwood, to delineate the responsibilities of the Presbytery and the Camp in relation to one another.

This Covenant is an agreement between the Presbytery and Camp Burnamwood to affirm a present and historic relationship in which there is mutuality of purpose. To fulfill its role in its relation to the Presbytery, Burnamwood will operate under the sole direction of its Board of Directors, the members of which will be elected by its Board

The Promises and Assurances of the Presbytery to Camp Burnamwood.

A. The Presbytery encourages full use of Burnamwood by Presbyterian individuals and churches. The Presbytery recognizes Burnamwood as one of the entities with which it is in covenant relationship providing a variety of programs, including ecumenical programs with multiple denominations.

B. The Presbytery will use Burnamwood exclusively as a site for its summer camp program each year with first choice of summer dates to be determined by September 1 of the previous year and will encourage congregations and individuals within the presbytery to give Burnamwood first consideration for their programs, retreats, and conferences.

C. Recognizing that Burnamwood is serving the Presbytery's mission efforts as well as its own in operating the camp and that the prime and natural constituency for its financial support is among the churches and individuals within the presbytery, the presbytery affirms the right of the Camp to solicit funds within the presbytery consistent with any guidelines that may be established for such efforts within the presbytery.

D. The Presbytery will support Burnamwood, as able, in its annual budget and will encourage all churches in the presbytery to participate in the financial support of the Camp. The Presbytery currently contributes \$50,000 per year to support the Burnamwood budget. The Presbytery anticipates committing to this funding level for at least three years barring any unforeseen circumstances.

The Promises and Assurances of Burnamwood to the Presbytery.

A. The Burnamwood Board affirms its responsibility for the management and operation of the camp, including its financial management, and assumes the responsibility for the employment and compensation of the camp director as well as other staff in consultation with the Presbytery's Administration Commission. The Board will work with the Presbytery to form a 501(c)3 Burnamwood corporation.

B. The Board will maintain the real property, fixtures, equipment, and tangible assets of the camp in good working order and repair and will make improvements as finances allow and need requires.

C. To achieve these commitments, the Board will seek out opportunities for additional programs at the camp to serve its mission and increase its revenue stream and will undertake fundraising efforts to increase and broaden the donor base for the camp.

D. The Board will adopt governance and management systems in line with current practices for nonprofit corporations in bylaws, policies, record-keeping, and financial accounting and reporting, and will provide financial reports to the Presbytery not less often than quarterly, with periodic interim updates as needed, appropriate, or requested.

E. The Board will cooperate and collaborate with other commissions or entities of the Presbytery, seeking ways to support the Presbytery and its member churches through programs and opportunities which address the training, mission, and recreation needs of the Presbytery and its member churches.