By-Laws of Camp Mardela, Incorporated

ARTICLE 1 - INTRODUCTION

Section 1.1: Purpose

The purpose of Camp Mardela Inc. is 1) to encourage discipleship of Jesus Christ, 2) to facilitate growth and healing in each person's relationship with God, others, themselves, and the created world, 3) to provide summer camps and retreats for children, youth, adults and friends of Mid-Atlantic District Church of the Brethren, and 4) to provide rental facilities to other organizations and Churches.

Section 1.2: Statement of Corporate Entity

Camp Mardela Inc., hereinafter referred to as the "Corporation," is a nonprofit corporation organized under the laws of Maryland, pursuant to the Nonprofit Corporation Law of 1988. The Corporation's principal place of business and headquarters is located at 301 Deep Shore Road, PO Box 460, Denton, Maryland 21629.

ARTICLE II - MEMBERSHIP

Section 2.1: Members

The membership of the Corporation shall be comprised of all Church of the Brethren congregations of the Mid-Atlantic District Church of the Brethren, Incorporated.

Section 2.2: Voting Rights

All Congregations shall exercise their right to vote on affairs of the Corporation through the Board of Directors authorized to vote for the congregations with regard to the business of the area.

Section 2.3: Annual Report

The Annual Report will be given at the Mid-Atlantic District Conference held in October.

Section 2.4: Annual Retreat

The Annual Retreat of the Corporation shall be held annually at a place and time to be determined by the Board of Directors.

Section 2.5: Quorum

The presence of Directors entitled to cast at least a majority of the votes which all Directors are entitled to cast on the matters to be acted upon at the Annual Retreat or any special meeting of the Congregations shall constitute a quorum.

Section 2.6: Liability of Members

The Congregations of the Corporation shall not be liable for the debts, liabilities, or obligations of the Corporation.

Section 2.7: Powers Reserved

Absent specific approval of the membership, the Corporation may not 1) sell real estate

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belonging to the Corporation; 2) convey a security interest in real estate of the Corporation with a value greater than $250,000.00; or 3) incur debt on behalf of the Corporation in an amount greater than $250,000.00.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1: Board of Directors' Authority

The Board of Directors shall hold all authority of the Corporation as provided by the laws of the State of Maryland, pursuant to the Nonprofit Incorporation Laws of the State of Maryland, except to the extent that such power of authority is reserved under Section 2.7 herein. Specifically, but without limiting the above grant of authority, the Board shall 1) appoint and remove corporate officers and employees, 2) delegate such authority as it from time to time deems prudent and necessary, 3) provide for the safe keeping of corporate property, 4) prepare, maintain and safeguard appropriate corporate records, and 5) otherwise operate the affairs of the Corporation in pursuit of the purpose set forth in Section 1.1 herein.

Section 3.2: Board Composition

There shall be a Board of Directors consisting of nine to eleven (9-11) Directors and three (3) ex-officio members:

(a) Nine to eleven (9-11) members of the Board of Directors shall serve terms of office of not more than three (3) years. The terms of the Board of Directors shall be staggered so that not more than four (4) Directors' terms shall expire in any one year. There shall be no limit to how many terms a Director may serve, with the exception that no Director may serve more than two (2) consecutive terms. All terms shall begin on January 1, except as allowed in Sections 3.5 and 3.6 herein.

(b) Directors shall be elected, one (1) Member by each of the Area One Congregations. Nomination and election of three (3) At-Large Board Members shall be the privilege and responsibility of the Mid-Atlantic District.

(c) The Corporation's Camp Administrator, Treasurer, and District Executive shall serve as ex-officio members of the Board of Directors. There shall be no limit to the number of terms that these members may serve.

(d) The Corporation's Board Chairperson shall serve as non-voting member of the Board, but may vote in the event of a tie. The Board of Directors at the November meeting each year shall elect the Board Chairperson for the coming year. The terms of office will be the same as for voting members of the Board of Directors as given in Section 3.2(a).

Section 3.3: Qualifications

All of the Directors of the Corporation's Board shall be adult individuals who are members or associate members of a Church of the Brethren congregation in the Mid-Atlantic District.

Section 3.4: Selection of Directors

When a Director's term expires, the represented Church shall elect a replacement prior to the November Camp Board meeting of each year according to section 3.2(a), above.

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Section 3.5: Vacancies

In the event a Director resigns, is unable to serve, or otherwise vacates the position of Director or Treasurer prior to the expiration of his or her term of office, the remaining members of the Board of Directors shall appoint a successor to serve the unexpired term.

Section 3.6: Removal from Office

If any Director or the Treasurer fails to attend three regularly scheduled meetings in a twelve month period, the Board of Directors may, in their sole discretion, without notice, declare the board Director's position vacant, and proceed in accordance with Section 3.5 herein.

Section 3.7: Personal Liability of Board Members

A Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or failure to take action unless 1) the Director or Treasurer has breached or failed to perform the duties of his or her office as provided by the Nonprofit Incorporation Laws of the State of Maryland; and 2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 3.8: Indemnification in Third Party Proceedings

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit of proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact the he or she is or was a representative or the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumptions that the person did not act in good faith and in a manner which he or she reasonable believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3.9: Indemnification in Derivative Actions

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action to suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Corporation, and expect that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Caroline County or the court in which such action or suit was brought shall

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determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 3.10: Mandatory Indemnification

Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suite, or proceeding referred to in either Section 3.8 or Section 3.9 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection therewith.

Section 3.11: Determination of Entitlement to Indemnification

Unless ordered by a court, any indemnification under Section 3.8 or Section 3.9 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or

(b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested board Directors so directs, by independent legal counsel in a written opinion.

Section 3.12: Advancing Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in Paragraphs 3.8, 3.9, and 3.10 above.

Section 3.13: Indemnification of Former Representatives

Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 3.14: Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person or incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

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Section 3.15: Reliance on Provisions

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provide by this Article.

ARTICLE IV - OFFICERS

Section 4.1: Enumeration

The officers of the Corporation shall be as follows: Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 4.2: Selection of Officers

The Board of Directors shall elect the Chairperson, Vice Chairperson, Secretary and Treasurer for a term of one (1) year. Such election shall take place at the November meeting of the Board of Directors. The Treasurer position will be filled annually by majority vote of the Board of Directors.

Section 4.3: Duties of Corporate Officers

Chairperson -The Chairperson shall preside at all Board and executive committee meetings of the board, and shall call special meetings when necessary.

Vice Chairperson - The Vice-Chairperson shall serve in the place of the Chairperson in the Chairperson's absence.

Secretary - The Secretary shall keep the minutes and records of all Board and executive committee meetings, shall send out such notices as may be required by law or by these By-Laws to the Board of Directors, and shall perform generally all duties incidental to the office of Secretary.

Treasurer - The Treasurer shall serve as a non-voting, ex-officio member of the Board of Directors and the executive committee. The Treasurer shall supervise the accounting for all monies received and disbursed by the Corporation, and shall supervise the preparation of a report with respect to the same, which report shall be presented at the regular board meetings of the Corporation, and at any special meetings for which special reports have been requested. Working in conjunction with the Corporation's Board of Directors Chairperson, the Treasurer will secure a review or full annual audit of the Corporation's financial records and bookkeeping as determined by the Directors. This audit or review report shall be presented to the Board of Directors at the Annual Retreat of the Corporation, and also included in the Annual Report to the Mid-Atlantic District Conference in compliance with Section 2.3.

ARTICLE V - COMMITTEES

Section 5.1: General Powers

A. The management of the business and affairs of the Corporation shall be assisted and supported by Standing and Special Committees of the Board of Directors. Each Committee shall advise, make recommendations to, and generally assist the Board of Directors in carrying out its responsibilities within the functional area assigned to such Committee. The Board of Directors may delegate to the Committees any of the powers of the Board of Directors except the power to amend the By-Laws or approve any merger, or any other power prohibited to be delegated by the laws of the State of Maryland, as from time to time amended.

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B. Each Committee also shall exercise such administrative powers, duties and possibilities as may be assigned to it by these By-Laws or by resolution of the Board of Directors, subject, however, to the overall supervision and direction of the entire Board of Directors.

Section 5.2: Standing Committees

The Standing Committees of the Board shall consist of the Executive Committee, Finance Committee, Fund-Raising Committee, Long-Range Planning Committee, and Property Committee. The Directors may, by resolution, establish and constitute new Standing Committees or reorganize or abolish existing Standing Committees, provided, however, that the Executive Committee shall not be abolished or substantially altered except by amendment to these By-Laws. Each Standing Committee shall have such administrative powers, duties and responsibilities as are assigned to it by these By-Laws or by resolution of the Directors.

A. **Executive Committee**: Prepares the Agenda for Board meetings, proposes action on items of major importance/expense, and deals with emergency decisions when a meeting of the full Board is impractical. Committee Members may include: Board Chair, Vice Chair, Administrator, and Treasurer with the chairs of other Standing Committees on call.

B. **Finance Committee**: Prepares the annual Budget, provides a financial report for Board meetings, authorizes an annual independent examination of the financial records and oversees income and expense disbursements. Committee Members may include: Board Chair, Administrator, Treasurer and such additional personnel as the Board deems necessary from time to time.

C. **Fund-Raising Committee**: Initiates and oversees fundraising events. Committee Members may include: Board Chair, Administrator, Treasurer and other persons, as the Board deems necessary from time to time.

D. **Long-Range Planning Committee**: Provides a well-considered framework for future action in both personnel and property management. Committee Members may include: Board Chair, Administrator and other persons as the Board deems necessary from time to time.

E. **Property Committee**: Provides a program of maintenance for buildings, grounds and machinery, works with volunteers, paid staff and contractors to ensure economical operation of the physical plant. Committee Members may include: Administrator, Board Chair and other persons as the Board of Directors may appoint from time to time.

Section 5.3: Meetings

Each Committee shall meet as often as is reasonably necessary or desirable to accomplish its purposes. Except as otherwise provided by resolution of the Directors, each Committee may fix or change, by resolution, the number, place, date and time for the holding of its meetings without other notice than such resolution; and each Committee may adopt rules providing reasonable notice of its meetings to its members which are not inconsistent with

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these By-Laws.

Section 5.4: Organization And Conduct Of Meetings

The Chairperson of the Board of Directors shall serve as the Chairperson of the Executive Committee. In all other cases, each Committee shall appoint a Chairperson from among its members. The Committee Chairperson shall preside over any meeting of the Committee and shall regularly report to the Board of Directors on such Committee's proceedings, decisions, and actions, but if the Committee Chairperson is not present, the members of the Committee shall choose a Chairperson for such purposes. The Chairperson of the meeting shall appoint a Secretary of the meeting.

ARTICLE VI - CONDUCT OF MEETINGS

Section 6.1: Venue

Regular meetings of the Board of Directors shall be held no less frequently than nine times a year at the Corporation's principal place of business or other location selected by the Directors. Notice of such meetings may be as determined by the Directors.

Section 6.2: Special Meetings

Special meetings by the Board of Directors may be called by the Chairperson, the Vice-Chairperson, or by agreement of at least a two-thirds (2/3) majority of all Directors. Written notice of such special meeting shall be mailed or electronically distributed to each Director and ex-officio members not less than five (5) days prior to the special meeting.

Section 6.3: Rules of Order

Robert's Rules of Order shall govern the conduct of all meetings or such alternative rules as may from time to time be adopted by the Corporation's Board.

ARTICLE VII -CORPORATION PROPERTY

Section 7.1: Property Held in Trust

All property of the Corporation shall be held in trust and used to further the purpose of the Corporation as set forth in Article 1.1 herein.

Section 7.2: Title to Corporate Property

Legal title of corporate property shall be held in the name of the Corporation.

Section 7.3: Disposition of Property Upon Dissolution

In the event the Corporation ceases to utilize corporate property pursuant to Section 6.1 above, title to such property shall be conveyed as directed by the Mid-Atlantic Congregations at the Annual Retreat or a specially called meeting. However, in the absence of such direction, such property shall be conveyed to the Mid-Atlantic District.

ARTICLE VIII - AMENDMENT OF BY-LAWS

Section 8.1: Power to Amend

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The Board of Directors of the Corporation shall hold exclusive authority to amend the By-Laws of the Corporation. Such amendment shall require an affirmative vote of two-thirds (2/3) of all Directors present and authorized to vote at the Annual Retreat, or at such other time and place as may be selected by the Directors.

Section 8.2: Power to Propose Amendments

The Board of Directors may make proposals for amendment of the By-Laws by resolution and, in addition such proposals may be made by petition of the Directors entitled to cast thirty percent (30%) of the votes by which all members are entitled to cast. In any event, written notice and copies of any proposed By-Law amendments shall be mailed or electronically distributed to all members of the Board of Directors at least thirty (30) days prior to the meeting at which such amendments will be considered.

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