

RESTATED ARTICLES OF INCORPORATION
PARK RIVER LUTHERAN BIBLE CAMP

ADOPTED November 14, 1989

ORIGINALLY INCORPORATED December 23, 1940

FILED with the State of North Dakota

Article I. Name and Location

The name of the association shall be the Park River Lutheran Bible Camp, Inc., and its principle place of business shall be the County of Walsh, in the State of North Dakota.

Article II. Statement of Faith

This association believes and confesses that the Holy Scriptures, the canonical books of the Old and New Testament, are the Word of God and therefore, the only source and rule of faith, doctrine, and life.

This association accepts and holds the Apostolic, Nicene, and the Athanasian creeds and also the unaltered Augsburg Confession and Luther's Small Catechism. Nothing contrary to these confessions shall be taught either in sermons or in other instruction.

Article III. Purpose

The purpose of the Park River Lutheran Bible Camp Corporation shall be to establish and maintain a camping retreat and outdoor ministry program which shall be in harmony with the Christian faith in hope that people will be brought to a saving faith in Jesus Christ; and to promote Bible study, worship, and fellowship that believers be edified and better equipped for Christian service.

Article IV. Terms of Existence

- 1) The period of duration of corporate existence shall be perpetual.
- 2) In the event that circumstances warrant dissolution, the Board of Directors' holds the authority to recommend such action to the corporate assembly.
- 3) In the event of dissolution, it shall be the final Board of Directors' job to settle all accounts, liquidate remaining assets and distribute proceeds to remaining congregations.

Article V. Ownership and Membership

- 1) The ownership of this corporation shall be vested in the Park River Lutheran Bible Camp, Inc. The membership of the corporation shall be the congregations of the Evangelical Lutheran Church in America that seek membership in the corporation as defined in the Bylaws. Also, other Lutheran congregations that seek membership in the corporation as defined in the Bylaws. The percentage of non-ELCA Board members (or directors) cannot exceed the percentage of non-ELCA congregations in membership.
- 2) The voting membership of the corporation shall consist of:

- a. Members of the Board of Directors
 - b. Lay delegates selected by each member congregation
 - c. Pastors of member congregations
- 3) Each delegate shall receive one vote, and each pastor shall receive one vote at the annual assembly or any special meeting. Each board member also receives one vote.

Article VI. Management

- 1) The control and management of the operation and administration of this corporation shall be vested in the Board of Directors.
- 2) All candidates for the Board of Directors shall be chosen from member congregations.
- 3) Inurement of Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- 4) Legislative or Political Activity. No 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 5) Operational Limitations. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Law).

Article VII. Officers

- 1) The Board of Directors shall elect annually from the Board of Directors' roster, the following officers:
 - a. Chairperson; who shall also be chairperson of the Board of Directors and its Executive Committee.
 - b. Vice-chairperson
 - c. Secretary

- 2) Board shall elect annually a Treasurer, which may or may not be a Board member.
- 3) A quorum for each Board meeting consists of one-half of the Board of Directors.
- 4) The term of office shall be one year for officers of the Board of Directors.

Article VIII. Original Board and Board of Directors Overseeing Revision of Constitution

- 1) Members of the original Board of Directors:
 - Albert Fagerholt, Hoople
 - Rev. S.O. Hilde, Langdon
 - Rev. Herbert S. Larson, Fairdale
 - Alton Thorson, Edinburg
 - Rev. Oscar R. Swenson, Hoople
 - Carl Egeland, Grafton
 - Nels Folson, Hoople
- 2) Members of the Board of Directors overseeing revision of constitution:
 - Floyd Gemmill, Fordville
 - Lee Laaveg, Hoople
 - Dan Kordahl, Walhalla
 - Jay Skorheim, Adams
 - Joel Hylden, Park River
 - Lany Johnson, Fairdale
 - Kenny Johnson, Grafton
 - Duane Walker, Hoople
 - Kathy Hofftnan, Fordville
 - Barb Nelson, Park River
 - Bennie Langerud, Hoople
 - Shelly Skibicki, Fordville
 - Orv Kjelland, Park River
 - Joneen Richards, Cavalier
 - Vance Toivonen, Osnabrock
 - Marco Eklund, Walhalla
 - Francis Gallagher, Grafton

Article IX. Administration

- 1) The Director of Ministries shall be the managing coordinator of the corporation with duties as set forth by his/her job description.
- 2) The Director of Ministries shall be selected by the Board of Directors.
- 3) The Director of Ministries shall be an ex-officio member of the Board of Directors.

Article X. Stock

The corporation shall not issue corporate stock.

Article XI. Liability

The members of the corporation shall not be personally liable for corporate obligations.

Article XII. Amendment

The Constitution may be amended in the following way:

- 1) These articles may be amended by introduction of a resolution to that effect at an annual meeting of the corporation and acted upon at the next annual meeting.
- 2) Notice of a proposed amendment to the constitution shall be mailed to each member congregation 30 days prior to the date of the annual meeting. The amendment is to be proposed and ratified without change at two consecutive annual meetings.
- 3) Approval of said amendments to be by a two-thirds vote of voting membership present at both annual meetings.
- 4) Article II shall be unalterable.

Article XIII. Bylaws

- 1) The corporation shall adopt such bylaws as may be needed from time to time. Bylaws shall not conflict with the provisions of the Constitution.
- 2) Amendments to these Bylaws may be made at any special or annual meeting of the corporation by a simple majority vote of those present and voting. The Board of Directors may recommend any amendments to these Bylaws they see necessary.

**Bylaws of the
Park River Lutheran Bible Camp, Incorporated**

Article I. Park River Lutheran Bible Camp's Annual Corporate Assembly

1) The current voting membership shall be as follows:

- a. One pastor and two delegates from each member congregation which has paid its dues current. If a congregation's membership exceeds 500 confirmed members, that congregation is entitled to one additional delegate per additional 500 members, or fraction thereof.
- b. Dues for a member congregation shall be not less than \$1.00 per confirmed member, with a minimum of \$100.00 to be paid to Park River Lutheran Bible Camp, Incorporated, annually.
- c. The secretary shall keep a current list of all members of this corporation and issue membership certificates annually to each member congregation.
- d. Current membership shall be defined as:
- e. Dues paid in full for the preceding fiscal year.
- f. Those not paid in full shall be advisory members (voice but no vote).

2) Meetings of the Corporate Assembly

- a. An annual meeting of the members of the Corporation shall be held each year in ~~November~~ January, and such date and place shall be determined by the Board of Directors for each year. Notice of such annual meeting shall be given to each member congregation at least four weeks prior to the meeting.
- b. The quorum for any meeting of the Corporate Assembly shall be 25 voting members.
- c. Each voting member shall be entitled to one vote. In the following cases, the vote shall be by ballot:
 - i. To adopt or amend the Article of Incorporation
 - ii. To adopt or amend the Bylaws of this Corporation
 - iii. For purchase or sale of real estate
- d. Within thirty days of the annual meeting, the Board of Directors shall be responsible for determining the current membership.

- e. The order of business of the annual meeting of the association shall be as follows: devotions, secretary's minutes of annual meeting, treasurer's report, chairman's report, other reports, old and new business.
- f. Business meetings will be conducted following "Robert's Rules of Order."

3) Special meetings of the corporate Assembly

- a. Special meetings of the Corporate Assembly may be called by:
 - i. Petition of at least 6 members of the Board of Directors of the Corporation.
 - ii. A petition duly signed by Executive Committees of five member congregations.
- b. The notice of said meeting shall be given in writing to each member congregation at least two weeks prior to the meeting.
- c. The notice shall state the specific purpose of the meeting, and that meeting will be limited to the consideration of said item.

4) Corporation Assembly Responsibilities

- a. They shall elect members to the Board of Directors and to the nominating committee.
- b. They shall adopt an annual budget for the Corporation, including the dues to be assessed from the membership.
- c. They shall hear reports from the Board of Directors, and the Director of Ministries, and acquaint themselves with the progress, objectives, conditions, and needs of Park River Lutheran Bible Camp.
- d. They may provide direction or make recommendations to the Board of Directors, as they deem advisable.
- e. They must vote on the amendments proposed for the articles of Incorporation and the Bylaws of the Corporation.

5) Nominating Committee

- a. The nominating committee shall consist of four members. They shall report to the next annual meeting of the Corporate Assembly.
- b. Three members shall be elected by the Corporate Assembly, representing a wide

geographical area. The Chairperson of the Board of Directors shall be the fourth member of the nominating committee.

- c. The normal term for members of the nominating committee shall be one year.
- d. The nominating committee shall present two nominations for each vacancy on the Board of Directors taking into consideration the Bylaw requirements for representation of the Board of Directors, Article II, Section 1.
- e. The functioning nominating committee will present at least three nominations for future nominating committee.

6) Nominations from the floor

All elections by Corporation Assembly are open for nominations from the floor within the Bylaw requirements for representation, Article II, Section 1.

7) Power of Appointment

The chair person of the Board of Directors shall have the power of appointment to fill vacancies within the committees of the Corporation Assembly with the exception of the nominating committee.

8) Proxy Vote

No vote by proxy or absentee ballot shall be allowed in the Corporation Assembly.

Article II. The Board of Directors

1) Membership of the Board of Directors

- a. The Board of Directors shall consist of no more than eighteen voting members, elected from member congregations.
- b. Other types of membership: Ex-officio members and advisory members with voice and no vote.
- c. There shall be no more than three clergy on the Board of Directors at any one time.
- d. Candidates for board members must be members of a member congregation for a minimum of one year.
- e. Vacancies on the Board of Directors, nominating committee, or other committees shall be filled by the Board of Directors. Said appointments to be for the unexpired term of the person replaced.
- f. Election shall be conducted in such manner that no more than six members are

elected to three-year terms each year.

- g. Advisory members of the Board of Directors shall be the following who will have voice but no vote:
 - i. The Director of Ministries
 - ii. Any person or persons so appointed by the Board of Directors

2) Chairperson

The chairperson of the Board of Directors shall preside at all meetings of the Corporation and the Board of Directors and its Executive Committee. He/she shall perform all the duties required by the Articles of Incorporation and the Bylaws and/or as directed by the Board of Directors. He/she shall have the general powers and duties of supervision and management usually vested in the office of chairperson of the Corporation. He/she shall be an ex-officio member of all committees. In the event of a vacancy in the office of chairperson, the Board of Directors shall elect a new chairperson.

3) Vice-Chairperson

In the absence or disability of the chairperson, the vice-chairperson shall perform the duties and exercise the powers of the chairperson and shall perform such other duties as the Board of Directors shall prescribe.

4) Secretary

The secretary of the Board of Directors shall serve as secretary of the Corporation Assembly, the Board of Directors, and its Executive Committee. He/she shall have custody of the official minutes. He/she shall fulfill such other responsibilities that may be required by the Articles of incorporation and the Bylaws, or as directed by the Board of Directors. In the absence of the secretary, the chairperson may appoint a temporary secretary. If a vacancy in the office of secretary occurs, the Board of Directors shall elect a new secretary.

5) Treasurer

The treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation. He/she shall deposit all money and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the Directors at regular meetings an accounting of his/her transactions as treasurer. When counting offerings, the treasurer shall be assisted by one additional person appointed by the Board of Directors. Treasurer shall be bonded.

6) Power and Authority of the Board of Directors

As provided in the Articles of incorporation and/or in these Bylaws, the Board of

Directors and the officers of the Corporation, shall have charge of the disposition and management of properties, funds, gifts, and legacies belonging to the Corporation; shall keep the buildings and other property of the Corporation in good repair; shall procure needed equipment; shall adopt rules and regulations which may be necessary for the efficient organization and administration of the program; shall make provisions for the performance of such services in connection with the conduct of the program as it deems necessary.

7) The Executive Committee

The Board of Directors may designate two or more of their number to constitute an Executive Committee. The Executive Committee shall have and exercise the authority of the Board in management of the business of the Corporation. Any such Executive Committee shall act only in the interval between the meetings of the Board, and shall be subject to the control and direction of the Board at all times.

8) Committees

The Board of Directors may create or dissolve any committees for the purpose of carrying out its responsibilities. Their authority and responsibility shall be from and to the Board of Directors.

9) Vacancies

- a. The Board of Directors shall have power to fill vacancies on the Board, to fulfill the unexpired term of the vacant office.
- b. If a board member is absent without excuse three consecutive meetings, his office may be declared vacant by the Board of Directors. He shall be notified by the secretary of the Corporation after the second meeting concerning his absence. If the office is declared vacant following his third absence, he must be notified in writing. If the office of Director or an officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removed from office, or otherwise, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
- c. Any person filling an unexpired term shall be eligible for election to a full three-year term of office.

10) Term Limits

A member in good standing may be elected to the Board of Directors for a three year term. Said Board member may be elected to another three year term, thus completing two consecutive three year terms. Said Board member must then leave the Board for one year and may run for another three year term after said year was up.

- 11) The meetings of the Board of Directors shall occur every four months at minimum and

may be conducted by electronic means in accordance with additional rules of conduct determined by the board in advance of the electronic meeting.

Article III. Administration

1) Director of Ministries

- a. The Director of Ministries shall be the executive head of Park River Lutheran Bible Camp, Inc. He/she shall report to the Board of Directors, as required by them, concerning the work and needs of the program.
- b. The Director of Ministries shall be responsible for carrying out the policies and directives of the Board of Directors.
- c. The Director of Ministries shall be subject to annual formal evaluation by the Board of Directors.
- d. The Director of Ministries shall cause to be prepared a budget for approval.
- e. In case of a vacancy in the office of Director of Ministries, the Board of Directors shall appoint an acting director who shall serve until the new Director of Ministries has been "called."

Article IV. Amendments

- 1) Amendments to these Bylaws may be made at any annual or special meeting of the Corporation by a simple majority vote of those present.

Article V. Fiscal Year

- 1) Fiscal year of Park River Lutheran Bible Camp was formerly October 15 to October 14. In 1995, the fiscal year was amended to the calendar year.