

**Bylaws of
Friends of Kaleo Inc.**

ARTICLE I: NAME AND LOCATION

The name of this organization shall be Friends of Kaleo Inc.. The address for the purposes of all banking and paperwork shall be 837 Armour Road, Monticello, GA 31064.

ARTICLE II: PURPOSE

Friends of Kaleo seeks to sustain the ministry of Camp Kaleo Retreat Center through fundraising, promotion of a discipling/learning environment, and support to campers and staff by investing resources towards efforts which enable the vision of Kaleo.

ARTICLE III: EXECUTIVE BOARD

III.1: Members:

The executive board of Friends of Kaleo is made up of five officers and four at-large members. All nine members have voting power with regards to all items which require a vote. The roles of the five officers are discussed in detail below. The four at-large members are additional members of the board and have the freedom and flexibility in their roles to help the board as needed, essentially providing assistance to tasks as required by the board.

The current director of Camp Kaleo shall also be an ex-officio member of the board. They will not have voting power, but will consult with the board and Friends of Kaleo at large to provide input to help guide the organization in directing focus for the needs of Camp Kaleo.

III.2: Officers:

The officers of the Executive Board shall be elected by the voting membership at the annual meeting. The Executive Board shall be made up of five elected positions: President, Vice President, Secretary, Treasurer, and Head of Communications.

III.3: President:

The President shall be the chief executive officer of Friends of Kaleo, shall organize and preside over all Board meetings, and work in direct conjunction with the Camp Director of Camp Kaleo to determine necessary special projects and how to best utilize funds raised through Friends of Kaleo. The president shall review with all other officers prior to the executive board meetings to determine the agenda for the meeting. The president shall remain in communication with all other officers throughout the year to ensure Friends of Kaleo continues to achieve its stated purpose.

III.4: Vice President:

The Vice President shall organize all in-person events, including staff reunions, banquets, in-person board meetings, and work days at Camp Kaleo (organization of work days shall be done in conjunction with the director of Camp Kaleo). If the President is unable or unavailable to perform their duties in leading board meetings, the Vice President shall fulfill those roles for the time that the President is unable to do so.

III.5: Secretary:

The Secretary shall keep meeting minutes during board meetings, send reminder correspondence to the board for meeting dates, follow-up with any action items that were discussed during board meetings, and keep the contact information of all board members up-to-date. The Secretary shall also maintain the membership database of Friends of Kaleo, updating it as new members join and leave.

III.6: Treasurer:

The Treasurer shall take charge of all funds generated by donations to Friends of Kaleo, including tracking how the funds are spent. They shall make and maintain the budget for the organization. All membership dues shall be logged and tracked by the Treasurer. Any and all IRS forms and non-profit organization forms shall be completed and maintained by the Treasurer. The Treasurer shall generate an annual financial report to be shared with all members of Friends of Kaleo.

III.7: Head of Communications:

The Head of Communications shall generate and send out monthly email updates to all members of the Friends of Kaleo organization. These emails shall apprise all members of upcoming events, special projects, due benefits, etc. The Head of Communications shall also lead a team to generate and maintain a website for the organization. Any social media presence for Friends of Kaleo shall be under the leadership of the Head of Communications. The Head of Communications shall also check the Friends of Kaleo email regularly to communicate with members as required.

III.8: Special Committees:

The Executive Board has the power to form short-term, ad-hoc committees for specific purposes. These committees are only created for the specific purposes that the board has determined and, once their reason they were formed is completed, shall then be dissolved.

III.9: Election of Board Members:

The Executive Board shall submit any board opening and the date of election to the membership by May 1 for nomination. Nominations may be made by any voting member and are to be submitted by June 1. The Executive Board shall compile and communicate the slate of nominations to the voting membership by August 1. Election shall take place at the Annual Meeting. Absentee ballots shall be accepted but must be signed and received by the annual meeting date.

Elected officers shall be determined by those voting members present and by the absentee ballots received.

The voting members of Friends of Kaleo vote members to the executive board. From there, the board itself votes for the individual officer positions from the members of the board.

III.10: Term Lengths:

The officers of the Executive Board shall serve a staggered three-year term.

For the initial Executive Board, the Organizing Board shall present nominations to the voting membership at the annual meeting. In order to properly stagger the terms this initial Executive Board shall serve as follows:

Initial One Year Term, November 2023 to November 2024

Chair #1 – Ed Barnes (Rocko), At-large

Chair #2 – Jason Strickland (Yabba), At-large

Chair #3 – Mallory White (Dori), At-large

Initial Two-Year Term, November 2023 to November 2025

Chair #4 – Jason Duke (Sky), Treasurer

Chair #5 – David White (Swift), At-large

Chair #6 – Josiah Helms (Viper), At-large

Initial Three-Year Term, November 2023 to November 2026

Chair #7 – Jim Strickland (Iceman), President

Chair #8 – Zach White (Wizard), Secretary

Chair #9 – Hope Castillo (Bongo), Vice-President/Communications

III.11: Resignation Process for Executive Board Members:

Any Executive Board member may resign at any time by delivering written notice to the President or the Secretary.

III.12: Removal Process of Executive Board Members:

An Executive Board member may be removed from office upon the vote of a majority of the remaining Executive Board Members.

III.13: Compensation/Salary:

The members of the Executive Board shall not receive any salary for their services. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

ARTICLE IV: MEMBERS AND MEMBERSHIP

IV.1: Means to Membership:

Membership in Friends of Kaleo is open to anyone who desires to support Camp Kaleo and its mission.

IV.2: Types of Membership:

Two types of membership are available, which both require payment of annual dues as recommended by the Board of Directors of Friends of Kaleo and approved by the voting membership. Dues are to be paid by August 1 for a given membership year to be considered a member for that same membership year.

One membership is available to anyone interested in becoming a member of Friends of Kaleo, called "General Member". The second type of membership is only available to staff members currently working at Camp Kaleo, called "Current Staff Member". The differences in these memberships is explained below.

IV.3: Membership Year:

The Friends of Kaleo membership year shall be defined as one calendar year from when dues are paid.

IV. 4: Rights of Membership:

Members of Friends of Kaleo have the following rights:

- Proposing amendments to the Friends of Kaleo Bylaws
- Electing the Executive Board
- Approving the level/amount of annual dues
- Voting on other issues as deemed necessary and presented by the Executive Board
- Attending the annual Friends of Kaleo meeting and any special called meetings of Friends of Kaleo
- Serve on the Executive Board

Note that Current Staff Members are not able to serve as Executive Board Members. Once a Current Staff Member no longer works at Camp Kaleo, they can transition to being a General Member. At that time, they are eligible to serve on the Executive Board.

All members shall also be included in any general communication (e.g. newsletters) made by Friends of Kaleo.

IV.5: Benefits of Membership:

Membership in Friends of Kaleo shall not result in any financial or material benefits to the member.

IV.6: Dues:

The cost of a yearly membership for General Members is \$75. The breakdown of where this membership cost is utilized by Friends of Kaleo is as follows: \$25 for Camp projects, \$25 for camper scholarships, \$25 for administrative fees. For Current Staff Members of staff at Camp Kaleo, the cost for membership during the years they serve on staff is \$25. Once a staffer is no

longer working at Camp Kaleo, they will be required to pay the full yearly membership cost in order to retain membership status.

IV.7: Termination or Reclassification of Membership:

Either General or Current Staff membership of Friends of Kaleo may be terminated at the request of the member or due to death. Reclassification of membership may occur annually based on the member's status as a current staff member of Camp Kaleo.

ARTICLE V: MEETINGS

V. 1: Meetings:

An Annual Meeting of the voting membership shall be held in the Fall of each year at Camp Kaleo. The exact date shall be set and communicated by the Executive Board to the membership no later than May 1. During this meeting Executive Board officer positions will be elected as required.

Regular executive board meetings will take place as determined by the executive board and as the need arises.

V.2: Special Meetings:

Special called meeting of the voting membership may be called when deemed appropriate by the Executive Board. A 30 day notice of the meeting must be given to all voting members. This notice may be in the form of a letter, email text message or phone call.

V.3: Quorum:

The quorum consists of those voting members present at properly scheduled or called meetings. If a quorum is present when a vote is taken, the affirmative vote of the majority of the voting membership present is the act of the membership unless the articles of these bylaws require the vote of a great number.

V.4: Rule of Order:

Robert's Rules of Order, Revised, shall be the authority for parliamentary rule of procedure for meetings.

ARTICLE VI: PROGRAM OF WORK

VI.1: Raising of Funds:

The program of work for Friends of Kaleo shall be to raise funds for use by Camp Kaleo and its ministry through membership dues, donations, and special fundraisers. The funds shall be used in the following general areas:

- Capital projects for Camp Kaleo Retreat Center, determined in conjunction with the camp director.

- Scholarships for campers to attend Camp Kaleo Retreat Center (to be distributed to campers at the discretion of the camp director).

VI.2: Fellowship:

Friends of Kaleo shall also be a way for former camp staffers, camp directors, camp missionaries, camp nurses, camp cooks, campers, and anyone else who loves Camp Kaleo to stay in touch with each and the goings-on at the Camp Kaleo Retreat Center. This shall be achieved through the means previously discussed in these Bylaws.

ARTICLE VII: FINANCIAL RESPONSIBILITIES

In all financial dealing, appropriate accounting standards shall be followed. Receipts shall be issued for monetary contributions. All funds shall pass through the treasury with appropriate accounting records maintained. An annual financial report shall be prepared by the Treasurer and presented to all members (voting and non-voting). Treasury funds may be used to cover reasonable and normal operating expenses. The fiscal year of Friends of Kaleo will follow the calendar year.

ARTICLE VIII: CONFLICTS OF INTEREST

VIII.1: Policy:

The decisions of the Executive Board members officers shall not result in something that conflicts with the purpose or mission statement of the Friends of Kaleo. This includes excess benefit transactions or the private benefit of a director or officer.

VIII.2: Violations:

Any violations of the conflict of interest policy shall be discussed and resolved by the executive board should the need arise.

ARTICLE IX: ADOPTION AND AMENDMENTS

IX.1: Adoption of Bylaws: These Bylaws shall be considered to be initially adopted and in effect when two-thirds of the founding Executive Board of Friends of Kaleo vote in favor of adoption in an appropriately scheduled meeting with the Executive Board present.

IX.1: Amendments of Bylaws: Proposals for amendments to the Bylaws shall be provided to the Executive Board for approval before it is put forward to the full membership. A two-thirds majority of the Executive Board must approve the proposed amendment. At that time, these Bylaws may be amended, altered, or repealed by a two-thirds vote of the Friends of Kaleo membership at an appropriately scheduled meeting. Written notice of the specific change(s) must be provided to the voting membership 30 days prior to the vote.

ARTICLE X: DISSOLUTION

In the event that the Friends of Kaleo must be dissolved for any reason, all remaining funds of the organization shall go to Camp Kaleo, once any remaining expenses of Friends of Kaleo have been paid. If Camp Kaleo and Friends of Kaleo are both dissolved, all remaining funds of the organization shall go to the Georgia Baptist Mission Board and the Cooperative Fund of Georgia.