

**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

II.1: Purpose:

Friends of Kaleo seeks to sustain and manage 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.

II.2: A Non-Political Non-Profit Organization:

No substantial part of the activities of Friends of Kaleo shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and it 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. Friends of Kaleo shall not carry on any activities not permitted to be carried on 1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or 2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of, or be distributable to its executive board or members, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Friends 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.

He or she shall have other duties as may be required by law, by these bylaws, or which may be prescribed from time to time by the executive board. Unless another person is appointed as President, the President (or their designated proxy from another executive board member) shall preside as Chair at all meetings of the Board. Except as otherwise expressly provided by law, or these bylaws, the President, or another board member appointed by the executive board, shall, in the name of Friends of Kaleo, execute such bonds, contracts, checks, or other instruments which may from time to time be authorized by the executive board.

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.

The Treasurer (or their designated proxy from another executive board member) shall: Have charge and custody of, and be responsible for, all of monetary funds of Friends of Kaleo, and deposit all such funds in the name of Friends of Kaleo in such banks, trust companies, or other depositories as shall be selected by the executive board; Receive, and give receipt for, monies due and payable to Friends of Kaleo from any source; Disburse, or cause to be disbursed, funds of Friends of Kaleo as may be directed by the executive board, taking proper vouchers for such disbursements; Keep and maintain adequate and correct accounts of Friends of Kaleo's properties and transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses; Exhibit at all reasonable times the books of account and financial records to any executive board member of Friends of Kaleo, or to his or her agent or attorney, on request therefor; Render to the executive board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of Friends of Kaleo; Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; In general, perform all duties incident to the office of Treasurer and required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned by the executive board.

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 yearly board openings and the date of election to the membership by August 1 for nomination. Nominations may be made by any voting member and are to be submitted by September 1. The number of nominations total shall be two more than the number of open positions that are being filled. Once that number of nominations has been reached, no further nominations shall be accepted. The Executive Board shall compile and communicate the slate of nominations to the voting membership by October 1. The election shall take place online via Google Forms or a similar online voting platform. Ballots shall be accepted until November 1. The election results shall be shared with all members at the annual member meeting.

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.

Special elections that need to be held due to board member resignations or other unscheduled board changes shall be made known to all voting members by the Executive Board at the time that a vacancy in the Board comes about. There shall be two weeks for nominations to be made for the open position(s) and a further two weeks for votes to be cast. A member elected to the vacant position shall serve out the remainder of the existing term of the previous resigned board member.

III.10: Term Lengths:

The officers of the Executive Board shall serve a staggered three-year term. For the Executive Board, nominations to the voting membership shall follow article III.9 of the bylaws. The current Executive Board is as follows:

Three Year Term, November 2024 to November 2027

Chair #1 – Ed Barnes (Rocko)

Chair #2 – Greg Ware (Doc)

Chair #3 – Tim Agee (Owl)

Three Year Term, November 2025 to November 2028

Chair #4 – Josiah Helms (Viper)

Chair #5 – Matt Hammons (Flash)

Chair #6 – Jason Strickland (Yabba)

Initial Three-Year Term, November 2023 to November 2026

Chair #7 – Jim Strickland (Iceman)

Chair #8 – Zach White (Wizard)

Chair #9 – Carolyn Clifton

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 monetary benefits to the member.

IV.6: Dues:

The cost of a membership paid yearly for General Members is \$75 per year. The cost of a membership paid monthly is \$7 per month. Both options (yearly or monthly) provide a full membership to Friends of Kaleo. The breakdown of where this membership cost is utilized by Friends of Kaleo is as follows: 1/3 for Camp projects, 1/3 for camper scholarships, 1/3 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.

Special meetings of the executive board may be called by any officer and such meetings shall be held at a time and place designated by the person calling the special meeting. Unless otherwise provided by these bylaws, or law, notice may be oral or written, may be given by phone or email, and shall state the place, date, time of the meeting, and the matters proposed to be acted upon at the meeting. Except as otherwise provided under these bylaws, or provisions of law, no business shall be considered by the executive board at any meeting at which the required quorum is not present.

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.

V.5: Meeting Chair:

Every act or decision by a majority of the executive board members present at a meeting at which a quorum is present is the act of the full executive board, unless these bylaws, or provisions of law require a greater percentage or different voting rules for approval. Meetings of the executive board shall be presided over by the Chair, or in his / her absence, by an acting Chair chosen by a majority of the directors at the meeting. The Chair shall ensure appropriate minutes are recorded at 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).
- Friends of Kaleo Trust Fund, to be used for camper scholarships in future years beyond the upcoming summers.

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.

VI.3: Operation of Camp Kaleo:

The Executive Board of Friends of Kaleo shall oversee the Operations Group, which shall function as the primary group for monitoring and improving the day-to-day operation of Camp Kaleo, alongside the Executive Director. The Operations Group and Executive Director shall report to the Friends of Kaleo Executive Board. Specifics of these relationships are set forth in the Executive Board Manual of Friends of Kaleo.

ARTICLE VII: FINANCIAL RESPONSIBILITIES

VII.1: 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.

VII.2: Liabilities:

The executive board members shall not be personally liable for debts, liabilities, or other obligations of Friends of Kaleo. Personal liability of all executive board members to Friends of Kaleo or its members for monetary damages for breach of duty of care or other duty as a executive board members is hereby eliminated to the extent allowed by 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute. The executive board members shall be indemnified by Friends of Kaleo to the fullest extent permissible under the laws of Georgia. Within the parameters of OCGA 51-1-20 and 14-3-850 et seq., the Corporation shall indemnify any executive board member made a party to any action or proceeding, against the expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding. This indemnification shall be contingent upon written request to the executive board seeking such indemnification, and upon the executive board's determination in the manner provided by Georgia law that indemnification would be proper under the circumstances, because the person seeking indemnification has met the applicable standards of conduct of law. To the extent it is determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent permitted by Georgia law.

VII.3: Insurance and Unenforceable Bylaws:

Except as may be otherwise provided under provisions of law, the executive board may authorize the purchase and maintenance of insurance on behalf of any agent of Friends of Kaleo (including a executive board member, volunteer, or other agent of Friends of Kaleo) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not Friends of Kaleo would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

Should any of the provision of these bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding. 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.

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.2: 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.

Amended and Approved: November 2025