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Blue indicates updated wording; Red indicates added word or phrase

## **BYLAWS OF DEERHAVEN CAMPGROUND, INCORPORATED**

The Deerhaven Campground (hereafter, "Campground"), located at 47924 NFS 540-2, Paisley, Florida 32767, is an integral subordinate unit and part of the Community of Christ (aka Reorganized Church of Jesus Christ of Latter Day Saints) (hereafter, "Church"); complies with all applicable Church policies and procedures; is accountable to the Church general officers (including the First Presidency, the Apostle in charge of the Field, and the Presiding Bishopric) and the President and Financial Officer of the Florida Mission Center (hereafter, "Mission Center") of the Church; and is owned by the Presiding Bishop of the Church as Trustee in Trust for the Church.

### **ARTICLE I OFFICES**

#### **Section 1.01: PRINCIPAL OFFICE**

The principal office of Deerhaven Campground, Incorporated (hereafter, "Corporation"), a Florida not-for-profit corporation, for its transaction of business, is located at 47924 NFS 540-2, Paisley, Florida 32767.

#### **Section 1.02: CHANGE OF ADDRESS**

The Corporation's Board of Directors (hereafter, "Board") is granted full power and authority to change the principal office of the Corporation from one location to another in the State of Florida.

### **ARTICLE II PURPOSE AND AUTHORITY**

#### **Section 2.01: PURPOSE AND AUTHORITY**

The Corporation is an integral subordinate unit and part of the Church; complies with all applicable Church policies and procedures; and is accountable to the Church general officers (including the First Presidency, the Apostle in charge of the Field, and the Presiding Bishopric) and the President and Financial Officer of the Mission Center. The purposes of the Campground are to proclaim Jesus Christ and promote communities of joy, hope, love and peace through camping experiences for all ages that provide spiritual development, fellowship, worship, recreation, team building and personal development. The purposes of the Corporation are to maintain, finance, schedule, develop, promote, and preserve the Campground by, among other things, providing a quality facility in a peaceful natural setting, protecting the property's safe and secluded wilderness environment, and partnering with others to accomplish those goals. The Corporation shall act on matters of capital development, finance, fundraising, and property and facilities management and maintenance of the Campground upon recommendation of the Board and in accordance with the Church's policies, procedures and administrative oversight for Church campgrounds. The Corporation may act on matters involving real estate transactions upon recommendation of the Board and subject to approval by the Presiding Bishopric of the Church.

### **ARTICLE III CORPORATION GOVERNANCE**

#### **Section 3.01: MEMBERS OF THE CORPORATION**

The members of the Corporation (hereafter, "Members") shall be the enrolled members of the congregations that now or hereafter comprise the Mission Center (hereafter, "Congregations").

#### **Section 3.02: CORPORATION CONFERENCE**

The Corporation Conference determines the general course of action to be taken by the Corporation and the Campground, in accordance with the powers and duties set forth by statute and common law of the State of Florida and by these Bylaws.

#### **Section 3.03: BOARD OF DIRECTORS**

The Board manages the Corporation and the Campground, in accordance with the powers and duties set forth by statute and common law of the State of Florida and by these Bylaws. The Board is directly accountable to the Corporation Conference.

#### **Section 3.04: PLACE OF CORPORATION CONFERENCES**

All conferences of the Corporation shall be held at the place or **via the method** designated by the President of the Mission Center, unless the Corporation Conference designates another place **or method** in accordance with Section 3.07.

### **Section 3.05: DATE AND TIME OF CORPORATION CONFERENCES**

#### **3.05.1 REGULAR ANNUAL CONFERENCES**

The Corporation shall hold a regular annual conference, at a time and place **or method** to be determined by the President of the Mission Center, unless the Corporation Conference determines another time and place **or method** at the close of the preceding annual conference, to elect Elected Directors of the Corporation, to adopt the budget of the Corporation and the regular per capita assessment, **if any**, of the Congregations for the following fiscal year, to adopt the auditor's report of the Corporation's finances for the preceding fiscal year, and to transact other business. Appropriate notice of the annual conference shall be communicated to each Congregation by **mail, e-mail, newsletter or hand-delivery** at least four (4) weeks before the date of such conference.

#### **3.05.2 SPECIAL CONFERENCES**

Special conferences may be called on the initiative of the President of the Mission Center or shall be called by the President of the Mission Center within two (2) days after receipt of a written request to do so from at least a majority of the Board. Notice of a special conference shall include the date, time, and place **or method** of meeting, and the items of business to be transacted at the conference and shall be communicated to each Congregation by **mail, e-mail, newsletter, or hand-delivery** at least two (2) weeks before the date of such conference. No business other than that stated in the notice shall be transacted at said special conference. **(DELETED: unless two-thirds (2/3) of the Members actually present vote to waive the notice of items of business at the special conference.)**

### **Section 3.06: QUORUM**

Six Members shall constitute a quorum of the Corporation Conference for the transaction of business.

### **Section 3.07: CONDUCT OF CONFERENCE**

The President of the Mission Center shall preside at any conference of the Corporation. The Secretary of the Board or, in the absence of the Secretary, any person appointed by the presiding officer shall act as Secretary of the conference.

The Corporation Conference shall transact business **(DELETED: only in person and not by teleconference or other technology.) in a safe and secure setting which allows for the participation of a quorum and fair voting practices, including, but not limited to, in-person gatherings, video conference and other advanced, real-time technology methods.**

Each Member shall have the right to participate in the Corporation Conference and shall be entitled to one (1) vote. A Member may vote only if she or he is actually **a participant in the meeting** at the time that a vote is taken and shall not vote by **(DELETED: mail, facsimile, e-mail, courier service, hand deliver, or)** proxy. Members shall participate in the Corporation Conference without compensation.

### **Section 3.08: ADJOURNMENT**

A majority of the Members present, whether or not a quorum is present, may adjourn any conference to reconvene at another time and place **or method**. Notice of the adjournment of a regular annual conference to another time and place or method shall be communicated to each Congregation by **mail, e-mail, newsletter, or hand-delivery** at least two (2) weeks before the date of such **reconvened** regular annual conference. Notice of the adjournment **and rescheduling** of a special conference to another time and place **or method** shall be communicated to each Congregation by **mail, e-mail, newsletter, or hand-delivery** at least one (1) week before the date of such rescheduled special conference.

### **Section 3.09: FINANCIAL SUPPORT OF THE CORPORATION**

#### **3.09.1 REGULAR ANNUAL ASSESSMENTS**

The Members shall support the Campground and the Corporation through a regular annual per capita assessment of the Congregations, based on a budget and per capita assessment developed and recommended by the Board and adopted by majority vote of the Corporation Conference. The Congregations shall pay such annual assessment to the Corporation in quarterly installments.

#### **3.09.2 SPECIAL ASSESSMENTS**

The Members shall support the Campground and the Corporation through special additional per capita assessments of the Congregations, based on budgets and per capita assessments developed and recommended by the Board and adopted by a two-thirds (2/3) vote of the Corporation Conference. The Congregations shall pay such

special assessments to the Corporation in quarterly installments.

**Section 3.10: RESPONSIBILITIES OF THE CORPORATION CONFERENCE**

The Corporation Conference shall have the powers and duties set forth by statute and common law of the State of Florida and by these Bylaws, including the powers and duties to do the following as provided in these Bylaws:

(a) Act on matters of capital development, finance, fundraising, and property and facilities management and maintenance of the Campground upon recommendation of the Board and in accordance with the Church's policies, procedures, and administrative oversight for Church campgrounds.

(b) Act on matters involving real estate transactions upon recommendation of the Board and subject to approval by the Presiding Bishopric of the Church.

(c) Approve borrowing money, contracting debts and executing notes, upon recommendation of the Board, if over Twenty-Five Thousand Dollars (\$25,000).

(d) Elect Elected Directors of the Corporation.

(e) Adopt budgets of the Corporation upon recommendation of the Board.

(f) Adopt regular and/or special per capita assessments of the Congregations upon recommendation of the Board.

(g) Adopt auditors' reports of the Corporation's finances.

(h) Approve the sale of the Campground, or any interest therein or portion thereof, upon recommendation of the Board and subject to approval by the Presiding Bishopric of the Church.

(i) Approve Dissolution Plans for the sale of the Campground and/or dissolution of the Corporation upon recommendation of the Board and subject to approval by the Presiding Bishopric of the Church.

(j) Approve amendments to the Bylaws upon recommendation of the Board and subject to ratification by the Presiding Bishopric of the Church.

**ARTICLE IV BOARD OF DIRECTORS**

**Section 4.01: CATEGORY OF DIRECTORS**

The members of the Board (hereafter, "Directors") shall consist of two categories: (i) elected and (ii) ex officio. Each Director, regardless of category, shall be entitled to one (1) vote.

**4.01.1 ELECTED DIRECTORS**

Elected Directors shall be elected by vote of the regular annual conference of the Corporation. **For each elected board member an alternate may be elected at the same annual conference. The alternate may have a voice in any board meeting but will have no vote unless his or her primary board member is absent. The alternate cannot hold an office and will not perform the duties of an officer even if their primary board member is an officer and is absent.**

**4.01.2 EX OFFICIO DIRECTORS**

*Ex Officio* Directors shall consist of the Apostle in charge of the Field or her or his designee, and the President and Financial Officer of the Mission Center.

**Section 4.02: QUALIFICATIONS**

A prospective Elected Director shall:

(a) not have been convicted of a felony; and

(b) not have been declared incapacitated or incompetent by a final order of a court; and

(c) be either a Member in good standing of the Church; or a non-Member who **(DELETED: is an active participant in a Congregation.) would provide a significant benefit to the Board.**

**Section 4.03: NUMBER OF DIRECTORS**

**4.03.1 GENERAL**

The Board shall have not less than three (3) or more than **twelve (12)** Directors; including both Elected and *Ex Officio* Directors. At least a majority of the Directors must be Members.

**4.03.2 SPECIFIC**

The maximum number of authorized Directors shall be **twelve (12): nine (9)** Elected Directors and three (3) *Ex Officio* Directors, as provided in these Bylaws.

**4.03.3 ELECTED DIRECTORS**

The nine (9) Elected Directors shall be elected by the Corporation Conference.

#### 4.03.4 EX OFFICIO DIRECTORS

The three (3) *Ex Officio* Directors shall be the Apostle in charge of the Field or her or his designee, and the President and Financial Officer, **or equivalent**, of the Mission Center. **At their option, the Mission Center President(s) may designate someone to represent the President on the Board, but they may not delegate the responsibilities that are reserved for the position of Mission Center President.**

### **Section 4.04: TERM OF OFFICE**

#### 4.04.1 ELECTED DIRECTORS

The nine (9) Elected Directors shall serve for a term of **three (3)** years or until their respective successors have been elected and taken office. Elected Directors shall not serve more than **four (4)** consecutive terms. Notwithstanding the foregoing, after a **three (3)** year break in service, an Elected Director shall be eligible to serve additional terms. **The nine (9) Elected Directors shall serve staggered three-year terms. Three (3) people will be elected at each annual Corporation Conference.** The Board shall be responsible for establishing the rotation of such terms.

#### 4.04.2 EX OFFICIO DIRECTORS

Each *Ex Officio* Director shall serve only while they hold the office that constitutes them an *Ex Officio* Director.

### **Section 4.05: COMPENSATION**

Directors shall serve without compensation.

### **Section 4.06: PLACE OF MEETINGS**

Except as provided in Section 4.10 of these Bylaws, all meetings of the Board shall be held at the principal office of the Corporation, unless the Board designates another place or method.

### **Section 4.07: DATE AND TIME OF MEETINGS**

#### 4.07.1 REGULAR ANNUAL MEETINGS

The Board shall hold a regular annual meeting, at a time and place **or method** to be determined by the Board, to elect officers, to develop a recommended budget for the Corporation and a recommended regular annual per capita assessment of the Congregations for the following fiscal year, and to transact other business. Appropriate notice of the annual meeting shall be communicated to each Director by **mail, e-mail, newsletter, or hand delivery** at least four (4) weeks before the date of such meeting.

#### 4.07.2 SPECIAL MEETINGS

Special meetings may be called on the individual initiative of the Chair of the Board or shall be called by the Chair within two (2) days after receipt of a written request to do so by at least one-third (1/3) of the Board. Notice of a special meeting shall include the date, time, place **or method** of, and the items of business to be transacted at, the meeting and shall be communicated to each Director by **mail, e-mail, newsletter, or hand-delivery** at least two (2) weeks before the date of such meeting. No business other than that stated in the notice shall be transacted at said special meeting.

### **Section 4.08: QUORUM**

A majority of the Directors shall constitute a quorum of the Board for the transaction of business.

### **Section 4.09: CONDUCT OF MEETING**

The Chair or in the absence of the Chair, the Vice-Chair, or in the absence of the Chair and Vice-Chair, another Director selected by the Board, shall preside at meetings of the Board. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer shall act as Secretary of the meeting.

### **Section 4.10: ACTION BY TELECONFERENCE**

The Board shall be authorized to transact business in person, by teleconference, by other technology, and/or by any combination of the foregoing, provided that a quorum of the Directors is present in person and/or able to hear and participate in the meeting by telephone or other technological means which allow all persons participating to hear and respond to each other at the same time.

### **Section 4.11: ADJOURNMENT**

A majority of the Directors present, whether or not a quorum is present, may adjourn any

meeting to another time and place. Notice of the adjournment of a regular annual meeting to another time and place or method shall be communicated to each Director who was not present at the meeting by [mail, e-mail, newsletter, or hand-delivery](#) at least two (2) weeks before the date of such adjourned regular annual meeting. Notice of the adjournment of a special meeting to another time and place shall be communicated to each Director who was not present at the meeting by [mail, e-mail, newsletter, or hand-delivery](#) at least one (1) week before the date of such adjourned special meeting.

**Section 4.12: ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors consent to such action in writing, either by signed document (~~DELETED: facsimile~~) or e-mail, provided that each Director can be uniquely identified as the person giving such consent. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.

**Section 4.13: REMOVAL OF DIRECTORS FOR CAUSE**

The Board may, by majority vote, remove any Elected Director from office on the occurrence of any of the following events.

- (a) The Director has been convicted of a felony; or
- (b) The Director has been declared incapacitated or incompetent by a final order of a court; or
- (c) The Director has breached any of their duties to the Corporation; or
- (d) The Director has failed to attend a minimum of fifty percent (50%) of regular and special meetings of the Board within one year; or
- (e) The Director (~~DELETED: is no longer either a Member who is a member in good standing of the Church and an active participant in a Congregation; or a non-Member who is an active participant in a Congregation.~~) **performs any other acts discreditable to the Corporation.**

**Section 4.14: RESIGNATION OF A DIRECTOR**

Any Director may resign, effective immediately or at a later time, upon giving written notice to the Chair of the Board. The Director and/or Chair of the Board will send copies of such resignation to the remaining Directors as soon as practicable after giving or receiving it, as the case may be.

**Section 4.15: VACANCIES**

Vacancies on the Board shall exist on the death, removal or resignation of any Elected Director(s); on the failure of the Mission Center to elect the full number of authorized Elected Directors; on the death or resignation of any *Ex Officio* Director(s); and on the failure of any *Ex Officio* Director(s) to hold the office(s) that constitute(s) them *Ex Officio* Director(s). Any vacancy in the Elected Directors shall be filled by majority vote of the Board, with the successor Elected Director to serve through the remainder of the unexpired term. Any vacancy in the *Ex Officio* Directors shall be filled by the Church.

**Section 4.16: RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board shall have the powers and duties set forth by statute and common law of the State of Florida and by these Bylaws, including the powers and duties to do the following as provided in these Bylaws:

- (a) Make recommendations on matters of capital development, finance, fundraising, and property and facilities management and maintenance of the Campground in accordance with the Church's policies, procedures, and administrative oversight for Church campgrounds, which shall be approved by the Corporation Conference.
- (b) Make recommendations on matters involving real estate transactions, which shall be approved by the Corporation Conference and the Presiding Bishopric of the Church.
- (c) Develop, clarify, and refine statements of vision and purpose.
- (d) Develop and approve long-range plans.
- (e) Develop management policies and procedures.
- (f) Manage funds and assets.
- (g) Expend funds in accordance with budgets adopted by the Corporation Conference.
- (h) Borrow money, contract debts, and execute notes, to be approved by the Corporation Conference if over Twenty-Five Thousand Dollars (\$25,000).
- (i) Invest assets.
- 0) Develop and recommend budgets of the Corporation, which shall be adopted

by the Corporation Conference.

(k) Develop and recommend regular and/or special per capita assessments of the Congregations, which shall be adopted by the Corporation Conference.

(l) Engage and discharge agents and employees.

(m) Supervise the maintenance of the physical plant, property, and equipment.

(n) Elect annually the following officers of the Corporation: Chair, Vice-Chair, Secretary, and Treasurer.

(o) Elect such other officers as the business of the Corporation may require.

(p) Establish committees and appoint the members thereof.

(q) Keep books and records of account of the properties and business transactions of the Corporation.

(r) Provide for an annual audit of the Corporation's finances in consultation with the Mission Center Financial Officer.

(s) Remove Elected Directors, Officers and/or other officers from office.

(t) Fill vacancies in the Elected Directors, Officers and/or other officers.

(u) Recommend the sale of the Campground, or any interest therein or portion thereof, which shall be approved by the Corporation Conference and the Presiding Bishopric of the Church.

(v) Approve land condemnation, which shall be approved by the Presiding Bishopric of the Church.

(w) Recommend Dissolution Plans for the sale of the Campground and/or dissolution of the Corporation, which shall be approved by the Corporation Conference and the Presiding Bishopric of the Church.

(x) Recommend amendments to the Bylaws, which shall be approved by the Corporation Conference and ratified by the Presiding Bishopric of the Church.

## **ARTICLE V OFFICERS OF THE CORPORATION**

### **Section 5.01: TITLES**

The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer (hereafter, "Officers"). The Board may appoint such other officers as the business of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine. The same person may hold only one office at a time.

### **Section 5.02: OFFICERS**

#### **5.02.1 ELECTION**

The Officers and other officers, if any, shall be elected at the regular annual meeting of the Board from among the Directors, if possible, and shall serve for a term of one year or until their respective successors have been elected and taken office. Any Officer or other officer may be re-elected to succeed themselves for a maximum of **four (4)** consecutive terms. Notwithstanding the foregoing, after a **three (3)** year break in service, an Officer or other officer shall be eligible to serve additional terms.

#### **5.02.2 REMOVAL OF OFFICERS FOR CAUSE**

The Board may, by majority vote, remove any Officer or other officer from office on the occurrence of any of the following events.

(a) The Officer or other officer has been convicted of a felony; or

(b) The Officer or other officer has been declared incapacitated or incompetent by final order of a court; or

(c) The Officer or other officer has breached any of their duties to the Corporation; or

(d) The Officer or other officer has failed to attend a minimum of fifty percent (50%) of meetings of the Officers or other officers within one year; or

(f) The Officer **(DELETED: is no longer either a Member who is a member in good standing of the Church and an active participant in a Congregation; or a non-Member who is an active participant in a Congregation.) performs any other acts discreditable to the Corporation.**

#### **5.02.3 RESIGNATION OF AN OFFICER**

Any Officer or other officer may resign, effective immediately or at a later time, upon giving written notice to the Chair of the Board.

#### **5.02.4 VACANCIES**

Vacancies in Officers or other officers shall exist on the death, removal or resignation of any Officer(s) or other officer(s) who are Elected Director(s); on the death or resignation of any Officer(s) or other officer(s) who are *Ex Officio* Director(s); and on the failure of any Officer(s) or other officer(s) who are *Ex Officio* Director(s) to hold the office(s) that



constitute(s) them *Ex Officio* Director(s). Any vacancy in the Officers or other officers shall be filled by majority vote of the Board, with the successor Officer or other officer to serve through the remainder of the unexpired term.

**Section 5.03: DUTIES OF OFFICERS**

**5.03.1 CHAIR**

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of the Campground. She or he shall have voting rights only for the purpose of breaking a tie vote, and be an ex officio member of all committees. The Chair shall preside at all meetings of the Board. The Chair shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed from time to time by the Board.

**5.03.2 VICE-CHAIR**

In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice-Chair shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed from time to time by the Board.

**5.03.3 SECRETARY**

The Secretary shall keep or cause to be kept (DELETED: a book of) minutes of all conferences of the Corporation and all meetings of the Board, which shall be transferred to her or his successors in office. The Secretary shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed from time to time by the Board.

**5.03.4 TREASURER**

The Treasurer shall keep and maintain (DELETED: in written form) adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all money and other valuables in the name of, and to the credit of, the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as ordered by the Board, and shall render to the Chair, and the Directors, on request, an account of all her or his transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed from time to time by the Board.

**ARTICLE VI COMMITTEES**

**Section 6.01: ORGANIZATION AND COMPOSITION**

The Board may, by majority vote, establish committees at any time for any purpose and appoint the members thereof. At least one Director must be appointed to each committee. The other committee members may be Members and/or friends of the Church.

**Section 6.02: AUTHORITY AND DUTIES**

Committees shall conduct the business of the Corporation for which they are established, during the intervals between meetings of the Board, as authorized by the Board. Each Committee shall, as directed by the Board, report to the Board on the fulfillment of its assigned responsibilities.

**ARTICLE VII SALE OF PROPERTY AND DISSOLUTION**

**Section 7.01: SALE OF PROPERTY**

**7.01.1 PARTIAL SALE**

The sale of any interest in or portion of the Campground, which includes the real property and improvements, shall require recommendation by a majority vote of the Board, approval by a two-thirds (2/3) vote of the Corporation Conference and approval of the Presiding Bishopric of the Church, except for land condemnation or threat of condemnation by a government agency that has the power and authority to condemn, in which case the Board may by majority vote approve such condemnation action subject to approval by the Presiding Bishopric of the Church.

**7.01.2 ENTIRE SALE**

The sale of the Campground in its entirety, which includes the real property and improvements, shall require recommendation by a majority vote of the Board, approval by a two-thirds (2/3) vote of the Corporation Conference and approval of the Presiding Bishopric of the Church.

**Section 7.02: DISSOLUTION**

Upon the sale of the Campground in its entirety, the Corporation shall be dissolved.

The Corporation may be voluntarily dissolved. Voluntary dissolution of the Corporation shall require recommendation by a majority vote of the Board and approval by a two-thirds (2/3) vote of the Corporation Conference. In the event of a voluntary dissolution, thirty (30) days prior written notice shall be sent to each Congregation, stating that a conference is to be held to consider and vote upon a voluntary dissolution.

If it votes to sell the Campground in its entirety or to dissolve the Corporation, the Corporation Conference shall also adopt a plan (hereafter, "Dissolution Plan") to distribute all remaining funds, assets and property of the Corporation after payment of any remaining debts and liabilities, which Dissolution Plan shall require recommendation by a majority vote of the Board, approval by a two-thirds (2/3) vote of a Corporation Conference and approval of the Presiding Bishopric of the Church.

In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all the remaining funds, assets, and properties of the Corporation shall be paid or distributed in accordance with the Dissolution Plan.

**ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

**Section 8.01: DEFINITIONS**

For the purpose of this Article,

"Agent" shall mean any person who is or was a Director, Officer, other officer, employee or other representative of the Corporation;

"Proceeding" shall mean any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

"Expenses" shall include, without limitation, attorney fees and any expenses of establishing a right to indemnification under this Article.

**Section 8.02: INDEMNIFICATION**

The Corporation shall indemnify and hold harmless any person who was or is a party, or who was or is threatened to be made a party, to any Proceeding, other than an action by or in the right of the Corporation, by reason of the fact that such person was or is an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding to the maximum extent permitted by applicable law, including the advance of Expenses and the purchase of insurance, but only to the extent that such person was acting in good faith as an Agent within the normal scope of her or his duties on behalf of the Corporation.

**ARTICLE IX CORPORATE RECORDS AND REPORTS**

**Section 9.01: KEEPING RECORDS**

The Corporation shall keep adequate and correct books and records of account of its properties and business transactions, and minutes of all conferences of the Corporation and all meetings of the Board. The official membership records of the Congregations shall be the official record of Members of the Corporation. The books and records of account shall be kept either in **electronic** form or in any other form capable of being converted into **electronic** form. The minutes must be kept in **electronic** form.

**Section 9.02: MAINTENANCE AND INSPECTION OF BYLAWS**

The Corporation shall keep at its principal office and at the Legal Services office of the Church, an original executed copy of these Bylaws as amended to date, which shall be open to inspection by any Member at any reasonable time during office hours.

**Section 9.03: INSPECTION BY MEMBERS AND DIRECTORS**

Any Member of the Corporation shall have the right on written demand to inspect and copy, at the Member's expense, the Bylaws, the record of Members, the books and records of account, and the minutes of the Corporation. Each Director shall have the absolute right at any reasonable time to inspect and copy, at the Director's expense, all books, records, minutes and documents of every kind and to inspect the physical

properties of the Corporation.

**Section 9.04: ANNUAL STATEMENT OF GENERAL INFORMATION**

The Corporation shall, during the period provided by law in each year and if required by law, file with the Secretary of State of the State of Florida an annual registration statement and/or anything else required for the Corporation to exist and transact business in the State of Florida or elsewhere.

**Section 9.05: MINUTES**

Within seven (7) days after recording the minutes of the Corporation Conference (~~DELETED: in the book of minutes of the Corporation~~), the Secretary will send hard or electronic copies of such minutes by mail or e-mail to all Congregations, all Directors, and the President and Financial Officer of the Mission Center.

**ARTICLE X GENERAL MATTERS**

**Section 10.01: EXECUTION OF INSTRUMENTS**

The Board may, in its discretion, determine the method, and by resolution, designate the signatory officer or officers, or other person or persons to execute any major Corporation instrument or document, or to sign the Corporation name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Corporation. In the absence of other specific designation by the Board, the signatures of the Chair (or Vice-Chair, in the absence of the Chair or in the event of the Chair's inability or refusal to act) and the Treasurer shall be required on such instruments and documents.

**Section 10.02: FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 through December 31.

**ARTICLE XI AMENDMENT TO BYLAWS**

**Section 11.01: AMENDMENT**

Amendments to these Bylaws may be recommended by a majority vote of the Board and must be approved by a two-thirds (2/3) vote of the Corporation Conference, and must be ratified by the Presiding Bishopric of the Church. The Presiding Bishopric shall act upon any proposed amendments to these Bylaws within sixty (60) days after its receipt thereof.

**ARTICLE XII PARLIAMENTARY AUTHORITY**

**Section 12.01: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all actions of the Corporation (including its Corporation Conference, Board, Directors, Officers and other officers) in all cases where they are not in conflict with the Articles of Incorporation and/or these Bylaws.

**CERTIFICATE OF SECRETARY OF DEERHAVEN CAMPGROUND,  
INCORPORATED**

I hereby certify that I am the duly elected and acting Secretary of Deerhaven Campground, Incorporated and that the foregoing Bylaws, comprising thirteen (10) pages (including this page), constitute the Bylaws of said Corporation duly adopted on November 12, 2022.

*(to be signed in front of a notary)*