

BY-LAWS
OF
CAMP LOUISE CIRCLE

A NON-PROFIT CORPORATION ORGANIZED UNDER Chapter 617 of the Not-For-Profit Act of the laws of the District of Columbia, and exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue code of 1986 (or any successor thereto).

ARTICLE I

Name

The name of this corporation is Camp Louise Circle, Inc. (Hereinafter referred to as “this organization”). It is also known by its symbol, a blue L within a gold circle.

ARTICLE II

Mission, Vision, Objectives

Section 1 Mission

“Drawn together by the common bond of friendship and loyalty to the organization of which we are a part, we, the third year counselors of Camp Louise, have formed an association, which shall endeavor to further the highest ideals of friendship between women and skills in counselling. And because our energies are directed toward one central goal, we have resolved to call ourselves *The Circle*. In recognition of which we set here unto our seal on the third day of September, Nineteen Hundred and Thirty Six.” **This statement is in the original charter.**

Section 2 Vision

“Now you belong to us. Wherever you go, live the good that you have learned here” **Aunt Lillie**

Section 3 Objectives

This Organization shall not discriminate on the basis of age, gender, sexual orientation, race, color, creed, national origin, marital status, or disability with regard to membership or appointment or elections to voluntary office.

- A. To enhance the relationship between and among the current and previous staff members of camp.

- B. To raise funds or provide amenities not included in the Foundation's or the camp's budget.
- C. To obtain additional resources to enhance and contribute to the environment, the facilities and the programs at Camp Louise.

ARTICLE III

Membership

Section 1 Eligibility

A member shall be any person who has been on staff or has been a volunteer for the required number of weeks upon fulfillment of their current contract.

The required number of weeks is either three full summers, five years of service for those who cannot be present for an entire summer, or a total of twenty three (23) weeks.

Section 2 Voting

The members shall have the right to nominate and elect the members of the Board of the organization.

Section 3 Meetings of the Membership

There will be one general meeting of the Membership each year held at the Annual Reunion.

Section 4 Quorum

A quorum at the general meeting will be no less than fifty (50) members.

ARTICLE IV

Board of Directors

Section 1 General Powers

The Board of Directors shall manage the business and affairs of the Organization.

Section 2 Number and Election of Board Members

The number of Directors shall be no less than fifteen (15) or more than twenty one (21). Vacancies on the Board shall be filled by nomination and election by the General Membership.

The General Membership will elect the Directors at the meeting during the annual Reunion. The Directors will serve a term of three (3) years and may be re-elected for a second term. After two consecutive terms, a one (1) year hiatus must occur after which the Director is eligible for election.

The term of office of each Director shall begin at the Spring meeting of the Board.

Section 3 Nominating Committee

The President at the spring meeting of the Board appoints a nominating committee. The Nominating Committee will be no less than three (3) and no more than seven (7) members. Names may be submitted by the membership at or before the summer meeting. The nominating committee will present, at the summer Board of Directors Meeting, a list of members who have been nominated for the Board of Directors.

Section 4 Meeting of the Board of Directors

The Board of Directors shall meet at such time and place as may be fixed by decision of the Board at the conclusion of the meeting at hand. There will be a minimum of three (3) meetings annually. Notice of all Directors' meetings shall be given by telephone, in person, by e-mail, or by mail at least two weeks prior to the meeting.

Section 5 Responsibilities of the Board

Board members must attend two (2) of the meetings held each year or face removal from the Board. Extenuating circumstances will be considered.

Each Board member must be a chair, co-chair or member of a committee.

By majority vote, the Board of Directors may establish an additional committee or abolish existing committees.

Section 6 Election of Officers

The Board of Directors shall elect, by majority, a President, Vice-President of Membership, Vice-President of Fund-Raising, Vice-President of Reunion, Secretary and Treasurer. No member can be an officer if

she/he is not a currently elected member of the Board. The Immediate Past-President will remain on the Board as a non-voting Advisor during the first term of the newly elected President. If the Past-President is elected to the Board, the voting status remains as any other Board member.

Section 7 Quorum

A quorum of the Board will be no less than two-thirds (2/3) of the Directors.

Section 8 Decisions

All matters will be decided at any Board meeting, a quorum being present, by affirmative votes of a majority of the Directors present or by written proxy. The proxy must be signed and given to a Director to cast the vote. The President does not vote unless there is a tie.

ARTICLE V

Officers

Section 1 Duties of the Officers

President – The President shall preside at all Board meetings. In the event of the absence of the President, the President will appoint a substitute.

Vice-President of Membership – The Vice-President of Membership is responsible for the following committees: Louise Lighthouse, the Camp History Day, Camp Tours, Human Resources, and additional committees as are developed when deemed necessary. In the absence of the President and if the President has not appointed a substituted, the Vice-President of Membership will preside over the Board meeting.

Vice-President of Fund-Raising – The Vice-President of Fund-Raising oversees all fund raising including, but not limited to, plaques, bake sales, specific projects and general donations.

Vice-President of Reunion – The Vice-President of Reunion oversees all aspects of the reunion including, but not limited to, programming, food, housing, registration, mementos and raffles.

Secretary – The Secretary is responsible to keep all of the minutes of the meetings held by the Board and the General Membership. These minutes

are then distributed to the Board in a timely fashion. A summary of the minutes is also submitted for publication in the Lighthouse.

Treasurer – The Treasurer is responsible to deposit all monies received and to keep accurate records of revenue and expenses. A report is to be given at each Board meeting. The Treasurer chairs the Finance Committee, which is composed of the Treasurer, the Vice-President of Fund-Raising, and one member from the Board of Directors. The Treasurer is responsible for the Annual Report made to the District of Columbia, and to file any tax information as required.

Parliamentarian – The Parliamentarian is responsible to assure that all meetings are conducted according to Robert’s Rules of Order.

Section 2 Compensation

There will be no compensation for the Officers or Directors

Section 3 Executive Committee

The Executive Committee is composed of the Officers of the Board of Directors. If an emergency decision must be made, any member of said committee may call a special meeting of the Executive Committee. The decision may be made in-person, via telephone, or e-mail.

Section 4 Vacancies

In case there is a vacancy in the Executive Committee, the majority of Directors may elect a replacement from within the Board membership.

Section 5 Removal

Any Officer or member of the Board of Directors may be removed for conduct detrimental to the interest of the Circle.

ARTICLE VI

Advisory Board

The Advisory Board shall consist of the Director of Camp Louise, the Grand Patroness of the Circle, the Past President and others as deemed necessary by the Board of Directors.

ARTICLE VII

Amendments

The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of the Circle by affirmative vote by a majority of the Board, provided that the action is proposed at a regular or special meeting of the Board, or by e-mail, and adopted at a subsequent meeting.

The Executive Committee and any additional members as deemed appropriate will review the By-Laws on an annual basis.

Accepted as corrected and completed July 29, 2006