

**BYLAWS
CAMP FIRE SAMISH**

**ARTICLE I
NAME**

The name of this Corporation (Council) is Camp Fire Samish and is incorporated in the State of Washington.

**ARTICLE II
PURPOSE, CHARTERED COUNCIL CHARTER AGREEMENT, AND FUNDAMENTAL PRINCIPLES**

Section 1 – Purpose:

The purposes for which the Council is formed are exclusively charitable and educational in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The sole purpose of this Corporation shall be to serve as a chartered council of Camp Fire (National Headquarters), the relationship with which is governed by a Charter Agreement and to provide the Camp Fire program throughout its jurisdiction in fulfillment of the purpose of Camp Fire, which is:

To provide, through a program of informal education, opportunities for youth to realize their potential and to function as caring, self-directed individuals responsible to themselves and others; and, as an organization, to seek to improve those conditions in society which affect youth.

To achieve this purpose, Camp Fire, working with individuals, communities and society as a whole, shall encourage the development and preservation of spiritual and ethical values; the realization of the dignity and worth of each individual; the elimination of human barriers based upon assumptions which prejudice individuals; the practice of responsible citizenship exemplifying the highest standards of a free and democratic society; the wise use of human and natural resources; and shall provide experiences which stimulate curiosity and learning, provide renewal and adventure; develop sensitivity skills in human relationships, initiative, self-reliance, a positive self-image and responsible attitudes; encourage an understanding and appreciation of the environment, the development of skills in outdoor living, the search for and maintenance of optimum health.

Section 2 - Definition of Chartered Council:

A nonprofit member corporation chartered by National Headquarters and organized solely to administer Camp Fire programs within a prescribed geographical jurisdiction, and which is a charitable organization within the meaning of Section 501(c)(3) of the Code.

Section 3 - Definition of Charter of Agreement:

The Charter Agreement reflects that the Council is a member of National Headquarters and has rights and obligations through legal, binding Charter Agreement with National Headquarters, the general standard form of which has been adopted by the national board of trustees.

Section 4 – Fundamental Principles:

- A. The Council shall maintain a policy of openness to all without regard to race, color, creed, sex, economic status, national origin, disability, religious beliefs, age, or sexual orientation.
- B. The Council program shall respond to the diverse needs and interests of youth up to twenty-one (21) years of age and their families from the many social and economic environments throughout its chartered territory.

**ARTICLE III
JURISDICTION, RIGHTS, AND OBLIGATIONS**

Section 1 – Jurisdiction:

- A. The territory under jurisdiction of the Council is as granted by National Headquarters.
- B. Changes in the Council’s jurisdiction shall require the prior written approval of National Headquarters-

Section 2 - Council Rights and Benefits:

The rights and benefits of a chartered council are as set forth in the Charter Agreement, Section 3.

Section - 3 – Obligations of a Chartered Council:

Obligations of a chartered council are set forth in the Charter Agreement, Section 1 and Section 2.

Section 4 - Failure of a Chartered Council to Comply with Obligations:

The Process for addressing a chartered council’s failure to comply with its obligations are set forth in the Charter Agreement, Section 5.

Section 5 - Termination of Rights and Benefits of a Chartered Council:

The Charter Agreement may be terminated by the National Headquarters board of trustees or Corporate Board of Directors as set forth in the Charter Agreement, Section 7.

Upon termination of Charter Agreement, the council forfeits all rights of membership including the right to use the Camp Fire program; the insignia; and the name, “Camp Fire;” or any of its derivatives.

Section 6 - Disposition of Assets of a Chartered Council Upon Dissolution of Council:

The process for the disposition of assets upon dissolution of a chartered council is set forth in the Charter Agreement, Section 8 and Section 9.

ARTICLE IV MEMBERS

Section 1 – Voting Members:

The Council shall have voting members, who shall be the officers and directors of the Council. The voting members of the Council shall elect the officers and directors of the council pursuant to the provisions of Article VI.

Section 2 - Nonvoting Members:

The nonvoting members of the council shall be all persons participating in Camp Fire programs, persons involved in delivering such programs, administrative volunteers, and members-at-large.

Section 3 - Categories of Members:

The Corporate Board of Directors may establish categories of voting and nonvoting members, dues, and privileges for members, provided they are not in conflict with these bylaws or the bylaws, policies, requirements, and standards of National Headquarters.

Section 4 - Termination of Membership:

The Corporate Board of Directors, by a two-thirds ($\frac{2}{3}$) vote, may terminate or withhold membership, with or without cause, provided that proper notice is given, and that the member is so notified.

Section 5 - Annual and Special Meetings of the Voting Members:

The annual meeting of the voting members shall be held in accordance with Article VII of these bylaws. Special meetings of the voting members may be called by the chair or by the Corporate Board of Directors and shall be called upon the request of one-fourth of the directors in office or one-fifth of the total number of voting members.

Section 6 - Notice of Meetings:

Written notice of any meeting of the Council's voting members shall be sent by first-class mail, email, facsimile or other electronic means to all voting members in good standing at least thirty (30) days in advance of the meeting. Such notice shall provide the time, date, location and agenda with all items requiring previous notice. Items requiring previous notice shall be included in the notice of the meeting at the request of the Corporate Board of Directors, the Nominating Committee or five (5) voting members of the Council.

Section 7 – Voting Privileges:

All voting members as defined in Article IV, Section 1, who are in good standing ten (10) days prior to and including the day of a Council meeting shall have voting privileges at that Council meeting.

Section 8 - Quorum:

Ten (10) percent of the voting members of the Council shall constitute a quorum at any annual or special meeting of the voting members of the Council.

Section 9– Honorary Members:

- A. The Corporate Board of Directors may bestow honorary Council membership by a three-fourths (3/4) vote of the entire Board at a regular meeting or special meeting. Honorary membership continues for life unless rescinded or terminated.
- B. Honorary members shall not be considered voting members of the Council unless they otherwise meet the qualifications to become voting members.

**ARTICLE V
OFFICERS**

Section 1 – Officers:

The officers of this Council shall be, at a minimum, a Chair a Vice-Chair, a Secretary, and a Treasurer. The Council may have other officers as The Corporate Board of Directors establishes.

Section 2 – Election of Officers:

These officers shall be elected at the annual meeting for a term of two (2) years each and until their respective successors are elected and qualify and shall assume office immediately upon election. No officer shall serve in the same office for more than three (3) consecutive terms. The Chair and a Secretary shall be elected on odd-numbered years. The Vice-Chair and Treasurer on even-numbered years.

Section 3 – Duties of the Officers:

A. The Chair shall preside at all meetings of the Council and Corporate Board of Directors. The Chair shall perform all duties usually pertaining to the office and shall appoint, with approval of the Corporate Board of Directors, chairs of committees. The Chair shall present an annual report to the members of the Council at the annual meeting. The Chair may assign duties to other officers.

B. The Vice-Chair shall assist the Chair in the exercise of the Chair’s duties and perform the duties of the Chair at all times when the Chair cannot give active service.

C. The Secretary shall ensure that Council records and minutes of board and committee meetings are maintained, attest to and countersign documents as required and perform the duties pertaining to that office, as set forth in Robert’s Rules of Order, Newly Revised.

D. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Council. The Treasurer will cause to be deposited all monies, securities, and other valuable effect of the Council in such depositories as the board authorizes and, whenever requested to do so by the chair or the board, will prepare and submit written statements, reports, and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Council. The Treasurer will perform such other and further duties as the board may from time to time direct, and he or she will perform all other duties and discharge all other responsibilities that customarily relate and

pertain to the office of treasurer. The Treasurer will ensure that all national charter fee payments are made on time.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the board to the custody of any person over whom he has no direction or control.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1 – Nominations:

At the annual meeting, the Corporate Board of Directors shall present nominations for candidates for the Council offices and board seats the terms of which are due to expire or for which there is a vacancy.

Section 2 – Elections by Voting Members:

Elections shall be by written ballot.

Section 3 – Vacancies in Elected Positions:

Vacancies occurring during the year in any officer or directors-at-large positions shall be filled by the Corporate Board of Directors for the unexpired portion of the term in consultation with the Nominating Committee with the option of filling vacancies until the next annual meeting of the Council, rather than the unexpired term.

ARTICLE VII COUNCIL MEETINGS

Section 1 – Annual Meeting:

- A. The annual meeting of the Council shall be held between the months of January and May, and at such time and place as shall be determined by the Corporate Board of Directors or, in the absence of action by the Board, as determined by the Chair. In addition to the Corporate Board of Directors, the board shall determine other individuals who shall be invited to attend the annual meeting.
- B. The purpose of the annual meeting shall be:
 - To elect officers and directors of the Board
 - To amend bylaws and articles of incorporation, if necessary or requested, which have first been reviewed and approved in writing by National Headquarters
 - To adopt resolutions that guide the Board in its administration of the Council
 - To receive reports of the officers and Corporate Board of Directors
 - To consider such other business as may come before the meeting

C. The agenda for the annual meeting shall be prepared by the Corporate Board of Directors. This provision shall not preclude introduction of other business from the floor, provided that previous notice is not required by these bylaws.

Section 2 – Special Meetings:

Special meetings of the Council may be called by the Chair or the Corporate Board of Directors, and shall be called upon the written request of one-fourth (1/4) of the directors, or one-fifth (1/5) of the total number of voting members.

**ARTICLE VIII
CORPORATE BOARD OF DIRECTORS**

Section 1 – Composition:

- A. The Corporate Board of Directors shall be composed of:
- Officers of the Council
 - Directors-at-large
 - The chief executive officer (CEO), who shall not be a voting member
- B. The total number of the Board shall be not less than seven (7) nor more than fifteen (15). No more than twenty-five percent (25%) of the Board shall be Camp Fire club leaders or co-leaders.

Section 2 – Term of Office:

Directors-at-large shall be elected for a term of two (2) years each. One-half (1/2) of the total number of directors-at-large shall be elected at each annual meeting. No member of the Board shall serve for more than three (3) consecutive terms or six (6) consecutive years, but after being off the Board for a year or more, may then be eligible for re-election.

Section 3 - Corporate Board of Directors Meetings:

The Corporate Board of Directors shall have no less than six (6) regular meetings annually. Special meetings may be called by the Chair and shall be called upon written request of at least three (3) directors. One half or more of Board membership shall constitute a quorum.

Section 4 - Notice of Meetings:

Regular meetings may be held without notice, provided, however, that notice must be given in accordance with these bylaws if a vote to remove a board member, amend the articles of incorporation and/or bylaws, employ or terminate a CEO, acquire or dispose of a significant asset, or dissolve the Council is to be taken at a regular meeting. Written notice of special meetings of the Corporate Board of Directors shall be sent by first-class mail, e-mail, facsimile, or other electronic means to all directors at least thirty (30) days in advance of any special meeting. Such notice shall include the date, time, and location of the meeting as well as the purpose or purposes for which the meeting is called.

Section 5 - Quorum:

The Quorum for all meetings shall be half (50%) of the members of the board.

Section 6 – Powers of the Board:

The management of the Council shall be under the direction of the board, which shall exercise all powers of the Council except those specifically reserved for the voting members at Council meetings.

Section 7 – Accountability:

The Corporate Board of Directors shall be accountable to the Council for the management and operation of the Council and shall report regularly to the Council.

The Corporate Board of Directors shall also be accountable to the Camp Fire Movement, including National Headquarters, as set forth in these bylaws, Article III, Section 3, and in the Charter Agreement, Section 1 and Section 2, right side column.

Section 8 – Removal from the Board:

Any director or officer elected by the board may be removed with or without cause by a two-thirds (2/3) vote of the total Board membership at any regular or special meeting, provided that prior notice has been given of such meeting as provided in Section 4 of this article. Notwithstanding the foregoing, any director elected by the voting members, if any, may be removed only by the voting members. Any director who fails without cause to attend three (3) consecutive meetings may be removed from the Board by a two-thirds (2/3) vote of the Board at the third consecutive regular meeting missed.

Section 9 – Voting by electronic mail:

The Corporate Board of Directors may take action by electronic mail without a meeting under the following circumstances: a majority of the Officers determine that an emergency exists and that action must be taken before a meeting of the Corporate Board of Directors can be called; and a motion was proposed at a regularly called meeting which lacked a quorum and a majority of the Officers determined that the motion should not be tabled until the next meeting of the Corporate Board of Directors. The Chair or other Officer if the Chair is unavailable shall send out an email to all Directors stating the motion in full including the name of the person making the motion and the person seconding the motion. The email shall also contain a time and date by which the email must be answered. The time the response is due shall be no sooner than 48 hours after the email is sent. Each member of the Corporate Board of Directors shall be required to answer the email with a "yes" or "no". For the motion to carry, the directors must unanimously vote yes. Should any director vote "no" the Chair or other officer shall table the motion until either the next meeting or until such time as a quorum may be gathered for a live emergency meeting. The Chair or other Officer shall acknowledge receipt of each vote, shall make a copy of each vote, and shall send the copies to the Secretary. The Secretary shall record the votes in the minute book and shall include in the minutes copies of the electronic mail votes. The Secretary shall then notify the Corporate Board of Directors by electronic mail whether the motion passed.

ARTICLE IX COMMITTEES

Section 1 - Committees:

There shall be committees as provided in these bylaws and such others, standing or special, as the board may authorize. Each committee shall operate from job descriptions that the board sets.

Section 1. Nominating Committee

- a. The Corporate Board of Directors of the Council shall appoint a nominating committee of three members, which shall be a committee of the board.
- b. The chair and one member shall be elected in the even- (or odd-) numbered years to serve for terms of two years, and one member of the committee shall be elected in the alternate years for terms of two years. No member shall serve more than two consecutive terms.
- c. The committee shall continuously assess the goals and needs of the Council. It shall seek out and nominate candidates with identified skills and experience who can aid the board in realizing the organization's goals and objectives.

The committee shall provide regular opportunities for board education and development and for the assessment of the board and individual members.

- d. The committee shall nominate:
 - a board chair, a vice chair, a secretary, and a treasurer.
 - up to one-half (1/2) of the directors-at-large annually; and
 - candidates to fill any vacancies in the manner provided by these bylaws.

The committee shall provide opportunities for council members to make recommendations to the committee.

Vacancies occurring on the committee shall be filled by the Board on the recommendation of the chair in consultation with the other members of the committee.

Section 2 – Standing Committees of the Board:

- A. The Corporate Board of Directors shall establish and determine the functions of such standing committees, as it deems necessary, to assist the Board in carrying out its functions.
- B. The Chair, with the advice and approval of the Board, shall appoint a chairperson for each standing committee.

Section 2 – Tenure:

Chairpersons and members of standing committees shall be appointed for a one (1) year term and shall be eligible for reappointment.

Section 3 – Committee Members:

Members of standing committees shall be recommended by the chairperson of each of the committees and appointed by the Chair. Appointments shall be reported to the Board.

Section 4 – Accountability:

The chairpersons of the standing committees shall be accountable to the Corporate Board of Directors. The chairpersons of the standing committee(s) will be invited to periodic board meetings, with advance notice from the Chair, to report on committee activities and needs from the Board.

Section 5 – Chair as Ex Officio:

The Chair shall be an ex officio nonvoting member of all standing committees of the Board.

Section 6 – Chair and Chief Executive Officer (CEO) as Ex Officio: The CEO shall be an ex officio nonvoting member of the nominating committee.

ARTICLE X

CHAIR AND CHIEF EXECUTIVE OFFICER (CEO)

Section 1 – Employment and Release:

A. The Corporate Board of Directors, by a vote of the majority of the entire Board, shall approve the employment of a CEO and the terms of that person’s employment, provided that notice of the meeting at which a vote is taken to give such approval has been given to the entire board.

B. The Corporate Board of Directors, by a majority vote of the total Board, shall have the authority to release or terminate the CEO, provided that previous notice has been given to the entire Board and the (CEO).

Section 2 – Responsibilities/Accountability:

A. The CEO shall administer the work of the Council as delegated by the Board.

B. The CEO shall have the responsibility for the selection, appointment and release of staff and volunteers.

C. The CEO shall be responsible for the delivery of program services in accordance with the policies, requirements, and standards of National Headquarters.

D. CEO shall be accountable to the Board through the Chair.

Section 3 – Board and Nominating Committee Participation:

The CEO shall have the right to attend all board meetings and participate in debates. The CEO shall be an ex officio, nonvoting member of the nominating committee.

**ARTICLE XI
PARTICIPATION IN BUSINESS OF CAMP FIRE**

Section 1 – Authority:

The Council shall be entitled to delegates and alternates to annual and special meetings of National Headquarters, as defined in the bylaws of National Headquarters.

Section 2 – Resolutions:

Resolutions for consideration at meetings of members of Camp Fire shall be submitted in accordance with the bylaws of National Headquarters.

**ARTICLE XII
FAILURE OF NATIONAL HEADQUARTERS TO COMPLY WITH OBLIGATIONS**

The process for addressing National Headquarters' failure to comply with its obligations to the Council are set forth in the Charter Agreement, Section 6.

**ARTICLE XIII
FISCAL YEAR**

Samish Council's fiscal year is the calendar, January 1st through December 31st.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised shall govern the Council in all cases in which they are not inconsistent with these bylaws or special rules of order as the Council may adopt.

**ARTICLE XV
BYLAWS AND AMENDMENTS**

Section 1 - Bylaws:

The chartered council shall always comply with all provisions of these Bylaws and the Bylaws of National Headquarters. If any provision of National Headquarters' Bylaws is contrary to the laws of the state, country, or province in which this Council is organized, Council may apply to National Headquarters for permission to make such changes as necessary to conform to such law or to be relieved from compliance with such provision.

Section 2 – Amendments:

These bylaws may be amended at any regular or special meeting of the Council by a two-thirds (2/3) vote of a quorum of the voting members present, if a written copy of the proposed amendment is sent to all voting members at least thirty (30) days prior to such meeting or by four-fifths (4/5) of the voting members present (providing there is a quorum), if no previous notice of the amendment has been given. In addition to any other required approvals, any amendments to these bylaws must first be approved in writing by National Headquarters.

Section 3 – Revision:

The Corporate Board of Directors may order and prepare a revision of these bylaws. The requirements for notice and adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 4 – Submitting an Amendment:

Any voting member of the Council may submit an amendment, signed by at least ten (10) other voting members, to the Board at least three (3) months before the next Council meeting.

Such amendments must appear with any other proposed amendments by the Board. In addition to any other required approvals, any amendments to these bylaws must first be approved by National Headquarters.

**ARTICLE XVI
DISSOLUTION OF THE CORPORATION**

The Council may be dissolved upon approval of the Corporate Board of Directors by a majority vote of the directors then in office, followed by a two-thirds vote of the voting members in attendance at a duly called regular or special meeting of the Council at which a quorum is present. Sixty days' prior notice shall be required of any meeting of the Corporate Board of Directors or the Council at which dissolution is to be considered, and a copy of such notice shall be transmitted to the Chair and Chief Executive Officer of National Headquarters. Such notice shall be sent by first class mail, email, facsimile, or other electronic means; shall include the date, time, and location of the meeting; shall state that the purpose or one of the purposes of the meeting is to consider dissolution of the Council; and shall contain or be accompanied by a copy or summary of a plan of dissolution.

In the event that the Council no longer holds a charter from National Headquarters, regardless of whether such charter has lapsed, been revoked, or is otherwise no longer in effect, the Corporate Board of Directors and the remaining voting members, if any, shall immediately proceed to dissolve the corporation in accordance with its articles of incorporation, bylaws, and the laws of the Council's state of incorporation.

In the event of the dissolution or final liquidation of the Council, all liabilities and obligations of the Council must be paid, satisfied, and discharged, or adequate provision made, therefore. The

process for the disposition of all remaining property and assets of the Council is set forth in the Charter Agreement, Sections 8 and 9.

In the event that the Council disaffiliates from National Headquarters or merges with another entity as set forth in the Charter Agreement, Section 7(b.-d.), the process for voting on such matters will be the same as set forth in this Article XVI, first paragraph (whichever option is selected).

ARTICLE XVI INDEMNIFICATION

Section 1:

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2:

The corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view

of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3:

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney’s fees) actually and reasonable incurred by him in connection therewith.

Section 4:

Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Corporate Board of Directors of a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the shareholders.

Section 5:

Expenses (including attorney’s fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the directors, officers, employees or agent to repay such amount.

**ARTICLE XVII
CERTIFICATION OF BYLAWS**

The foregoing bylaws were duly adopted at the annual meeting by a quorum of the voting members of Camp Fire Samish on _____, 2020 and supersede the original bylaws and all previous amendments.

The minutes of this meeting are on file in the Camp Fire Samish office.

Chair

Date

Secretary

Date

Camp Fire National Headquarters Approval:

These bylaws were approved by Camp Fire National Headquarters for compliance with the Camp Fire Charter Agreement and National Headquarters standards and policies.

Title _____ Name _____

Signature _____ Date _____

(Note: This is not a legal review. It is recommended that all councils have bylaws reviewed by local legal counsel prior to submitting for standards and policies review by Camp Fire National Headquarters.)

Our Promise

Young people want to shape the world.

Camp Fire provides the opportunity to find their spark, lift their voice, and discover who they are.

