

Camp Ridgecrest Alumni & Friends, Inc.

Bylaws

(revised July 15th, 2006)

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Bylaws
of
Camp Ridgecrest Alumni & Friends, Inc.**

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Article I - Offices

Section 1. Principle Office.

The principle office shall be Camp Ridgecrest for Boys, Yates Avenue, Ridgecrest, Buncombe County, North Carolina, which shall also be the registered office of the Corporation. The mailing address of the principle office shall be Post Office Box #4, Ridgecrest, North Carolina, 28770. There also shall be such mailing addresses that may be authorized by the Board of Directors.

Section 2. Other Offices.

The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

Article II - Members

Section 1. Members.

The Corporation shall have members. Any person may be a member who is sixteen (16) years old or older and is included in one or more of the following categories:

1. who attended Camp Ridgecrest for Boys as a camper;
2. who was employed as a staff member of Camp Ridgecrest for Boys at any time;
3. who is related to any persons who was either a campers or staff member at Camp Ridgecrest for Boys;
4. who has a special interest in promoting or supporting Camp Ridgecrest for Boys.

Section 2. Inclusion as Member.

Any person who qualifies as a member shall be deemed and included as a member by paying the annual membership dues as set by the Board of Directors and either by attending any annual meeting of members and supplying a mailing address and telephone number or by submitting a request for membership to any of the officers or board members of the Corporation and providing a mailing address and telephone number.

Section 3. Voting Rights.

Each member whose membership fees are currently paid shall be entitled to one vote on each matter submitted to a vote of the members at each Annual Meeting or Special Meeting of the Members.

Article III - Meeting of the Members

Section 1. Annual Meeting.

An Annual Meeting of the Members shall be held during the summer camps' operating season of each year on such a day and at such a time as shall appear in the Notice of the Annual Meeting, for the purpose of electing Board Members and for the transaction of such other business as may come before the meeting. If the Annual Meeting of Members is not held during the time designated by these Bylaws, a substitute Annual Meeting may be called by or at the request of the Board of Directors and such meetings shall be designed and treated for all purposes as the Annual Meeting of Members. The failure to hold the annual meeting shall not work a forfeiture or otherwise affect valid corporate acts.

Section 2. Special Meetings.

Special Meetings of the Members may be called by the President, Chairman of the Board, by a majority vote of the Board of Directors, or by petition of not less than one-tenth (1/10) of the members.

Section 3. Place of Meeting.

Unless otherwise specified in the Notice, all Annual Meetings of Members shall be held in Ridgecrest, North Carolina on the campus of Camp Ridgecrest for Boys.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meetings, by or at the direction of the President, Chairman of the Board, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statutes or by the Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Attendance of a member at a meeting shall of itself constitute waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Notice of any adjourned meeting need not be given otherwise than by announcement at the meeting at which the adjournment is taken.

Section 5. Quorum.

Provided notice is mailed to the membership as set forth above, those members actually in attendance at any Annual Meeting of Members or any Special Meeting of Members shall constitute a quorum for the transaction of business at such meetings.

Article IV - Board of Directors

Section 1. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, by the recorded Articles of Incorporation, or by these Bylaws, all general power of the Corporation shall be vested in the Board of Directors.

Section 2. Number, Term, and Qualification.

The number of Board Members of the Corporation shall be not less than five (5) or more than twenty-one (21). The members, at any Annual Meeting of Members, may by resolution fix the number of Board Members to be elected at the meeting; but in absence of such resolution, the number of Board Members elected at the meeting shall constitute the number Board Members of the Corporation until the next Annual Meeting of Members. After the initial organizational meeting of members, each Board Member shall hold office for a term of three years. At the initial organizational meeting of member, fifteen (15) Board Members shall be elected. During the first Board Meeting after the election by the membership, the Board Members shall designate five (5) of their members as holding one (1) year terms, five (5) of their members holding two (2) year terms and the remaining (5) of their members holding three (3) year terms. Board Members need not be residents of the State of North Carolina. The President shall be an ex-officio member of the Board of Directors and shall have the authority to attend and participate in discussion at any meeting of the Board. Nothing shall prevent the same person from being both an officer and a Board Member of the Corporation. A person may serve two consecutive terms as a member of the Board of Directors. After serving two consecutive terms, a person must be off the Board of Directors for at least one year before becoming eligible once again for election to the Board of Directors. Board Members must be members of the Corporation and be at least eighteen (18) years of age.

Section 3. Election of Board Members.

Board Members shall be elected at any Annual or Special Meeting of the Members by majority vote of the members present. The election of Board Members shall be a part of the order of business at each Annual Meeting of the Members.

Section 4. Vacancies.

A vacancy occurring in the Board of Directors shall be filled by a majority of the remaining Board Meeting (but not less than three) at any regular meeting or special meeting of the Board.

Section 5. Officers.

There shall be a Chairman, Vice-Chairman, Secretary, and Treasurer of the Board of Directors elected by the Board Members from their number at the Annual Meeting of the Board of Directors. The Chairman of the Board, Vice-Chairman of the Board, Secretary, Treasurer, and President shall be officers of the Corporation.

Article V - Meeting of Board Members

Section 1. Annual Meetings.

The Annual Meeting of the Board of Directors shall be held during the summer camps' operating season of each year for the purpose of electing officers of the Corporation and for transacting any other business properly brought before the Board of Directors. The Annual Meeting of Directors shall take place immediately following the adjournment of the Annual Meeting of Members. If the Annual Meeting of Directors shall not be held on the date designated, a substitute Annual Meeting of Directors may be called by or at the request of either the Chairman of the Board, the Vice-Chairman of the Board, or any two members of the Board of Directors and such meeting shall be designated and treated for all purposes as the Annual Meeting of Directors.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, Vice-Chairman of the Board, or any two (2) Board Members.

Section 3. Place of Meeting.

The Annual or any Special meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Board Members then in office.

Section 4. Notice of Meeting.

The Secretary, the Chairman, or such other person as may be designated by the Chairman of the Board, shall give notice of each Annual Meeting of the Board of Directors and each Special Meeting of the Board of Directors by mailing such notice to each Director at least ten (10) days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance of a Board Member at a meeting shall of itself constitute waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a Board Member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Notice of any adjourned

meeting need not be given otherwise than by announcement at the meeting at which the adjournment is taken.

Section 5. Presumption of Assent.

A Board Member who is present at a meeting of the Board of Directors shall be presumed to have concurred in any action taken at the meeting, unless he or she objects at the beginning of the meeting (or promptly upon his arrival) to holding the meeting or transacting any business at it, or unless his dissent or abstention from the action is entered in the minutes of the meeting, or unless he submits his written dissent or abstention to the presiding officer of the meeting before adjournment of the meeting or to the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a Board Member who, being present at the meeting, voted for such action.

Section 6. Quorum.

A majority of number of Board Members in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting.

Except as otherwise provided in these Bylaws, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Action without Meeting.

Action taken by a majority of the Board Members without a meeting is nevertheless Board action if written consent to the action in question is signed by a majority of Board Members and filed with the minutes of the Board, whether done before or after the action is taken.

Section 9. Meeting by Conference Telephone.

Any one or more Board Members or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in a person at such meeting.

Article VI - Committees

Section 1. Executive Committee.

There shall be an Executive Committee of this Corporation. The members of the Executive Committee shall be the Chairman, Vice-Chairman of the Board of Directors,

President, and Treasurer. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation during intervals between meetings of the Board of Directors, except that the Executive Committee shall not have the authority as to the following matters:

- a. the dissolution, merger or consolidation of the corporation; the amendment of the charter of the corporation; or the sale lease or exchange of all or substantially all of the property of the corporation.
- b. the amendment or repeal of the Bylaws or the adoption of new Bylaws.
- c. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 2. Standing or Other Committees

Standing or other special or ad hoc committees may be designated by the Chairman of the Board or by a resolution adopted by a majority of the Board of Directors present at a Board of Director's Meeting at which a quorum is present.

Section 3. Vacancies.

Vacancies in the membership of any committee may be filled by the duly designated Committee Chairman or by appointment made in the same manner as provided in the case of the original appointments.

Section 4. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Chairman.

The Chairman of the Board of Directors shall designate one member of each committee to serve as Chairman of that committee.

Section 6. Term of Office.

Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof or a member of the Corporation.

Article VII - Officers

Section 1. Officers of the Corporation.

The officers of the Corporation shall consist of a Chairman of the Board, a Vice-Chairman, a Secretary, a Treasurer, and the President. Any two or more offices except Chairman of the Board and Secretary may be held by the same person. No officer may act in more than one capacity where the action of two or more officers is required.

Section 2. Election and Term.

The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. Each officer shall hold office until the next Annual Meeting of the Board of Directors and until a successor is elected and qualified.

Section 3. Removal.

Any officers or agent elected or appointed by the Board of Directors may be removed, with or without cause, by action of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies.

Vacancies among the officers may be filled and new offices may be created and filled by the Board of Directors.

Section 5. Chairman of the Board of Directors.

The Chairman of the Board of Directors shall preside at meetings of the Board of Directors and shall perform such other duties as may be directed by the Board or these Bylaws.

Section 6. Vice-Chairman of the Board of Directors

The Vice-Chairman of the Board of Directors shall, in the absence of the Chairman, preside at all meetings of the Board of Directors and shall assume the duties of Chairman in his absence as well as perform other duties as may be directed by the Board of Directors.

Section 7. Secretary.

The Secretary shall keep the minutes of the meeting of the Board of Directors and all annual and special meetings of the members. He shall keep all minutes of all such meetings in books designated for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law. He shall have charge of the books, records, and papers of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized and shall sign such instruments

as may require his signature. He shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors, by the President or by these Bylaws.

Section 8. Treasurer.

The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities and the Board of Directors may designate those persons upon whose signature or authority such funds may be dispersed. He shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting principles (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law.

Section 9. President.

The President shall be the chief executive officer of the Corporation, and shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall be appointed by the Board of Directors and shall work at its discretion. He shall have authority over the general management of the corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties incident to the office of the President and other duties as from time to time may be assigned to him by the Board of Directors. The President shall preside or designate at the Annual Meeting of Members. The President shall not have the authority as to the following matters:

- a. the dissolution, merger or consolidation of the corporation;
- b. the amendment of the charter of the corporation; or the sale lease or exchange of all or substantially all of the property of the corporation.
- c. the amendment or repeal of the Bylaws or the adoption of new Bylaws.
- d. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Article VIII - Indemnification of Directors and Officers

Section 1. General Policy.

It shall be the policy of the Corporation to indemnify, the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina, the Board Members and Officers and former Board Members and Officers if the Corporation as well as persons who serve or have served at the request of the corporation in any other capacity, against all judgments, penalties, settlements and other liabilities incurred by them in connection with pending, threatened or complete action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds for Indemnification.

The Corporation may also advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of unrestricted funds of the corporation for indemnification of for purchase of Officers and Board Members insurance shall be deemed a proper expense for the corporation. Expenses (including, but not limited to, attorney’s fees and disbursements, court costs and expert witness fees) incurred by person described in Article VIII, Section 1 hereof (an “Indemnified Party”) in defending any action, suit or proceeding of the kind described in Article VIII, Section 1 hereof shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as set forth herein. The Corporation shall promptly pay the amount of such expenses to the Indemnified Party, but in no event later than thirty (30) days following the Indemnified Party’s delivery to the Corporation of a written request for an advance pursuant to this Section, together with a reasonable accounting of such expenses; provided, that the Indemnified Party shall undertake and agree to repay to the Corporation any advances made pursuant to this Section if it shall be determined that such party is not entitled to be indemnified by the Corporation for such amounts. The Corporation shall make the advances contemplated by this Section regardless of the Indemnified Party’s ability to make repayment. Any advances and undertakings to repay pursuant to this Section shall be unsecured and interest-free.

Article IX - Nonprofit Status of Corporation

Section1. Nonprofit Organization.

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Limitations.

No par of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, board members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation hereof. No substantial part of any activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding and other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Action up Dissolution.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X - General Provisions

Section 1. Seal.

The corporate seal of the Corporation shall contain the mane and the Corporation and shall be in such form as may be approved by the Board of Directors.

Section 2. Waiver of Notice.

Whenever any notice is required to be given to any Board Member by law, by the Articles of Incorporation, or by the Bylaws, a waiver thereof in writing signed by the Board Member or Board Members entitles to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year.

The fiscal year of the corporation shall be the calendar year.

Section 4. Checks.

All checks, drafts, or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 5. Bond.

The Board of Directors may by resolution require and or all officers, agents, or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 6. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the members at an Annual Meeting of Members or at a Special Meeting of Members for which specific notice was given regarding the loan.

Section 7. Amendments of Bylaws.

Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of the majority of the Board Members then holding office at any annual or special meeting of the Board of Directors; provided, however that notice of the proposed action shall have to include in the notice of the meeting or shall have to be waived as provided by these Bylaws.

Section 8. Reference to Gender.

All pronoun references in these Bylaws to the male gender include female gender. All pronoun references in these Bylaws to the female gender shall include the male gender.

* * * * *

This is to certify that the above Bylaws of Ridgecrest Camps Alumni and Friends, Inc. were duly adopted by the Board of Directors at a meeting held on the 4th day of July, 1992 upon the specific recommendation of the members by resolution passed at the organizational meeting of members held on the 4th day of July 1992.

Certified this 7th day of July, 1992.

Steve Little, Secretary
[signature]

[Corporate Seal]

* * * * *

This is to certify that the above Bylaws of Camp Ridgecrest Alumni and Friends, Inc. were amended by the action of the Board of Directors at the Annual Meeting of Directors on July 2, 1995.

Certified this 5th day of July, 1995.

John Cooke, Secretary
[signature]

* * * * *

This is to certify that the above Bylaws of Camp Ridgecrest Alumni and Friends, Inc. were amended by the action of the Board of Directors at the Annual Meeting of Directors on February 5, 2001.

Certified this 5th day of February, 2000.

Ernie Roberts, Secretary
[signature]

* * * * *

This is to certify that the above Bylaws of Camp Ridgecrest Alumni and Friends, Inc. were amended by the action of the Board of Directors at the Annual Meeting of Directors on February 3, 2001.

Certified this 3rd day of February, 2001.

Adam Hewitt, Secretary
[signature]

* * * * *

This is to certify that the above Bylaws of Camp Ridgecrest Alumni and Friends, Inc. were amended by the action of the Board of Directors at the Annual Meeting of Directors on July 15, 2006.

Certified this 15th day of July, 2006.

Matt Fowler, Secretary
[signature]