

BYLAWS OF GENEVA GLEN CAMP, INCORPORATED

As amended March 27, 2024

ARTICLE I - Name, Seal and Office

Section 1. Name. The name of this corporation is "Geneva Glen Camp, Incorporated" (also referred to in this document as Geneva Glen Camp or Camp).

Section 2. Seal. The seal of the corporation shall be circular in form and shall bear the words "Seal" and "Colorado" and on its outer edge the words "Geneva Glen Camp, Incorporated."

Section 3. Offices. The principal office of the corporation shall be in Indian Hills, County of Jefferson, State of Colorado, where the Camp is physically located.

ARTICLE II - Board of Directors and Meetings of the Board

Section 1. Board of Directors.

The Board of Directors shall be drawn from former campers, former staff members, camper parents, and any other persons with interest in youth and the purposes of the corporation. No paid employee of the corporation may be a member of the Board of Directors. Directors shall not receive any compensation for services rendered to or for the corporation in effecting any of its purposes without prior authorization of the Board. Unless otherwise stated in these Bylaws the term "director" shall mean a member of the Board of Directors.

Section 2. Number, Term and Leave of Absence.

A. Number and Term. The number of directors shall be no less than nine (9) and no more than thirteen (13), including officers. Directors shall be elected to serve for a term of three years, with up to one-third of the Board terms expiring every year. Election to partial terms may be utilized to stagger Board terms. Directors shall not serve for more than three consecutive full terms. Directors who serve the maximum number of years under this limitation may be nominated for Board membership again after a minimum of one year as a non-member of the Board.

B. Leave of Absence. A director may request a leave of absence and a temporary replacement elected during that absence by a person as defined in Article II, Section 1. The maximum leave of absence shall be one year. The Board of Directors may elect at their discretion a temporary replacement at the next regularly scheduled meeting, after the director's announcement of the leave of absence. The temporary replacement position will not be considered a "term" for purposes of term limits described above.

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Each director shall have the right to vote for the election of the Board of Directors. The Board Development Committee shall act in a nominating capacity and propose names of potential directors according to the provisions of Article V, Section 5.B. The Board of Directors shall then vote on each nominated Board member at the next Directors' meeting.

Section 4. Vacancies.

Any vacancy on the Board of Directors may be filled for the unexpired portion of the term of any such director by an affirmative vote of the majority of directors then in office. The Board Development Committee shall propose the name(s) of potential directors according to the provisions of Article V, Section 5.B3 to fill the vacancy and will provide the name(s) within 30 days after notice of such a vacancy or as otherwise requested by the Board.

Section 5. Powers.

All the corporate powers set forth in the Colorado Nonprofit Corporation Act of the State of Colorado shall be and are hereby vested in the Board of Directors. The Board may, by resolution, delegate to committees of the Board, or to officers of the corporation, such powers as the Board may see fit.

Section 6. Duties.

The Board of Directors shall have the general management, control and supervision of the property, buildings, equipment and operation of the corporation. They may employ a Camp Executive Director(s) to carry out these functions on a day-to-day basis and to perform such other duties as delegated by the Board of Directors. It shall also be within the authority of the Camp Executive Director(s) to establish operating committees (in addition to standing advisory committees described in these Bylaws). The Camp Executive Director(s) shall serve at the will of the Board of Directors. Each Board member shall actively serve on at least one standing committee.

Section 7. Removal.

Any director may be removed from office with or without cause by the affirmative vote of two-thirds of the directors then in office (excluding the affected director). Any such director shall be given ten (10) days written notice by mail of the meeting of the Board of Directors at which such removal is to be voted upon. Such notice may also be given by any method reasonably calculated to give said director notice. Such director shall be entitled to respond in person or in writing at such meeting. Notice of the meeting of the Board of Directors at which such removal is to be voted upon shall specify the vote to be taken and given as set forth in Section 10 of this Article II below.

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Section 8. Regular Board of Directors Meetings.

The Board of Directors shall meet at least six (6) times during each fiscal year, including

the Annual Meeting. The regular meetings of the Board of Directors shall be held within the State of Colorado at such time, date and place as established by the President.

Section 9. Annual Meeting of the Board of Directors and Round Table.

The Annual Meeting of the Board of Directors and Round Table (which is established as described in Article IV below) shall be held at the Camp or at such other place within the State of Colorado as established by the President. The purposes of the Annual Meeting shall be to: recognize volunteers and other benefactors of the Camp, receive advice from invited participants, receive reports from the standing and ad hoc committees, receive reports from the Camp Executive Director(s), and transact such other business as may properly come before the meeting.

Section 10. Notice of Annual Meeting of the Board of Directors and Round Table and Notice of Regular and Special Board Meetings.

Notices of any regular, special, annual, or other Board of Directors or Round Table meeting shall be deemed fair and reasonable if given in writing, at least ten days before the date of the meeting. The President of the corporation or designee may, by email, telecopy or regular first-class mail, give notice of any regular, special, annual, or other Board of Directors or Round Table meeting. Such notice shall include a description of the purpose for which the meeting is called and such other matters required by these Bylaws. However, if any director to whom the notice is addressed identifies a particular method by which they desire to be notified, then notice shall be given to that person by the requested method. Notice may be waived in writing by any member of the Board of Directors or Round Table.

Section 11. Quorum.

Two-thirds of the directors then in office shall constitute a quorum for the transaction of business. If two-thirds of the directors results in a non-integer, a quorum shall be the closest integer of two-thirds of the directors (i.e., two-thirds of 11 equals 7.326; therefore the quorum is 7 directors). If necessary to achieve a quorum, a director may participate in the discussion and voting via teleconference.

Section 12. Special Meetings.

Special meetings of the Board of Directors may be called by a majority vote, upon the written request of two or more directors, or at the request of the President. The President shall notify all directors of special meetings with as much notice as circumstances allow, but otherwise in accordance with Article II, Section 10 above.

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Section 13. Voting.

Each director shall be entitled to one vote. Voting by proxy shall be prohibited. Unless otherwise provided by the Articles of Incorporation or Bylaws, the act of a majority of the

directors present or participating via teleconference at any duly called meeting having a proper quorum shall be the act of the Board of Directors. A two-thirds vote of the directors then in office shall be required for adoption of the annual budget and all fiscal policies.

Section 14. Decision Making via Teleconference or Electronic Communications.

When emergency, time sensitive, or other special circumstances exist that necessitate that the Board make decisions between regular or special meetings, the Board may utilize teleconference or other electronic communications to transact business on behalf of the corporation. The act of a majority of the directors present or participating via teleconference at any duly called meeting having a proper quorum shall be the act of the Board of Directors. Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

Section 15. Minutes.

All minutes of meetings of the Board shall be submitted for approval at the next meeting of the Board and shall be recorded in the minute book of the corporation. Such minutes shall include a record of any special meetings and of any decisions made through the use of teleconference or other electronic communications.

ARTICLE III – Officers.

Section 1. Executive Committee.

The officers of the corporation — the President, Vice-President, Secretary, and Treasurer — shall be the Executive Committee.

Section 2. Term.

The officers of the corporation shall be elected annually by and from the Board of Directors at for terms coinciding with the calendar year and shall serve at the pleasure of the Board.

Section 3. Vacancies.

In case any office of the corporation becomes vacant, a majority of the Board of Directors shall elect a director to fill such vacancy. The director so designated shall hold office and serve until the next annual officer election.

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Section 4. President.

The President shall be the chief governance officer of the corporation, and as such shall:

(a) exercise and perform such powers and duties as may be necessary to ensure the Board's fulfillment of its fiduciary or other duties as prescribed by applicable law, the

corporation's Articles of Incorporation and Bylaws, and the Board's governing policies then in effect, (b) preside at all meetings of the Board of Directors, (c) be an ex officio member of all standing or ad hoc committees, (d) shall serve as the spokesperson for the Board, and (e) perform such other duties as may be assigned by the Board of Directors.

Section 5. Vice President.

The Vice President shall perform the functions of the President in the event of the absence, resignation, disability, or death of the President. The Vice President shall perform such other duties as the Board of Directors may prescribe.

Section 6. Secretary.

The Secretary shall: (a) keep or cause to be kept the minutes of the meetings of the Board of Directors, (b) see that notices of meetings of the Board are duly given, and (c) perform such other duties as the Board of Directors may prescribe. The Secretary may delegate such duties to one or more assistants.

Section 7. Treasurer.

The Treasurer shall: (a) advise the Board on matters of fiscal policy, (b) serve as the chair of the Budget and Finance Committee, and (c) perform such other duties as may be assigned by the Board of Directors.

Section 8. Removal.

Any officer may be removed from office by the affirmative vote of two-thirds of all other voting members of the Board of Directors then in office. Any such officer shall be given ten (10) days written notice by mail of the meeting of the Board of Directors at which such removal is to be voted upon. Such officer shall be entitled to respond in person or in writing at such meeting. Notice of the meeting of the Board of Directors at which such removal is to be voted upon shall specify the vote to be taken and given as described in Article II, Section 10 above.

ARTICLE IV - Round Table.

Section 1. Purpose.

The Round Table is a group of individuals with ties to Geneva Glen that wish to stay connected to Camp through participation in the annual meeting. Members provide advice, support, and assistance to the Board and staff of Geneva Glen in furtherance of the mission

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of the corporation through participation in the annual meeting, serving on committees, and other involvement as determined by the Board and year-round staff.

Section 2. Membership.

Membership on the Round Table is open to any and all persons with ties to Geneva Glen Camp including former campers, former staff members, camper parents, and any other

persons with interest in youth and the purposes of the Camp. There shall be no maximum or minimum limitation on the number of members of the Round Table. Participation in the annual meeting will be limited to a manageable number of seats available in whatever location is chosen. Virtual options to participate will be offered if available. To the extent possible, the Round Table will be reflective of the breadth and diversity of the Camp's "family" of participants and supporters, including persons from multiple decades of Geneva Glen experience. Membership does not include any voting privileges.

Section 3. Duties and Opportunities.

The Round Table will participate in and contribute to activities in support of the mission of the corporation in ways that are of mutual interest to each Round Table member and Geneva Glen Camp. Examples of participation and contribution include: serving on committees as appropriate, providing financial, in-kind, or volunteer support to the corporation, or such other activities as may be beneficial to Geneva Glen Camp.

ARTICLE V – Standing, Advisory, and Ad Hoc.

Section 1. Purpose.

- A. Standing committee** - A standing committee shall be a permanent committee that meets at least annually to explore and make recommendations to the Board of Directors regarding matters related to the standing committee's commission and the Camp's strategic plan.
- B. Advisory Committee** – An advisory committee shall be a permanent committee that meets at least annually and is commissioned to address matters tasked to experts including, but not limited to, the Health and Wellness, HR/Risk Management, Diversity, Equity, and Inclusion, and Stewardship committees, and make recommendations to the Board of Directors or any Executive Director(s) to whom the Board has delegated responsibility and authority for such matters. At least one director shall sit on these committees to act as a liaison between the committee and the Board of Directors. If the director liaison has expertise in the advisory committee's area, that director may also be a contributing member to that advisory committee.
- C. Ad Hoc Committee** – An ad hoc committee shall be a temporary committee formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective. There are no membership restrictions. The President

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may appoint such ad hoc committees as the President determines advisable. There is no requirement for a member of the Board of Directors to be present to have a quorum for ad hoc committees, unless otherwise required by the Board of Directors.

Section 2. Advisory Role.

All standing and ad hoc committees shall be advisory to the Board of Directors or, as applicable in the case of advisory committees, any Executive Director(s), except as otherwise directed by a majority vote of the Board. Except for advisory committees, standing and ad hoc committees will ordinarily undertake activities not delegated to any Executive Director(s), and may not speak or act for the Board unless the Board formally delegates such authority for specific and/or time-limited purposes.

Section 3. Membership

The membership of these committees shall be selected from among individuals who have a longstanding relationship to Geneva Glen Camp, who are members of the Round Table, former members of the Board of Directors, former staff of the Camp, or from any individuals with an interest, expertise, and capacity to serve the needs of the Camp.

Section 4. Selection of Chairs and Members.

The President shall facilitate the appointment of the chair of each Standing and Ad Hoc Committee. The Executive Director(s) shall facilitate the appointment of the chair to each Advisory Committee. The Treasurer shall serve as the chair of the Budget and Finance Committee as set forth in Article III, Section 7. The President also shall appoint at least one director to serve on each Standing Committee, who shall serve as either the chair of the Standing Committee or the official liaison to the Board from the committee.

Section 5. Standing Committees and Committee Responsibilities.

A. Budget and Finance Committee. Responsible for monitoring investments, approving changes suggested by Camp's financial advisor, and ensuring financial accountability. The Committee shall review the proposed budget prepared by any Executive Director(s) and recommend an annual budget to the Board of Directors. The Budget and Finance Committee shall include a minimum of two directors, including the Treasurer. The Treasurer shall serve as chair of the committee.

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B. Board Development Committee. Responsible for Bylaw and Board Handbook management, Board member nomination, new director mentorship, training, and orientation. The Board Development Committee shall be made up of no less than three (3) members of the Board of Directors. Current directors being considered for continued service to the Board may not serve on the Board Development Committee. The committee may include emeritus Board members or other individuals deemed appropriate to contribute to the solicitation and vetting of potential Board members. The Board Development Committee will be responsible for:

1. Developing and maintaining the nominating process, including application process, timelines, training, and on-boarding materials.
2. Identifying, recruiting and interviewing potentially qualified candidates for the Board of Directors.
3. Preparing and presenting an overview of proposed nominees for election to the Board of Directors. Such list of nominees shall be made known at least 14 days in advance of the Director's meeting at which election shall take place to the Camp Executive Director(s).
4. Presenting proposed nominees for election to the Board at least 14 days in advance of the next Director's meeting as vacancies or need may require.

C. Standing Committee Meetings. Meetings of standing committees shall be called at the discretion of the committee chair. All actions, decisions, and recommendations of standing committees shall require the affirmative approval of the majority of members present and voting at a duly called meeting of such committee. No standing committee shall have a quorum for conducting business unless a member of the Board of Directors is present.

Section 6. Designation of Advisory Committees and Committee Responsibilities.

A. Diversity, Equity, and Inclusion Committee. Responsible for advising the Camp Staff on developing strategies and initiatives to ensure that the camp environment is welcoming and respectful to all individuals, irrespective of their appearance, identity, background, socioeconomic status, faith, or sexual orientation.

B. Events Committee. Responsible for enhancing the connection between Geneva Glen Camp and its Camp Family through events. The committee's primary responsibilities include organizing activities to bring alumni back to the camp, fostering a sense of community and shared experiences. It actively encourages and recruits alumni to contribute their insights and assistance in planning special activities. The committee extends its outreach beyond Colorado, organizing or supporting events to involve alumni from across the nation.

C. Health and Wellness Committee. Responsible for advising the Camp Staff on health services at Geneva Glen Camp. It shall be comprised of physicians,

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nurses, parental advisors and others associated with the Camp involved in the health of campers and staff.

D. HR/Risk Management. Responsible for advising the Camp Staff in the areas of human resource management and risk management such as benefit options – including medical, dental, vision, vacation, and non-monetary compensation, personnel policies and risk management proc.

E. Stewardship Committee. Responsible for advising the Camp Staff on facilities and properties including such matters as water rights, property issues, capital construction, facility maintenance, upkeep of trails and natural environment, and

the general condition of the facilities.

ARTICLE VI - Contracts, Checks and Borrowing.

Section 1. Contracts.

The Board of Directors may authorize any officer, agent or employee to enter into any contract or execute and deliver any such instrument in the name of and on behalf of the corporation. Such authority may be general or confined to a specific instance. Unless authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract, lease or engagement, or to pledge its credit or render it liable pecuniary for any purposes or for any amount.

Section 2. Checks.

All checks, drafts or other orders for the payment of funds issued in the name of the corporation shall be signed by the officers, employees or agents of the corporation in the manner determined by the Board of Directors.

Section 3. Borrowing.

Borrowing of funds by or on behalf of the corporation for a period of more than 60 days shall require the affirmative vote of at least two-thirds of the Board of Directors then in office.

ARTICLE VII - Fiscal Year.

The fiscal year of the corporation shall end on September 30 of each year.

ARTICLE VIII - Amendments.

All amendments to the Articles of Incorporation and these Bylaws shall be submitted in writing to the Board of Directors. The Board shall consider said amendments at any regular or special meeting of the Board called for this purpose. Notice of any such meeting shall include a recital of any proposed amendments to be considered. A two-thirds vote of the Board of Directors present at any such meeting shall be required for adoption.

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ARTICLE IX - Prohibition Against Financial Benefit.

Section 1. Prohibition for Sharing in Assets or Earnings.

No director, officer, agent or employee of the corporation, or any other private individual shall receive, at any time, any of the net earnings of pecuniary profit from the operations of the corporation. This prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes, as shall be approved by the Board of Directors.

Section 2. Distribution of Assets Upon Dissolution.

Should the corporation be dissolved at any time in the future, the corporate assets

generated by the dissolution shall be distributed only to another nonprofit organization that has received and maintained approval under Section 501(c)(3) of the Internal Revenue Code, or to an appropriate governmental body. No director, officer, agent or employee of the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Section 3. Prohibited Activities.

No director, officer, agent or employee of the corporation, or any other private individual, shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or its regulations. This corporation shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for elected public office.

ARTICLE X - Conflicts of Interest.

Please see the Geneva Glen Conflict of Interest Policy attached to these

Bylaws. **ARTICLE XI- Continuation of Policies and Procedures.**

Until such time as amended or repealed, all policies and procedures established by the Board of Directors shall continue in full force and effect.

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Bylaws of Geneva Glen Camp,
Adopted as amended by the Board March 27,2024,
Dated, ratified and adopted at Geneva Glen Camp, Indian Hills, Colorado this 27th day of
March, 2024, as verified by the below signatures of the President and Secretary of the
Board:



03/27/2024

President Date



Secretary Date

4/13/24

Attachment: Conflict of Interest Policy

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