

AMENDED AND RESTATED

ARTICLE I: IDENTIFICATION AND PURPOSE

The name of this organization shall be the American Camping Association, Inc., Indiana Section, (herein referred to as Section). The Section shall be a nonsectarian, nonpolitical and nonprofit organization whose purpose is the promotion of the goals and objectives of the American Camping Association, Inc. The Indiana Section shall be part of the American Camping Association, Inc. and be governed by its rules and regulations.

ARTICLE II: MISSION

Section 1. Mission

The American Camping Association, Inc. is a community of camp professionals dedicated to enriching the lives of children and adults through the camp experience.

ARTICLE III: JURISDICTION AND AUTHORITY

Section 1. Jurisdiction

The jurisdiction of this section shall be confined to the geographic area of the state of Indiana.

Section 2. Statement of Relationship with ACA

The American Camping Association Indiana Section is chartered by the American Camping Association. No provision of these By-laws shall contravene any provision of the Articles of Incorporation and By-laws of the American Camping Association, Inc.

Section 3. ACA's non-profit statement

1. The Section is organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the section shall be authorized and empowered to pay reasonable compensation for services rendered.

2. No substantial part of the activities of the section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the section shall not participate in, or intervene in including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these by-laws, no member, delegate, director, officer or representative of the section shall not carry on any activities not permitted to be carried on:

- (i) by a section exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (hereinafter the "Code"), or corresponding provisions of any subsequent federal tax laws, or
- (ii) By a section, contributions to which are deductible under section 170 (c) (2), Section 2522 (a) (2) of the Code, or corresponding provision of any subsequent tax laws.

Section 4. Authority

The Section shall have no authority to bind the American Camping Association to any financial or legal obligation.

ARTICLE IV: MEMBERSHIP

Section 1. Membership

Application for membership shall be made in writing to the American Camping Association, Inc. Memberships and fees shall be processed by the American Camping Association and sent to the section. Categories of memberships shall conform to those set forth, from time to time, by ACA.

Section 2. Membership Jurisdiction

The section agrees its membership jurisdiction includes the members who have assigned their membership to the section and excludes members who have assigned their membership to another chartered section.

Section 3. Voting and Holding Elected Office

All members in good standing shall be entitled to vote and hold office.

ARTICLE V: MEETINGS OF THE MEMBERS AND ELECTIONS

Section 1. Regular Meetings of Members

There shall be an annual business meeting of the members of the Section each year.

The Annual Meeting shall be determined by the Board of Directors and advance notice of at least ten (10) days written, oral and/or electronic means of communication shall be given.

Section 2. Special Meetings

The Board of Directors may hold special meetings of the members for any lawful purpose as called by the President of the Board, by not less than three (3) members of the Board of Directors or written request of ten (10) members of the section. A special meeting shall be held at such date, time and place as is specified by the President. The purpose of the meeting need not be specified.

Section 3. Notice Provisions

Notice of special meetings shall be given to all members, with five (5) days notice in writing and /or any electronic means of communication.

Section 4. Quorum to Conduct Elections and Other Business

An election or vote on an item of business will be certified as legal with a quorum of 10% of members or when 10% of eligible members present at an annual meeting cast a ballot.

Section 5. Action by Written/Electronic Ballot

Any action that may be taken at a regular, annual or special meeting of the members may be taken without a meeting if the Section delivers a written/electronic ballot to every member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written/electronic ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written/electronic ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Section to be counted. A written/electronic ballot may not be revoked once received by the Section.

Section 6. Informal Action by Member

Any action required by law to be taken at a meeting, of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken shall be signed by at least eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof. Such written notice shall be filed with the Section's minutes.

Section 7. Meetings by Simultaneous Communication

Board, annual membership and special meetings maybe held by simultaneous communications, such as conference calls. Any and all officers and/or board members may participate in any board, annual or special meetings by, or through the use of any other means of communication by which all officers and/or board members participating may simultaneously communicate with each other during the meeting. An officer and/or board member participating by this means shall deem to be present at the meeting.

Section 8. Elections

All members of the Board of Directors shall be elected from a single slate submitted to the members by the Nominating Committee. Acceptable forms of ballots shall include: paper, facsimile, internet polling, and electronic mail. All candidates shall consent in writing to their nomination.

Section 9. Nominating Committee

The Nominating Committee shall be responsible for the nomination and election process and procedures.

The Nominating Committee shall be composed of five members. The Committee Chairperson will be appointed by the board. One half (1/2) of the members of the Nominating Committee shall be elected from the general membership. The committee chair shall select the other members as approved by the Board of Directors.

Section 11. Election Cycle

In order to provide for continuity on the Board, one third of the officers and directors shall be elected each year to serve for three (3) years commencing on January 1 in accordance with the following:

Year 1: President-Elect, Secretary

Year 2: President, Vice-President

Year 3: Treasurer

The president's term shall be three years and coincide with the association's presidential term of office.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Board General Powers and Composition

Board General Powers

The Board of Directors shall have supervision, control, and direction of the affairs of the Section and its committees: shall determine its policies or change therein; shall actively prosecute its objectives and supervise the disbursement of funds; shall approve the annual budget; shall adopt such rules and regulations for the conduct of its business; shall hire and supervise the section executive and shall be deemed advisable; and may, in execution of the powers granted, delegate all, or any of its authority and responsibility to the Executive Committee. The affairs of the Section shall be managed, controlled and conducted by, and under the provisions of these By-laws.

Board Composition

- A. The officers of the Indiana Section shall be President, Vice-President, Secretary and Treasurer and nine (9) to thirteen (13) directors elected from the membership.
- B. The President-Elect shall be a voting member of the board for one year before he/she assumes his/her responsibilities as President.
- C. The Immediate Past President shall be a voting member of the board for one year following his/her term as President.
- D. The Section Executive serves as an ex-officio member of the board.

Section 2. Qualifications

Directors shall be members in good standing and selected on the basis of their qualifications, skills, special knowledge and ability to aid the Section in fulfilling its objectives.

Section 3. Term

Elected officers and directors shall begin their terms on January 1 and shall hold office for three years or until his or her respective successor has been elected.

Section 4. Term Limits

No person shall be eligible to serve more than two (2) consecutive terms as a Director. No officer may hold more than one office at a time. A Director who has served two (2) consecutive terms shall be ineligible for re-election until at least one (1) year has elapsed from the expiration of the last term for which such person was elected.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by these By-laws.

Section 6. Regular Meetings & Notices

Regular meetings of the Board of Directors shall be held at least twice during each calendar year at such time and a place as the Board may prescribe. Notice of all regular meetings shall be given to the directors not less than ten (10 days) before the meeting is held.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the President or the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix any time and place for holding any special meeting of the board called by them.

Section 8. Notice of Special Meetings

Notice of any special meeting of the Board of Directors shall be given at least seventy-two hours before the meeting by mail, personal delivery, telephone, e-mail, or other electronic means to each director at his/her contact information as shown on the records of the Section.

Section 9. Meetings by Simultaneous Communication

The Board of Directors, or committee thereof, may (a) permit a director or committee member to participate in a meeting such as conference calls and/ or (b) conduct a meeting through the use of any means of communication by which all directors or committee members participating simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 10. Informal Action by Directors & Committees

Any action required by law to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors, or any committee thereof, may be taken without a meeting if prior to such action, electronic/ written consent describing such action is made by each director or committee member. Such electronic/ written consent shall be filed with the minutes of the proceedings of the board or committee. Action taken by electronic/ written consent shall be effective when the last director or committee member required for adoption makes/ signs the consent, unless the consent specifies a prior or subsequent effective date. The action of a director or committee member may not be revoked once received by the President or committee chairperson.

Section 11. Removal of a Director

Any member of the Board of Directors may be removed, for cause, by a majority vote of the Board of Directors. A director who misses 3 consecutive meetings of the Board of Directors shall be considered to have voluntarily resigned from the Board of Directors unless such director shall present to the Executive Committee good and sufficient reason for such nonattendance. The Section Secretary shall notify the director in writing of his/her status.

Section 12. Vacancies

A vacancy in the office of the President shall be filled by the Vice President until an election can be held unless the President Elect has taken office. Other vacancies shall be filled by the Board of Directors for the unexpired portion of the term or the next section election. A director elected to fill an unexpired term and has served over one-half of a term shall be considered as having served a full term.

**ARTICLE VII: OFFICERS, DIRECTORS EXECUTIVE COMMITTEE, DELEGATES,
SECTION EXECUTIVE & STAFF**

Section 1. Duties of Officers

The officers of the Indiana Section shall be President, Vice-President, Secretary and Treasurer and nine (9) to thirteen (13) directors elected from the membership. The President-Elect shall be a voting member of the board for one year before he/she assumes his/her responsibilities as President and the Immediate Past President shall be a voting member of the board for one year following his/her term as President. The Section Executive serves as an ex-officio member of the board.

Section 2. The President

The President shall act as the presiding officer of the Section, of the Board of Directors, and of the Executive Committee. The president shall be an ex-officio member of all committees except the Nominating Committee and shall appoint Board Committee, Task Force and Ad Hoc Committee Chairpersons. The President may sign any contracts or other instruments which the Board of Directors has authorized to be executed; and in general the President shall perform all duties incident to the office of the President and such duties as may be prescribed by the Board of Directors from time to time.

Section 3. The President-Elect

The President- Elect shall be elected one year prior to taking office and shall be assigned duties by the President as are considered beneficial towards training and preparation for taking office in the following year. The President-Elect shall serve as presiding officer in the absence of the President.

Section 4. The Vice President

The Vice President shall serve as presiding officer in the absence of the President and the President-Elect. The Vice President shall perform all other duties authorized by the Board of Directors from time to time.

Section 5. The Secretary

The Secretary shall keep the minutes of the meetings of the board of directors and the Executive Committee; give all notices in accordance with the provisions of these by-laws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or Board of Directors.

Section 6. The Treasurer

The Treasurer shall have charge and custody of and be responsible for all moneys and deposit all such moneys in the name of the Section in such banks, trust companies or other depositories; shall cause quarterly financial statements to be submitted to the board; and perform all other duties as from time to time may be assigned to the Treasurer by the President or Board of Directors.

Section 7. The Past President

The Past President shall serve on the Board and Executive Committee for the first year following the term as President.

Section 8. Section Delegates

Section Delegates shall represent the Section on the National Council of Delegates. One Delegate shall automatically be the President. One delegate shall be President Elect, when there is a President-Elect. Otherwise the Board of Directors will choose additional delegates, the number as specified by ACA. The Board of Directors shall also elect alternate delegates.

Section 9. Committees of the Board

Standing committees of the section shall include:
Nominating
Governance
Finance
Executive Committee

Committee responsibilities are determined by the Board of Directors or as stated in the bylaws. The Board may also establish Task Forces and and Ad Hoc committees as time to time may be required.

Section 10. Committee Member Term of Office

Unless otherwise specified in the by-laws, each member of a committee shall continue as such until the next annual meeting of the section and until his or her successor is appointed, unless the committee shall be sooner terminated or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 11. Executive Committee and Duties

There shall be an Executive Committee consisting of the elected officers of the Section, one (1) additional board member, approved by the board, and the Section Executive who shall serve as an ex-officio member of the Executive Committee. The Executive Committee shall be authorized to disburse funds and conduct the business of the Section between regular meetings of the board. The Executive Committee shall be responsible to the Board of Directors and shall make a report of its actions at each Board meeting.

Section 12. Executive Director

- A) The Executive Director shall be a paid staff person whose authority and terms and conditions of employment shall be specified by the board of directors.
- B) The executive director shall be the chief executive responsible for management functions and direct all activities of the section as prescribed by the board of directors.
- C) The executive director shall be a non-voting, ex-officio member of the board of directors and all other committees established by the board of directors. The executive director shall supervise and direct the work of all paid employees of the section.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

All meetings of the Section shall be governed by parliamentary law as set forth in the latest edition of Robert's Rules of Order.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Section shall commence on January 1 and end on the following December 31.

ARTICLE X: AMENDMENTS

The Bylaws may be amended by the two-thirds vote of the members present at any regular meeting of the Section, special meeting called for this purpose, or by ballot, provided that the amendment shall have been approved by the National Headquarters of the American Camping Association, Inc., prior to taking effect. Proposed amendments shall be conveyed to the membership with a two week comment period. Following the review of comments, amendments must be conveyed to the membership at least 14 days prior to the date of which such amendment is to be considered and voted upon. Amendments may be revised at the time of the meeting by a two-thirds vote of the members as long as the original intent of the amendment is not changed.

ARTICLE XII: DISSOLUTION

This Section shall exist as long as a charter from the American Camping Association, Inc. is held by the Section. In the event the Board of Directors on behalf of the membership of the Section or the membership of the Section dissolves the Section for any reason, or the charter is terminated the Treasurer of the Section shall issue a check payable to the American Camping Association, Inc. for the entire balance in the treasury of the Section to be held in trust and for final disposition by the Board of Directors of the American Camping Association, Inc., according to the special rules and regulations adopted for such cases by the Association.

Revised Draft 1/19/99- Updated 4/14/99- Mailed to members 11/4/99- Approved 12/8/99
Updated January 2003 Formatting only
Amended November 2005 Section 14 Election process, Section 8 Delegates
Updated January 2010 - Emailed to members 1/8/2010, Vote held 1/22/2010