

BY LAWS
Tallgrass Christian Youth Camp
A Kansas Not For Profit Corporation

PURPOSE

Christian Camp/Retreat shall be a non-profit organization for the purpose of promoting the social, physical and spiritual development of youth and others through training in camps and retreats. The purposes for which the corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE I

OFFICES

The Principal Office of the Corporation in the State of Kansas shall be located at 1211 West 28th Court, Lawrence, Kansas 66046. The Board of Directors may establish other offices at any place or places where the Corporation is qualified to do business. The Registered Office of the Corporation, required by The General Corporation Code of Kansas to be maintained in the State of Kansas, may be, but need not be, identical with the address of its Principal Office in the State of Kansas, and the Registered Office may be changed from time to time by the Board of Directors.

ARTICLE II

TRUSTEES

Section 1. **MEMBERSHIP**. The Corporation shall have active members called Trustees and such other classes of membership as may be provided from time to time in these Bylaws.

Section 2. **TRUSTEES**. A Trustee, as referred to in the Bylaws of this Corporation, shall be an Elder of a Church of Christ within the area served by the Corporation and whose members have contributed materially, financially or otherwise to Tallgrass Camp. The Board of Trustees shall be comprised of no fewer than 5 Elders and no more than 15 Elders representing no fewer than 5 different Churches of Christ. No church may have more than two (2) Trustee representatives at any one time. Trustees shall serve for five (5) year periods, at which time the entire Board may review continued service of individual elders. The Board of Trustees may add to their number as desired/necessary by majority vote within the parameters outlined in this section so as to ensure continuity and viability of the Board.

Section 3. **ANNUAL MEETINGS**. The Annual Meeting of Trustees shall be held at the Principal Office of the Corporation on the third Sunday of January at 2:00 P.M. (Or such place, time or date in January as may be determined by the Trustees), for the purposes of electing Directors and for the transaction of such other business as may properly come before the meeting.

Section 4. **SPECIAL MEETINGS**. Special Meetings of Trustees for any proper purpose or purposes may be called by any one of the Trustees or by an affirmative vote of a majority of the Board of Directors. Such call shall state a proper purpose or purposes of the proposed meeting. Business transacted at a Special Meeting of Trustees shall be confined to the purpose or purposes of the meeting as stated in the notice of the meeting.

Section 5. NOTICE OF MEETINGS. Notice of all Meetings of Trustees shall be given not less than ten (10) days nor more than fifty (50) days prior to the date of the meeting of each Trustee, personally or by letter, telegraph, e-mail or printed notice, stating the place, day and hour of the meeting, and, in the case of a Special Meeting the purpose or purposes for which the meeting is called. Such written notice shall be addressed to the Trustee at his address as it appears on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail in a sealed envelope so addressed. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the Telegraph Company.

Section 6. QUORUM. A simple majority of the Trustees of the Corporation present at any meeting shall constitute a quorum for the transaction of business at such meeting.

Section 7. MANNER OF ACTING. The act of a simple majority of Trustees present at a meeting at which a quorum is present shall be the act of the Trustees, unless the act of a greater number is required by law or by these Bylaws.

Section 8. PROXIES. Any Trustee of the Corporation may, in writing or by telegram, authorize another Trustee other than himself to act as his proxy at any meeting of the Trustees. No proxy shall be valid after six (6) months from the date of its execution..

Section 9. INFORMAL ACTION BY TRUSTEES. Any action, which may be taken at a meeting of Trustees, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the Trustees.

Section 10. COMPENSATION. None of the Trustees, Directors or officers of this Corporation shall receive any compensation whatever for their services, but any Director or Officer may be reimbursed for expenses incurred in connection with any activities of the Corporation, including attendance at meetings. The Corporation may employ such agents, representatives, or employees as may be necessary to properly carry out the objectives and purposes for which the Corporation is formed, and fix their compensation.

Section 11. INDEMNIFICATION OF TRUSTEES, DIRECTORS AND OFFICERS. In case any action, suit, or proceeding, to which any person may be a party on account of actions taken or omitted to be taken by him while acting in his capacity as a Director, Officer or Trustee of the Corporation, shall be instituted against the Director, Officer, or Trustee, the Corporation shall reimburse or indemnify him for all costs and expenses reasonably incurred by him in connection with that action, suit, or proceeding. This section shall not apply in any case where the Director, Officer, or Trustee shall have acted in willful disregard of a resolution, policy, rule, or other provision of the Trustees or Board of Directors or Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Corporation and operation of the retreat facility shall be managed by the Board of Directors, which shall include, but shall not be limited to, the hiring and retention of an on-site property custodian and other employees deemed necessary to the efficient operation of the Corporation, as well as all other matters relating to personnel. The Board shall also establish policies and procedures governing the use of facilities that shall be binding on all parties. Such policies and procedures shall be reviewed and approved by the Board of Trustees. These duties, like all duties of the Board of Directors, may be delegated to any person, or persons, whom the Board chooses.

Section 2. NUMBER, ELECTION AND TERM. The number of Directors of the Corporation shall

be a minimum of five (5) and a maximum of twenty (20). Directors once elected shall hold office until his or her successor shall have been elected and qualified by the Trustees, until he or she resigns, until he or she shall be removed from office, or until his or her death. The Directors shall be elected by a majority vote of the Trustees and reaffirmed at their annual January meeting.

Section 3. QUALIFICATIONS OF DIRECTORS. Each Director of the Corporation shall be a member in good standing in a congregation of the Church of Christ, as determined by the Board of Trustees. Directors should also have had significant prior involvement in camping, and have made prior financial/material contributions to the camp. A Director's membership on the Board of Directors shall terminate immediately if the Director, for any reason, ceases to be a member in good standing of a Church of Christ.

Section 4. ANNUAL AND REGULAR MEETINGS. Annual Meetings of the Board of Directors shall be held within one month of the Annual Meeting of Trustees at which time a full report of the year's activities will be given. Notice of the annual meeting shall be sent by regular mail to each participating area church at least fourteen (14) days before the meeting inviting all members for a report and feedback. Other Meetings of the Board of Directors shall be held at such times as the Board may determine, except that the Board of Directors shall meet at least once each quarter.

Section 5. SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors, or by an affirmative vote of the majority of Trustees.

Section 6. NOTICE. Notice of any Special Meeting or the Annual Meeting of the Board of Directors shall be given to members of the Board of Directors at least seven (7) days prior thereto by personal letter, telegraphic, e-mail or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his address as it appears on the records of the Corporation with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. A Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7. PLACE OF MEETING. Meetings of the Board of Directors shall be held at such place, within or without the State of Kansas, which has been designated from time to time by resolution of the Board or by written consent of all members of the Board or, if not otherwise designated, all meetings shall be held at the Principal Office of the Corporation.

Section 8. QUORUM. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. MANNER OF ACTING. The act of a simple 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 law or by these Bylaws.

Section 10. INFORMAL ACTION BY BOARD OF DIRECTORS. Any action, which is required to be taken or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors.

Section 11. ATTENDANCE. All meetings of the Board of Directors shall be open to any or all Trustees of the Corporation or any interested individual approved by an affirmative vote of the majority of members of the Board of Directors or Trustees.

Section 12. REMOVAL OF DIRECTORS. Any Director elected by the Trustees may be removed, with or without cause, by the majority vote of the Trustees.

Section 13. VACANCIES. A vacancy occurring on the Board of Directors by reason of death, removal, resignation or termination of office may be filled at any Annual, Special or Regular Meeting of the Trustees by the affirmative vote of a majority of the Trustees.

Section 14. PROXIES. Any Director of the Corporation may, in writing or by telegram, authorize another Director other than himself to act as his proxy at any meeting of the Directors. No proxy shall be valid after six (6) months from the date of its execution.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers and assistant officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors. All officers shall be elected from the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected at the Annual Meeting of the Board of Directors and shall serve for a term of three (3) years or until his/her successor shall have been duly elected and qualified. The normal succession would be for the Vice-President to become President and a new Vice-President elected every three (3) years. The President can not serve two (2) consecutive terms. The Secretary and Treasurer may serve two (2) consecutive terms before stepping down.

Section 3. REMOVAL. The Board of Directors may remove any officer elected or appointed by the Board of Directors with or without cause, by a majority vote of the Directors, whenever in its judgment the best interests of the Corporation would be served.

Section 4. THE PRESIDENT. The President shall be the principal executive officer of the Corporation. He shall preside at meetings of the Board of Directors, and, subject to the direction and control of the Board of Directors, shall direct the policy and management of the Corporation. The President shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President may sign any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by a statute to some other officer or agent of the Corporation. The President shall have and perform all powers and duties incident to the office of the President, including the power to appoint committees.

Section 5. THE VICE-PRESIDENT. In the absence of the President, or in the event of his/her disability, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of the President and shall perform such other duties as may be from time to time assigned to him/her by the President or by the Board of Directors. In the absence of the President, the Vice-President shall preside at all meetings of the Board of Directors.

Section 6. THE SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors; keep a file of all minutes for the Board of Directors, distribute one (1) copy of all minutes to the Directors and Trustees within fourteen (14) days after each meeting, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and the seal of the Corporation; 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 him by the President or by the Board of Directors.

Section 7. THE TREASURER. The Treasurer shall have custody of and be primarily responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such in the name of the Corporation in such banks, trust companies or other depositories as shall be selected according to these Bylaws; and, perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums of such bond. With the agreement of a majority of the Board of Directors, the Treasurer may delegate a portion, or all, of his duties to other Directors or organization employees, who must meet the same requirements as the Treasurer and who will assume the Treasurer's duties to the extent delegated.

ARTICLE V

EXECUTIVE BOARD

Section 1. THE EXECUTIVE BOARD. The Board of Directors, at its Annual Meeting may elect an Executive Board, composed of Directors, to exercise powers and assume duties of management as directed by the Board of Directors and as may be outlined in the Bylaws, subject to the following limitations

- a. The Board of Directors may at any meeting overrule any act or decision of the Executive Board;
- b. The Board of Directors may suspend at any meeting any power conferred upon the Executive Board;
- c. The Board of Directors may direct any action or plan of the Executive Board.

Section 2. MEMBERS. The Executive Board shall be comprised of the Corporate Officers and the immediate past President, if one is available.

Section 3. TERM OF OFFICE. The term of office of members of the Executive Board shall begin with their election at the Annual Meeting of the Board of Directors and shall continue for a period of one (1) year, until the next Annual Meeting.

Section 4. MEETINGS. At the first meeting of the newly appointed Executive Board, it shall schedule other meetings throughout the year. Minutes of the meetings of the Executive Board shall be mailed to all Directors and Trustees.

Section 5. QUORUM. A simple majority, but no less than three (3) members of the Executive Board shall constitute a quorum.

Section 6. MANNER OF ACTING. Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all members of the Board shall individually or collectively consent and consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provisions of this section which relates to action so taken shall state that the action was taken by the unanimous written consent of the Executive Board without a meeting. Such action shall be prima facie of such authority.

Section 7. DUTIES AND RESPONSIBILITIES. The Executive Board may divide its

duties and responsibilities among the members as it sees fit and conduct its business as it sees fit. The Executive Board shall be responsible for the management of the organization and shall prepare and present an annual budget to the Board of Directors for approval and shall establish an office account, which must be specifically limited in amount, the funds for which shall be made available from the funds received by the organization by authorization of the President and Treasurer. The Executive Board may delegate its duties and responsibilities to any member of the Board of Directors, Trustee, or employee of the Corporation, as it sees fit.

ARTICLE VI

COMMITTEES

Section 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint one or more committees including any Advisory Board, each of which shall consist of one or more Directors and/or one or more individuals interested in helping the Corporation, which committees shall have and exercise such duties and authority as the Board of Directors may specify. 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. Each committee shall keep regular minutes of its meetings and shall report its activities regularly (usually quarterly) to the Board of Directors. The committees appointed, pursuant to this section, may not assume powers or duties or management normally vested in the Board of Directors or Executive Board.

Section 2. VACANCIES. Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the membership of any committee.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer, employee or other agent of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. CHECKS AND DRAFT. All checks, drafts or orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, employee or other agent of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

Section 3. DEPOSITS. The assets of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks; trust companies or other depositories as the Board of Directors may select. The Board of Directors may delegate to such banks, trust companies or other depositories such authority for investment or re-investment of the Corporation's assets as the Board of Directors deems appropriate.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and minutes of the proceedings of the Board of Directors and the committees of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X

AUDIT

The audit of the accounts of the Corporation shall be made immediately at the end of the fiscal year. The President shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the proceeding fiscal year. The auditor must be a CPA and not be a member of or related to The Board of Directors or the Board of Trustees.

ARTICLE XI

GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, stipend, fee, bequest, public fund or device for the general purposes or for any special purpose of the Corporation. The Board of Directors shall be authorized to raise funds by solicitation from Churches of Christ, interested individuals and philanthropic organizations. Furthermore, the Board of Directors shall have the power to create endowment funds, to assure future operations in amounts and at times it deems feasible.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Article of Incorporation of the Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any meeting duly convened in accordance with the provision of these Bylaws or by unanimously written consent of the Trustees.

These Bylaws are hereby adopted this 10th day of January 2004

Charles Garretty, Trustee

Smokey McKinney, Trustee

Jerry Myers, Trustee

Tom Tinsley, Trustee

Ken Truax, Trustee