

**BY-LAWS of
THE CAMP of COLORS, INC.**

**ARTICLE I
(ORGANIZATION)**

1. The name of the Corporation shall be THE CAMP OF COLORS, INC.
2. The Corporation shall have a corporate seal in standard form.
3. The Corporation may at its pleasure by a three-fourths (3/4) majority vote of the Board of Directors change its name.
- 4.

**ARTICLE II
(PURPOSE)**

This Corporation is a not-for-profit entity and is incorporated under the laws of the State of Georgia for the following purposes:

1. To own and provide a facility for conducting spiritual weekends for “Three-Day”-type religious organizations, including Tres Dias, Cursillo, and similar Christian movements.
2. To provide Christian training, instruction, and education.
3. To provide a facility for use by other Christian retreats, as may be approved by the Camp of Colors Board of Directors.
- 4.

**ARTICLE III
(MEETINGS)**

The Corporation shall be conducted five (5) regular meetings on the first Monday of every odd-numbered month (e.g., January, March, May, etc.) and an annual meeting the first Monday of November. If a scheduled meeting falls upon a holiday or other significant date, the Chairman of the Board may reschedule the meeting date at his or her discretion, but with advance notice of no less than seven (7) calendar days to the members of the Board. Such notice may be given by e-mail, text message, or personal contact. Notice may be given by the Camp of Colors Board Secretary.

Unless otherwise approved by the Camp of Colors Board of Directors, all meetings will be held at the Camp of Colors, 3186 GA-9, Dahlonega, Georgia.

Quorum: The presence of not less than a majority of the members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the Corporation. HOWEVER: a quorum may also be established by proxy; any member may assign his or her voting authority to another Board Member (in good standing). Proxy authority must be provided by text or email to the Chairman 24 hours prior to the scheduled meeting. The preferred representation at each meeting should reflect at least one of the two active Board members from each Community. The exception or exclusion to this guideline is at the discretion of the Chairman and fellow Officers of the Board.

Special meetings of the Corporation may be called by the Chairman when he or she deems it in the best interest of the Corporation. Notice of such meeting shall be conveyed to all members at their electronic addresses as they appear in the record of the Corporation at least ten (10) days before the scheduled date of such special meeting. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such meeting, and by whom it was called. At the request of four (4) of the members of the Board of Directors, the Chairman shall cause a special meeting to be called, but such request must be conveyed at least ten (10) days before the requested scheduled date of the meeting.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE IV (VOTING)

At all meetings, except for the election of Officers and Directors, all votes shall be by voice. Exceptions to this requirement are based upon operational contingencies and other urgent matters identified by the Officers and/or Directors of the Board and are set forth as follows:

1. Actionable items that involve urgent or emergency actions of the Board requiring funding to address operational or infrastructure issues (i.e., replacement or repair);
2. Actionable items that are not urgent by nature but may impact the operational aspects of the Camp and must be addressed prior to the next meeting of the Board.

3. For election of officers and Directors: ballots shall be provided and there shall not appear any place on such ballot any markings that might tend to indicate the person who cast such ballot.
4. At any regular or special meeting: if a three-fourths (3/4) majority of the quorum so requires, any question may be voted upon in the manner and style as provided for the election of officers and directors (i.e., private ballot).
5. When voting by ballot, the Chairman of such meeting shall prior to the commencement of balloting appoint a committee of three (3) attendees who shall act as Inspectors of Election.
6. The Secretary, Treasure and each Directors of the Board shall have one vote and such voting may be done by proxy by submitting a signed document or electronic communication to the Board signifying the same. The Chairman shall vote only to make or break a tie vote.

**ARTICLE V
(ORDER OF BUSINESS)**

1. Reading of the minutes of the preceding meeting.
2. Reports of committees.
3. Reports of Officers
4. Old and unfinished business.
5. New business.
6. Adjournment.

ARTICLE VI (BOARD OF DIRECTORS)

The affairs of the Corporation shall be managed by a Board of Directors (the Board) consisting of a Chairman, Secretary, Treasure and twelve (12) Directors, representing the six communities (or governing bodies) within the organization.

1. The governing bodies of the Atlanta Lutheran Via De Cristo (ALVDC), Georgia Mountain Tres Dias (GMTD), Georgia Mountain Vida Nueva (GMVN), Tres Dias North Georgia (TDNG) North Georgia Vida Nueva (NGVN), and Tres Dias Con Cristo (TDCC), communities participating in its financial and moral support shall appoint two (2) representatives each from their community, to serve as Directors of the Board.
2. The existing Board must elect new directors by a three-fourths (3/4) majority. No one church (congregation) shall have a majority on the Board. The staggering of the terms of the directors shall be accomplished in such a way as to choose no more than one representative from a governing body in any one year. Directors having served a three-year term must rotate off the Board for twelve (12) consecutive months before serving again.
3. The Board shall have control and management of the affairs and business of the Corporation. Such Board shall only act in the name of the Corporation when it shall be regularly convened by its Chairman after due notice to all Directors of such meeting.
4. The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
5. Vacancies on the Board may be filled by an approval vote of three-fourths (3/4) majority of the remaining members of the Board for the balance of the term.
6. A director may be removed from the Board when sufficient cause exists for such removal. (This may include insufficient attendance at meetings.) The Board may entertain charges against any Director and such Director shall have an opportunity to the respond to the charges at a removal hearing. The Board shall adopt such rules for this hearing as may, at its discretion, be considered necessary for the best interests of the Corporation.

7. No director may vote upon any contract or transaction in which he or she has any conflict of interest.

ARTICLE VII (OFFICERS)

The Officers of the Corporation shall consist of a President (acting as Chairman), a Secretary, a Treasurer, and such other officers as may be elected by the Board. Only Directors shall serve as officers of the Corporation. When a Director is elected to serve as an Officer, they become at-large members of the board. His or her Communities Governing Body will appoint a replacement to serve on the Board of Directors.

The Corporation shall hold officer elections at the November annual meeting and serve for a one (1) year term from January to December. Officers may serve consecutively on an extended year-to-year term basis by three-quarters vote of the Board for a period not to exceed three (3) years. An exception applies when no Director volunteers or is nominated for an Officer position that exceeds three (3) years.

1. The Chairman of the Board of the Corporation, by virtue of his or her office, shall serve as President. The Chairman of the Board shall not concurrently hold office as Chairman of any Community served by this organization. The President shall preside at all director membership meetings, and shall:
 - a. present at each Annual Meeting of the Corporation and all other meetings where the Board is convened, an annual report of the work of the Corporation;
 - b. appoint all committees, temporary and permanent;
 - c. ensure that all books, reports and certificates required by law are properly kept or filed;
 - d. have authority as one of the Officers who may sign the checks or drafts of the Corporation;
 - e. have such powers as may be reasonably construed as incidental to the office of the Chief Executive of any corporation.

2. In case of incapacity of the Chairman, the Secretary shall preside for a time not to exceed one (1) month at which time the Secretary shall call for a special election meeting of the Board to elect a temporary Chairman too fill the remaining term .
3. The Secretary shall be the custodian of the Minute Books of the Corporation and shall accurately keep the minutes of the meeting of the Board. It shall be his or her duty to:
 - a. file any certificate required by any federal or state statute;
 - b. give and serve all notices to members of the Corporation;
 - c. serve as official custodian of the records and the seal of the Corporation;
 - d. may be one of the Officers required to sign checks and drafts of the Corporation;
 - e. submit to the Board any communications which shall be addressed to the Secretary of the Corporation;
 - f. attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.
4. The Treasurer shall have the responsibility for the care, custody and safekeeping of all funds belonging to the Corporation. He or she shall:
 - a. cause to be deposited in a checking account of a regular business bank, trust company, or saving institution.
 - b. ensure that all checks have at least one signature of a presently elected officer in order to be valid. Under normal operations the Treasurer will sign all checks and drafts of the Corporation. It is not necessary that two signatures be on checks or drafts of the Corporation;
 - c. ensure that no special funds are set aside that shall make it unnecessary for the treasurer to sign the checks issued.
 - d. render at stated periods, as the Board shall determine, a written account of the finances of the Corporation and such report shall be physically or electronically attached to the official Minutes of the Meeting of the Board.

5. The records of the Corporation shall always be open for inspection by a Director.
6. The offices of the Secretary and Treasurer may be combined by a three-fourths (3/4) majority vote of the Board.
7. No Officer or Director shall for the reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Corporation for duties other than as a Director or Officer.

ARTICLE VIII (SALARIES)

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Corporation.

ARTICLE IX (COMMITTEES)

All Committees of the Corporation shall be appointed by the Chairman and their term of office shall be for a period of one (1) year or less if sooner terminated by a vote of the Board. The permanent committees shall be the Building and Grounds Committee, the Financial Committee, and the Accommodations Committee.

ARTICLE X (DISSOLUTION)

In the event of the dissolution of the Corporation, to the extent allowed under the applicable law, after all debts and liabilities of the Corporation have been paid, all assets of the Corporation shall be distributed to or the assets shall be sold and the proceeds distributed to another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, or educational purposes, which shall be selected by the Board of the Corporation; provided however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of section 501(c)3 of the Internal Revenue code of 1986 or the corresponding provisions of any subsequent law.

**ARTICLE XI
(REAL PROPERTY)**

The Board may buy, sell, lease or otherwise deal in and with real property only upon the unanimous vote of the members of the Board. All such real property transactions shall be done in the name of the corporation. All Corporation property, both real and personal, will be held in the name of the Corporation.

**ARTICLE XII
(AMENDMENTS)**

The By-Laws of the Corporation may be adopted, altered, amended, repealed, or added to by a three-fourths (3/4) majority vote of the Board, provided that the By-Laws at no time shall contain any provision inconsistent with the Georgia Non-profit Corporation Code or the Articles of Incorporation.

**ARTICLE XIII
(ADOPTION)**

The By-Laws were adopted according to the procedure set forth in Article XII on the 2nd day of December 1991.

These Amended By-Laws were adopted according to the procedure set forth in Article XII on the 1st day of November, 2021.