

BYLAWS
OF

Camp UniStar Foundation

Adopted February 26, 2013
Revised September 22, 2015

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is Camp UniStar Foundation. Hereinafter it shall be known as CUF.

ARTICLE II
PURPOSE

The specific purpose of this corporation is to manage and use the Camp UniStar property on Star Island in Beltrami County, Minnesota, to offer camper programs and experiences that:

- 1) Promote the values and ideals of Unitarian Universalism, and support the mission of the Prairie Star District or MidAmerica Region of the Unitarian Universalist Association.
- 2) Enhance personal and spiritual growth through safe, healthy, and educational programs at a north woods island camp in Minnesota.
- 3) Are sustainable in the long-term - both financially and environmentally - driving positive changes for the camp, the island environment, and the surrounding community.
- 4) Foster a close-knit, caring, and accepting camper community, with an informal, intergenerational, and volunteer culture.

ARTICLE III
LOCATION

The principal office of CUF, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of CUF.

ARTICLE IV
MEMBERSHIP

Section 1. The membership of CUF shall consist of the Unitarian Universalist Association Prairie Star District or MidAmerica Region (hereinafter, "UUA MAR"), a 501(c)(3) organization. No meetings of the Member shall be required. The Board shall report annually to the Member on its activities.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of CUF shall be composed of eight (8) individuals. The Chair of the Management Committee shall serve on the board ex officio, with no voting rights. Of the remaining seven voting Directors, three (3) shall be appointed by the Board of the UUA MAR; such appointees must be at least 18 years old, be members of a UUA MAR congregation, have a demonstrated commitment to the camp and its mission, and have attended, worked at, or volunteered at Camp UniStar. The four (4) remaining voting Directors shall be chosen from a slate presented by the Nominating Committee and approved by a majority of eligible voters as defined in Article VII Section 2; such appointees must be at least 18 years old, have a demonstrated commitment to the camp and its mission, and have attended, worked at, or volunteered at camp during two separate summer seasons.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of CUF. They may engage in such acts and do such things as are not prohibited by a law or these bylaws. The Board of Directors shall generally be expected to:

- Be ultimately accountable for the ongoing business affairs of the Camp UniStar Foundation, and the overall health and success of Camp UniStar.
- Provide fiduciary oversight, approve annual budgets, develop financial plans, ensure financial compliance, and promote fundraising.
- Create strategic and long-term plans to strengthen the Camp and ensure that it delivers on its stated purpose.
- Provide high-level policies to guide the work and decisions of CUF committees. Risk management shall be a priority, especially the health and safety of campers.
- Be responsible for hiring, supervising, disciplining, and terminating all year-round staff.
- Maintain a strong and collaborative working relationship with the Management Committee.
- Be committed to an inclusive approach, by connecting with all stakeholders to ensure that CUF is achieving its mission. Stakeholders include the UUA MAR congregations; past, present, and future campers; the Management Committee and their volunteers and staff; and the Star Island and Cass Lake communities.

Section 3. Election and Term of Office. Directors shall be elected for a term of three (3) years. Election shall be so arranged that approximately one-third of the total number of Directors are elected each year. Directors shall be allowed to stand for election for a maximum of three (3) consecutive three-year terms. An election to fill an unexpired term shall not be so counted. The Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on October 1 following their respective elections. While serving a term on the Board, voting Directors may not serve as members of the Management Committee.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director as outlined in Section 5 shall be filled by a vote of the majority of

the remaining Directors. Each person so elected shall be a Director until that person or a successor is selected in the manner described in Section 1.

Section 5. Removal of Directors. A Director may be removed without cause by a two-thirds vote of the remaining voting Directors on the CUF Board. If the removed Director was appointed by the UUA MAR, that body's board shall replace the removed Director; if the removed Director was nominated by the Nominating Committee, that Committee will nominate a replacement. Any director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Compensation. No compensation shall be paid to directors for their services to CUF. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Annual Meetings. The first meeting after the seating of new Directors on October 1 shall be the annual meeting of the Board of Directors. It shall be held for the purpose of choosing the officers and the consideration of any other business that may be properly brought before it. The time and place of this annual meeting of the Board shall be conveyed to each Director at least fifteen (15) working days in advance of the meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least four (4) times each year, approximately quarterly.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the place, time and the purpose of the meeting. The Secretary of CUF in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 10. Quorum. At all meetings of the Board of Directors, a majority of the voting Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these bylaws.

Section 11. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of CUF.

Section 12. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of CUF.

ARTICLE VI OFFICERS

Section 1. Designation. Principal Officers of CUF shall be a President, a Vice-President, a Treasurer, and a Secretary. At the discretion of the Board of Directors, and with the approval of the UUA MAR board, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected annually by the Board of Directors at its Annual Meeting and, unless sooner removed by the Board, the Officers shall serve for a term of one (1) year, or until their successors are elected. Officers shall be selected from among the voting Directors of the Board. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed from their office with or without cause by the Board of Directors by affirmative vote of a majority of all the Board's voting Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board Director and to the Officer affected at least thirty (30) days previously.

Section 4. President. The President shall be the principal officer of the corporation. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors, and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall appoint members to standing committees and other committees except where such appointments are defined otherwise in these bylaws. The President will be a voting ex-officio member of all Board committees except the Management Committee and the Nominating Committee.

Section 5. Vice President. It will be the duty of the Vice President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President.

Section 6. Secretary. The Secretary of CUF shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors, and of the Membership. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. He or she shall ensure that all elections and appointments occur in a manner consistent with these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of CUF, except those of the Treasurer.

Section 7. Treasurer. The Treasurer shall be responsible for reviewing the proposed annual budget, recommending Board action with respect to the budget, and shall keep (or cause to be kept) financial records belonging to CUF, other than those of the Secretary. The Treasurer will present to the member and to the Board of Directors at their respective annual meetings a

report of the finances of CUF and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall preside over the meetings of the Finance Committee, if any.

Section 8. Any officer of CUF, in addition to powers conferred on him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees, either ad hoc or standing, as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors.

Section 2. Nominating Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, shall establish a Nominating Committee to consist of five members. The Nominating Committee is charged with identifying candidates for the Board of Directors and for the Nominating Committee as required by Article V Section 1, and this section. Two (2) members shall be appointed by the Board, from among its members, for one-year terms (unlimited); one (1) member shall be appointed by the Management Committee for a one-year term (unlimited); and two (2) members shall be nominated by the Nominating Committee and elected by eligible voters for three-year terms (limited to two terms). For purposes of this section, “eligible voters” includes any camper at least 16 years old who has attended, worked at, or volunteered at Camp UniStar in either the current or previous year at the time of the election. The Nominating Committee members begin their terms on October 1 following their appointment or election. The Board of Directors shall have the power at any time to change the number of members of the Nominating Committee, to fill vacancies thereon, to change any member thereof, to change the functions of the Committee, or to terminate the existence of it.

Section 3. Management Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors shall establish a Management Committee. The Management Committee itself shall select its members and its leadership team. It shall nominate its Chair for approval by the Board of Directors. The full operation of Camp UniStar and its programs shall be delegated to the Management Committee. The Management Committee shall also develop the annual operating budget, to be approved by the Board. The Committee is responsible to the Board and the Board shall annually evaluate the Committee’s operation of the camp. With the advice and consent of the Board, the Committee shall be responsible for hiring, supervising, disciplining, and terminating staff required for the operation of the camp and its programs.

Section 4. Quorum. A majority of the entire Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Committee.

Section 5. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the President, or by the Board of Directors. Notice of meetings shall be given to the committee's members in person, by mail, by telephone, or by electronic means at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VIII FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of CUF shall begin on the first day of January in each year.

Section 2. Books and Accounts. Books and accounts of CUF shall be kept under the direction of the Treasurer of CUF.

Section 3. Execution of CUF's Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of CUF. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4. Loans. No loans shall be contracted on behalf of CUF nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of CUF not otherwise employed shall be deposited from time to time to the credit of CUF in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

2) The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in this Article the board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of CUF is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5) The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. CUF shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. CUF shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Director of CUF shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of CUF and make extracts or copies therefrom.

Section 10. Disposal of Camp UniStar Property. Because the primary purpose of CUF is to manage the Camp UniStar real estate and facilities, disposing of this property is not anticipated outside the context of a dissolution of CUF. Accordingly, no sale of the Camp UniStar real estate may take place absent a unanimous vote of the CUF Board of Directors to sell the property, as well as a unanimous vote of the CUF Board of Directors to dissolve the organization. Both actions require the subsequent approval of the UUA MAR Board. CUF may not mortgage or otherwise encumber the Camp UniStar property without the prior approval of the UUA MAR Board.

ARTICLE IX MISCELLANEOUS

Section 1. Amendments. The Board of Directors and the Member shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting. Any changes to the articles and bylaws, approved by the Board, that alter the structural relationship between CUF and UUA MAR, or alter the membership rights of UUA MAR, must also be approved by the UUA MAR Board of Directors.