



LUMSDEN
Beach Camp

Articles & Bylaws

Mission Statement: Lumsden Beach Camp fosters relationships, leadership, faith in God, environmental stewardship and a connection to nature, in a safe, inclusive and sustainable camping community.

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Definitions

- a. "Board" – Board of Directors of Lumsden Beach Camp
- b. "Director" – a member of the Board of Directors of Lumsden Beach Camp elected or appointed in accordance with these Bylaws
- c. "Officer" – an individual elected or appointed to serve as an Executive Member of Lumsden Beach Camp Board in accordance with the provisions of these Bylaws
- d. "Act" – the Non-Profit Corporations Act, 1995, (Statutes of Saskatchewan)
- e. "Corporation" – the organization which is legally known as Lumsden Beach Camp Inc. or as referred to in this Bylaw as "Lumsden Beach Camp" or "LBC"
- f. "The Manual" – The Manual of The United Church of Canada
- g. "Adherent" – someone who identifies as a United Church follower, has a relationship with a United Church congregation, but is not a confirmed member.
- h. "Staff"- Includes cabin leaders, site staff, and year-round administrative staff.
- i. "Supervising Regional Council" – Living Skies Regional Council of The United Church of Canada or its successor
- j. "General Council" – the General Council of The United Church of Canada

Article I – Name/ Purpose

Section 1: The name of the organization shall be Lumsden Beach Camp Inc. (LBC)

Section 2: LBC is organized to act on behalf of The United Church of Canada to maintain camping facilities and organize camping activities at the direction of the supervising Regional Council of The United Church of Canada. The mission reads, “Lumsden Beach Camp fosters relationships, leadership, faith in God, environmental stewardship and a connection to nature, in a safe, inclusive and sustainable camping community.”

Article IA – United Church Requirements

1. The corporation shall comply with the requirements of The Manual, section B.8 and the Incorporated Ministries policy.
2. The corporation shall determine its own manner of determining its membership but in no case shall a majority of the members of the corporation be members of the supervising Regional Council.
3. The corporation shall adhere, at all times, to the applicable policies, standards, and regulations as may be enacted by the General Council or its Executive from time to time.
4. Any corporations created by Category 1 corporations shall be organized and supervised according to the Incorporated Ministries policy.
5. Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts as the supervising court may require, with the naming of The United Church of Canada as an additional insured on all insurance policies.
6. Approval shall be obtained in advance from the supervising Regional Council for capital fundraising initiatives and appeals affecting other parts of The United Church of Canada
7. The corporation shall not, without the prior written consent of the supervising court, initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the corporation.
8. The provisions of this article may be changed or modified only with the prior written consent of the supervising Regional Council and the administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of this section and any other section of the bylaws, the provisions of this section shall govern.
9. Approval from the supervising court, higher courts, and the General Council is required for changes to the Certificate of Incorporation, the Certificate of Continuance, and the Certificate of Amendment, and changes to corporate bylaws.

Article IB – Membership

Members of the corporation include individual members/adherents of the supervising Regional Council, its Pastoral charges or supporters of Lumsden Beach Camp Inc.

Article II – General Meetings

Section 1: General Meetings

1.1 Annual General Meeting (AGM)

The AGM shall be held no later than 120 days after each fiscal year end.

1.2 Special General Meetings

Special meetings of LBC may be called at any time by a majority of the Board.

1.3 Notice of Meetings

The Board shall set the date, time and place for general meetings. Notice of meetings shall be sent to the Directors, members, and the financial reviewer no less than 15 days prior to the meeting.

Section 2: Meeting Procedures

2.1 Participation

General meetings are open to all those who wish to attend. A special motion will be passed to grant all those who attend the power to vote at that meeting.

2.2 Quorum

A minimum of 10 people present will constitute quorum.

2.3 Rules of Order

Rules of Order as outlined in The Manual shall be followed at general meetings.

2.4 Voting

Voting for election of the Board of Directors shall be by ballot. In other cases, voting shall be by show of hands unless a ballot is requested by up to three members.

Article III – Board of Directors

Section 1: Role/Power

1.1 Role

The Board of Directors shall govern the general affairs of LBC and shall delegate day-to-day responsibilities to staff and committees. The Board shall have the right to make rules and regulations as it deems necessary and proper for the operation and welfare of LBC.

It shall be the duty and responsibility of the Board to acquire or dispose of property as set out in *The Manual*.

1.2 Power

The Board may exercise all powers except those restricted by the Act and by these Bylaws.

1.3 **Director Limitation**

No individual Director shall have the power or authority to act or otherwise bind or commit LBC to any contract, action or course of action without Board approval.

1.4 **Accountability**

The Board shall submit an annual report, minutes from the Annual meeting, financial statements (audited/independently reviewed by a qualified person), a list of Directors, and insurance coverage (including naming The United Church of Canada as additional insured) annually to the supervising Regional Council. The Board shall also submit any financial records, operating reports, or any other statements or information as requested by the supervising Regional Council.

Section 2: Board Membership

2.1 **Eligibility**

Directors must be at least 18 years of age. Directors are elected from the membership at the AGM.

2.2 **Number of Directors**

The Board shall consist of no less than 5 and not more than 13 Directors. A majority of Directors shall be confirmed members or adherents of The United Church of Canada.

The majority of the directors shall be approved by the supervising Court, and the Regional Council Executive Minister shall be an ex officio corresponding member of the board, and as such shall receive notices of meetings and minutes of meetings and have the right to attend all meetings in a non-voting capacity.

2.3 **Term of Office**

Director's term of office shall be two (2) years. Directors are eligible for re-election for up to three (3) consecutive terms (6 consecutive years). Following 3 consecutive terms, Directors must step down for at least one (1) year before being eligible for re-election.

2.4 **Removal of Directors**

The Members of LBC may by ordinary resolution at a special meeting of members remove any Director or Directors from office. Additionally, Board members who do not attend three (3) consecutive meetings will be contacted by an Officer. If there is no attempt to fulfill their commitment, they will be removed from the board.

2.5 **Vacancies**

As long as there is a quorum of Directors any vacancy occurring on the Board may be filled by appointment by the Board to complete the term of the Director who has vacated the office.

2.6 Executive

There shall be five (5) Directors appointed to the Executive as officers. They shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer and one other Director.

Section 3: Board Meetings

3.1 Number of Meetings

The Board shall meet no fewer than seven (7) times a year.

3.2 Notice

Directors shall be notified about meetings at least two (2) weeks prior to the scheduled date. The Directors may, however, decide to meet on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.

3.3 Quorum

The majority of Directors of LBC shall constitute a quorum at any meeting of the Board. At least four (4) members of the Executive shall constitute a quorum at any meeting of the Executive.

3.4 Rules of Order

Rules of Order as outlined in The Manual shall be followed at meetings.

3.5 Executive

When decisions are of a time sensitive manner and cannot wait until the next scheduled Board meeting, the Executive shall have the power to meet between regular board meetings to act on behalf of the Board.

Section 4: Board Ethics

4.1 Code of Conduct

Directors shall act in an ethical and professional manner. Additionally meetings will be conducted with the following in mind: Stay on task and focused; Listen to each other; Be respectful of all; Be open to new ideas and; take breaks and look after ourselves.

4.2 Conflict of Interest

a) Directors of the Board shall not be hired as staff. Staff do not qualify to be members of the Board.

b) Directors shall disclose any existing or potential conflict of interest on any issue, contract or proposed contract discussed or considered at a Board meeting, and shall at that time withdraw from participation in such deliberations.

Section 5: Board Compensation

No Director shall directly or indirectly profit from his or her position as a Director. The Directors may receive reasonable reimbursement for his or her expenses incurred in the performance of LBC duties.

Article IV – Officers

Section 1: Appointment of Officers

The Directors shall, at their meeting following the AGM, appoint from among its members the Officers of the Board which shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and one other Director.

Section 2: Duties of Officers

2.1 Chairperson

The Chair shall serve a two-year term and may be re-elected to serve a maximum of four years. The role of the Chair is to provide leadership for the governance process and to lead the process of decision making.

2.2 Vice-Chairperson

The Vice-Chair may fulfill the role of the Chair at the request of the Chair or the Board itself

2.3 Secretary

The Secretary is authorized by the Board to record the actions and decisions of the Board in the official meeting minutes.

2.4 Treasurer

The Treasurer is responsible for overseeing the financial situation of LBC and communicating that to the Board.

Section 3: Vacancies

If any Officer resigns or is removed from Office, the vacancy may be filled by Board appointment for the remainder of the departing Officer's term of office.

Article V – Committees

Section 1: Types of Committees

1.1 Standing Committees

The Leadership and Personnel, Program, Health and Safety, Finance and Fundraising and Property committees shall be Standing Committees of the Board. A minimum of one Director shall sit on each committee.

1.2 Ad Hoc Committees

The Board may, as it deems necessary, appoint Ad Hoc Committees to serve for a specified time frame. A minimum of one Board Member shall sit on each Ad Hoc Committee; additional members need not be Members

of LBC, but shall be appointed by the Board and subject to removal by the Board at any time with or without cause.

Article VI – Business of LBC

Section 1: Corporate Records

The Board shall prepare and maintain:

- a) Articles of incorporation and continuance, bylaws and all amendments;
- b) Minutes of meetings and resolutions;
- c) Adequate accounting records;
- d) Copies of notices of director changes and a list of Board Directors.

Section 2: Accountability

2.1 Supervising Regional Council

Any sale, transfer, mortgaging or acquisition of land must receive the prior written consent of the supervising Regional Council. Any leasing (including all rights of renewal), shall not be done without the prior written consent of the supervising Regional Council.

2.2 Saskatchewan Camping Association

LBC will maintain accreditation from the Saskatchewan Camping Association on an ongoing and consistent basis.

2.3 United Church Camping

LBC will maintain accreditation through the United Church Camping on an ongoing and consistent basis.

2.4 Reporting

Annual reporting to the supervising Regional Council shall include the membership of the board, the minutes of the annual meeting, financial statements (audited/independently reviewed by a qualified person), and insurance coverage (including naming The United Church of Canada as additional insured).

Section 3: Dissolution

Subject to the Act, in the event of dissolution of Lumsden Beach Camp Inc., and its Board, the remaining assets after payment of liabilities, shall vest in The United Church of Canada.

Section 4: Fiscal Responsibility

4.1 Indebtedness

At no time shall the indebtedness of LBC exceed the amount of \$50,000 without prior approval from the supervising Regional Council.

4.2 Fiscal Year

The fiscal year of LBC shall terminate on September 30; a financial review for the fiscal year shall be presented at each AGM.

4.3 Financial Review

In accordance with The Act, LBC requires an annual financial review. The membership shall, at each AGM, appoint a qualified person to review the financial statements of LBC until the next AGM. If the position of reviewer becomes vacant for whatever reason, the Board is empowered to fill such a vacancy until the next AGM. The Board of Directors shall approve remuneration of the reviewer.

4.4 Signing Authority

The Board shall annually designate, by resolution, the Directors who shall be empowered with signing authority on behalf of LBC.

4.5 Fund Development

LBC may receive funds or sponsor campaigns to solicit funds from the general public, private foundations, groups, corporations or other organizations. Any funds received by LBC as a result of such campaigns shall be used as determined by the Board.

Article VII – Amendments to Bylaws

Section 1: Amendments

These Bylaws may be amended and/or appealed in whole or in part by the membership at the AGM in the manner provided in the Act.

Section 2: Approval of Bylaws

All changes are subject to the approval of the supervising Regional Council. Upon enactment of these Bylaws, all other Bylaws of LBC are hereby repealed. These Bylaws were approved on:

November 18th, 2019 – LBC AGM, Westminster United Church, Regina