

**BYLAWS
OF
Greenwood Ministries Association**
a Michigan Nonprofit Corporation

Adopted 8/12/2016 by incorporating board
Amended 9/8/2016 by incorporating board
Amended 1/6/2017 by incorporating board

I. Statement of Purpose

Greenwood Ministries Association (the "Corporation") is organized exclusively as a religious, charitable and educational nonprofit organization within the meaning of Internal Revenue Code (the "Code") Section 501(c)(3), or the corresponding section of any future federal tax code, for the purpose of establishing a ministry where everyone can learn and live more fully in the joy of being a Christian. Through both traditional camp ministries and other endeavors, we will facilitate spiritual growth, environmental stewardship, education about nature, human development, and service to our neighbors.

II. Relation to the Presbyterian Church (U.S.A.)

The Corporation is a nonprofit organization separate from the Presbyterian Church (USA) but shall operate in a cooperative covenantal relationship with the Presbyterian Church (USA) through the Presbytery of Lake Michigan. The Presbytery of Lake Michigan shall be invited to recommend a minimum of two willing Presbyterian Church (USA) members to stand for election for the Lake Michigan Presbytery slot on the Board of Directors of the Corporation at the annual meeting of the Corporation. The goal of the corporation is to have a minimum of three Presbyterian Church (USA) member representatives serving continually on the nine member Board of Directors.

III. Governance of the Corporation

A manual of Greenwood Ministries Association policy, procedures and administrative operations shall be created and maintained by the Board of Directors, giving guidance for the implementation of these Bylaws and the mission of the Corporation. The manual shall include policies and procedures for the hiring, evaluating and terminating employees of the Corporation, including the Executive Director.

IV. Meetings of the Members

The members of the Corporation shall hold an annual meeting during the fourth quarter of each calendar year and may hold special meetings as necessary. The annual meeting may consider and discuss reports of the Board of Directors, plans for the coming year including budget, and reports from committees of the Board of Directors. The members of the Corporation may transact such business at a meeting as may be necessary and appropriate. The members of the Corporation may hold special meetings for any or all of the purposes appropriate to an annual meeting or to transact such other business as may be necessary and appropriate. Meetings of the members of the Corporation shall be governed by such rules and procedures as shall be determined from time to time by majority vote of the members of the Corporation present at the meeting.

Meetings of the members of the Corporation shall be called

1. by the Board of Directors for the annual meeting,
2. by the Board of Directors whenever it determines such a meeting is necessary,
3. by the Board of Directors when requested in writing and/or electronically by not less than twenty five percent (25%) of the members of the Corporation.

V. Notice of Meetings

Notice of all meetings of the members of the Corporation shall be given on the Corporation website and through electronic communication to all members of the Corporation not less than 20 days and no more than 90 days before the meeting. Such notice shall also be given to the Presbytery of Lake Michigan for distribution as it sees fit. An electronic ballot for any action to be considered at the meeting shall be included with the meeting notice, which electronic ballot shall be returned not less than 24 hours prior to the time scheduled for the meeting in order to be counted with the ballots of members of the Corporation in attendance at the meeting.

VI. Executive Director

The Board of Directors may employ an Executive Director for the purpose of managing, directing and implementing the mission of the Corporation. The Executive Director shall be a member of the Corporation, will be expected to attend all meetings of the members of the Corporation and of the Board of Directors and shall have a voice but shall have no vote on matters considered by the Board of Directors. The Executive Director shall have such authority and responsibility as the Board of Directors shall from time to time determine.

VII. President

The President of the Corporation shall be the moderator of all meetings of the members of the Corporation and of the Board of Directors. The President shall, in the event of the inability of the Executive Director to act, exercise the duties and responsibilities of the Executive Director or otherwise delegate such duties and responsibilities. In the absence of the President at any meeting of the members of the Corporation or at any meeting of the Board of Directors, the members of the Corporation or the Board of Directors, as appropriate, shall elect a member of

the Corporation or a minister of the Presbytery of Lake Michigan to serve as moderator pro tem of the meeting.

VIII. Secretary

The Secretary of the Board of Directors shall serve as secretary for all meetings of the members of the Corporation and all meetings of the Board of Directors. If the Secretary is not present or is unable to serve, the members of the Corporation or the Board of Directors, as appropriate, shall elect a secretary pro tem for that meeting prior to considering or transacting any business.

IX. Minutes of the Meeting

The Secretary shall record the matters acted upon, either by adoption or rejection, by the members of the Corporation at their meetings, in minutes of the meetings, which minutes shall be attested by the Executive Director and the Secretary. The Secretary shall record the matters acted upon, either by adoption or rejection, by the Board of Directors at their meetings, in minutes of the meetings, which minutes shall be attested by the Executive Director and the Secretary. All minutes of meetings of the members of the Corporation and of the Board of Directors shall be retained in the official permanent records of the Corporation.

X. Quorum for the Meeting and Voting

The quorum for a meeting of the members of the Corporation shall be twenty five percent (25%) or more of the members of the Corporation. The secretary shall determine that a quorum is present. All members of the Corporation, except organization members, present at a meeting of the members of the Corporation are entitled to vote. Voting by a member may occur if physically present, or by the utilization of an electronic ballot as provided in Article V.

XI. Nominating Committee

The members of the Corporation shall elect a nominating committee composed of five persons at each annual meeting of the members of the Corporation, or at a special meeting if necessary, which nominating committee shall serve for the following year. The nominating committee shall recommend and present candidates for election to the Board of Directors and for members of the following year's nominating committee. Opportunity shall be given to the members of the Corporation for nominations from the floor by any member of the Corporation. A majority of all members present, including those who have voted by electronic ballot before the meeting, shall be required to elect a person to serve on the Board of Directors or the nominating committee.

The nominating committee shall be created in the following manner:

- (1) There shall be at least four members of the Corporation on the nominating committee.

(2) One of the members of the nominating committee shall be a member of the Corporation who is then serving on the Board of Directors.

(3) One of the members of the nominating committee shall be a person who has been employed by the Corporation as a camp counselor at Camp Greenwood within the preceding calendar year.

(4) Not less than two of the members of the nominating committee shall be members of the Corporation who are not then serving on the Board of Directors or who have not served as a camp counselor at Camp Greenwood during the preceding calendar year.

XII. Board of Directors

The members of the Corporation shall elect nine persons to serve as members of the Board of Directors. The Board of Directors shall be divided into three classes, one class of whom shall be elected each year at the annual meeting of the members of the Corporation, or a special meeting of the members of the Corporation, if necessary, to serve for a three-year term. The initial Board of Directors shall be composed of three persons serving a one year term, three persons serving a two year term and three persons serving a three year term. A member of the Board of Directors, having served a total of nine consecutive years, shall be ineligible for reelection as a director for a period of at least one year after the last date of service on the Board of Directors. The Board of Directors, at its first meeting following the annual meeting of the members of the Corporation, shall elect a member of the Board of Directors to serve as President, shall elect a member of the Board of Directors to serve as Secretary, and shall form such committees as the Board of Directors shall deem necessary to carry out its work. The Executive Director shall be an ex-officio, non-voting member of each such committee, but shall not serve as the moderator or the chair of any such committee. Meetings of the Board of Directors shall be governed by such rules and procedures as shall be determined from time to time by majority vote of the Board of Directors.

XIII. Membership

Membership in the Corporation is open to any individual who seeks to participate in the ministry of the Corporation where everyone can learn and live more fully in the joy of being a Christian. Members of the Corporation shall have a right to vote on all matters properly brought before a meeting of the members of the Corporation. Organizations and churches may also be members of the Corporation, may have representatives in attendance at meetings of the members of the Corporation who shall have a voice on matters before the meeting, but which representatives shall have no right to vote on any matter.

An online registration form will be used to register members who will have voting privileges. Membership will be renewed annually and may be resigned in writing by the member.

XIV. Sexual Misconduct Policy

The Board shall adopt and implement a sexual misconduct policy and procedure booklet. This policy shall be identical to the policies and procedures of the Presbytery of Lake Michigan. Any revisions or updates in the Presbytery Sexual Misconduct policy and procedure booklet shall immediately be effective as policy and procedure of the Corporation. The policy and procedure booklet of the Presbytery of Lake Michigan shall be available on the website of the Corporation.

XV. Vacancies

Vacancies on the Board of Directors or the nominating committee may be filled by election at a special meeting of the members of the Corporation or at the annual meeting, as the Board of Directors may determine. A vacancy in the position of Executive Director may be filled temporarily with an individual selected by the Board of Directors as a search process is conducted for a replacement Executive Director.

XVI. Amendments

These bylaws may be amended, subject to the Articles of Incorporation of the Corporation and the laws of the state of Michigan, by not less than a two-thirds majority vote of the members of the Corporation present at a meeting called for the purpose of amending these bylaws, including those members of the Corporation who have voted by electronic ballot before the meeting; provided that the proposed changes in the bylaws shall have been available for inspection on the website of the Corporation for a period of not less than 20 days and not more than 90 days prior to the meeting of the members of the Corporation at which they are considered.

XVII. Non-Discrimination Policy

The Corporation shall not discriminate in the employment of any individual for reasons of race, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

XVIII. Dissolution and Disposition of Corporate Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, to the Presbyterian Church (USA) under the trusteeship of the Presbytery of Lake Michigan. Should the Presbyterian Church (USA) no longer qualify as an exempt organization under Section 501 © (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the Board of Directors shall dispose of all of the assets of the corporation to an organization or organizations exclusively for charitable, recreational, educational, religious or scientific purposes that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future section of United States Internal Revenue Law), as the Board of Directors shall

determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Kent County, Michigan, if the principal office of the Corporation is located in the said county at the time of dissolution of the said Corporation, or by the Circuit Court of the county in which the principal office of the Corporation is then located, for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated for such purposes.

XIX. Statement of Purpose Prohibitions

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein; (ii) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 except as authorized under the Internal Revenue Code of 1954, as amended; and (iii) the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).