

**AMERICAN CAMP ASSOCIATION
SOUTHEASTERN BY-LAWS**

ARTICLE I. NAME

The name of this organization shall be: American Camp Association, Southeastern (Section or ACA SE). The Section is a unit of the American Camp Association, Inc, a nonprofit Indiana corporation (hereinafter “the Association” or “ACA”).

ARTICLE II. MISSION

Section 1. ACA is a community of camp professionals and is dedicated to enriching the lives of children and adults through the camp experience.

Section 2. The mission of the Southeastern Section (hereafter the “Section”) shall be to:

- Join together as a community of camp professionals in order to share knowledge and experience to ensure the quality of the camp experience
- Interpret the value of the camp experience to the public
- Promote the ACA as a leading authority in child development
- To support camps’ contributions to the positive growth and development of participants

ARTICLE III. JURISDICTION AND AUTHORITY

Section 1. The jurisdiction of this Section shall be the geographic area of the states of Florida, Georgia, North Carolina, South Carolina, the Commonwealth of Puerto Rico, and such other areas as shall be specified from time to time by the Association.

Section 2. The Section is chartered by the ACA. No provision of these by-laws shall contravene any provision of the Articles of Incorporation or By-Laws of the ACA.

Section 3. ACA’s non-profit statement

- 1 The Section is organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Section shall be authorized and empowered to pay reasonable compensation for services rendered.
- 2 No substantial part of the activities of the Section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Section 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.
- 3 Notwithstanding any other provision of these by-laws, the Section shall not carry on any other activities not permitted to be carried on:
 - (i) By an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the “Code”) or corresponding provisions of any subsequent federal tax laws, or (ii) By an organization, contributions to which are deductible under Section 170(c)(2), Section 2522(a)(2) of the Codes, or corresponding provision of any subsequent tax laws.

Section 4. The Section shall have no authority to obligate ACA, Inc. except as stated in the ACA Charter Agreement.

ARTICLE IV. MEMBERSHIP

- Section 1. Application for membership shall be made in writing to the Association. Membership and fees shall be processed by the ACA and sent to the Section. Categories of membership shall conform to those set forth, from time to time, by the ACA.
- Section 2. The Section's membership jurisdiction includes the members who have assigned their membership to the Section and exclude members who have assigned their membership to another charter section.

ARTICLE V. MEETINGS AND ELECTIONS

- Section 1. **Regular meetings of members**
There shall be an annual business meeting, with an educational event, of the members of the Section and at least one other meeting of the members each year when the Section officers are present for the transaction of business of the Section. The Board of Directors shall have the power to fix the time and place of the annual and other regular meetings.
- Section 2. **Special meetings**
Special meetings of members may be called by the Board of Directors whenever advisable or upon a written request of 10% if the members of the Section.
- Section 3. **Notice provisions**
At least five days written notice shall be given of all meetings of members.
- Section 4. **Quorum to conduct election and other business**
Fifty members of the Section shall constitute a quorum for the transaction of a regular or special meeting.
- Section 5. **Meetings held by simultaneous communications**
Meetings may be held by simultaneous communications such as conference call. Any and all officers may participate in any annual or special meetings by, or through the use of any other means of communication by which all officers participating may simultaneously communicate with each other during the meeting. All officers participating by this means shall deem to be present at the meetings.
- Section 6. **Elections**
- 1 Officers and directors shall be elected by the Section membership annually, in the fourth quarter of the calendar year, with a closing date for the receipt of ballots specified by the Executive Committee or the Board of Directors. The annual election, as well as any special elections, shall be conducted by written ballot mailed to all members at least two weeks before the closing date of the election, and shall be conducted in such a manner as to insure facility of voting and secrecy of ballots. A majority vote of those cast being necessary for election, with a requirement that at least 10% of the members cast ballots in order for an election to be considered valid
 - 2 In order to provide for continuity on the Board of Directors and Executive Committee, the Secretary and each Vice President shall be elected in the different years of the three year cycle, and one board Member at large shall be elected in each year of the President's Term. The President-Elect shall be elected in the year prior to the expiration of the President's term.
 - 3 Vacancies in offices other than that of the President shall be filled by the Board of Directors to hold office until the next regular election. In the event of a vacancy in the office of President, the more senior Vice President shall assume the office of the President and complete that term of office.

- 4 The Nominating Committee shall be appointed by the Board of Directions each year and shall consist of a designated Vice-President and four Section members, two of which shall be non-board members. The Vice President shall be the Chair. The Committee shall be responsible for the presentation of a slate of at least two nominations for each elective office of the Section. Officers shall be nominated at the Fall general meeting of members, but additional nominations for elective offices shall be allowed from the floor.
- 5 In order to transition to these bylaws, the current directors shall continue to serve their current full terms. In the fourth quarter of 2006, a Vice President, Treasurer, two District Chairs and a President-Elect will be elected to serve three year terms. The Executive Committee, with Board approval, will determine which at Large Directors elected in the fourth quarter of 2007 will serve one, two and three year terms to transition to the three year term requirement indicated in these By-Laws. The Board, as newly constituted pursuant to these bylaws will take office on January 1, 2008, and this paragraph will be automatically stricken from these bylaws.
- 6 The term limit provision (Article VI, Section 1) shall not be applied retroactively, which means that any current directors shall be deemed to be serving their first terms on the Board of Directors when the new board takes office on January 1, 2007. This provision will be stricken from these bylaws on January 1, 2013.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Directors

1. The Board of Directors shall consist of the officers; the elected District Chairs; three at-large directors elected by the membership, and no more than five additional directors appointed by the President and confirmed by the Board of Directors. Additionally, any section members who currently serve on ACA national committees, commissions or boards shall be ex officio members of the Board of Directors without a vote. The Section Executive shall serve as a non-voting, ex-officio member of the board.
2. All directors, except the President- Elect, shall serve a term of three years. The President –elect shall serve from the date of election until such time as he/she succeeds to the office of President.
3. Terms of Office: Following the election in the fourth quarter of the calendar year, officers and directors shall take office on January 1 of the next calendar year. No elected officer/director may serve more than two (2) consecutive terms in office in the same position and more than three consecutive terms as a voting member of the board in any position.

Section 2. All Section members in good standing are eligible to serve on the Board of Directors.

Section 3. The Directors shall meet at such times and places and upon such notice as the Board of Directors determines. The Directors shall meet at least three (3) times annually. Notice of these meetings shall be sent to all Directors at least ten (10) days prior to the meeting. A majority of its members shall constitute a quorum for the Board of Directors

Section 4. The duties of the Board of Directors shall include but not be limited to:

1. To govern the Section;
2. To formulate and approve rules and policies for the operation of the Section;
3. To have general supervision of the income and expenses;
4. To recruit and hire the Section Executive;
5. To determine programs and services of the Section;
6. To carry out other responsibilities Section members deem necessary for the effective functioning of the Section.

7. To manage and operate the Section in a manner that is compliant with the ACA charter agreement and ensures continued status as a fully chartered section.

Section 5. Any Director who shall have been absent from two consecutive regular meetings of the Board during a year shall automatically vacate the seat on the Board and the vacancy shall be filled as provided in Article V, Section 6. However, the Board shall consider each such absence as a separate circumstance and may expressly waive such absence upon receipt of a written request.

Section 6. **Delegates**
ACA SE Section Officers and the three elected Board Members at Large, by virtue of their position on the board, shall serve as representatives to the Council of Delegates for ACA SE. The Board of Directors (as defined in Article VI, Section 1) shall appoint the other delegates and alternates, the exact number of which shall be specified from time to time by the Association.

ARTICLE VII. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. **Officer Positions**
The officers of the Section shall be the President, President-Elect (when in office), two Vice Presidents, Secretary and Treasurer.

Section 2. **Removal**
Any officer, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Section would be served thereby, and/or for just cause, including the responsibility of attendance at meetings of the Board of Directors. Such removal shall be without prejudice to the rights of the officer so removed.

Section 3. **Duties of the officers**
The duties of the officers shall be those usually performed by such officers, and the President of the Section shall chair the Board of Directors and the Executive Committee. More specifically, the officers shall have the following duties:

1. The Vice Presidents may be assigned special duties by the President in addition to the regular responsibilities of a Vice President. At the direction of the Board of Directors, either Vice President shall serve as Chair of the Nominating Committee and the Awards Committee.
2. The President-Elect shall attend the President-Elect Conference.
3. The Treasurer shall keep adequate financial records and handle all funds in accordance with instructions of the Board of Directors and shall make a financial report at each regular meeting.
4. The Secretary shall keep the minutes of all meetings.
5. The Board of Directors may elect one board member to serve as an at-large member of the Executive Committee.

Section 4. An Executive Committee consisting of the elected officers of the Section shall manage the affairs of the Section between regular meetings of the Board of Directors. Within the limits of Section policy, the Executive Committee shall act for the Board of Directors when the latter is not in session. It shall meet on call of the President or acting chair of the Executive Committee.

Section 5. The Executive Director shall serve as a non-voting, ex-officio member of the Executive Committee.

Section 6. The Executive Committee is responsible for identifying appropriate legal counsel for the Section.

Section 7. The Executive Committee shall implement a personnel committee for the employment, supervision and review of the Executive Director.

ARTICLE VIII. COMMITTEES

Section 1. **Standing Committees**

The standing committees of the Section shall include Membership, Standards, Education, Public Policy, and such others as may be needed and approved by the Executive Committee.

Section 2. **Chairs**

The chairs of the standing committees and other committees which may be formed from time to time, except for the Nominating Committee and Awards Committee, shall be appointed by the President with the approval of the Executive Committee and shall serve for the term of the President or length of time as determined by the Executive Committee.

Section 3. **Reports**

All officers and chairs of Standing committees shall make reports on their activities in writing and present them to the President and the Executive Director for inclusion in the Board minutes and in the final report to the Association in order to maintain the Section's charter.

Section 4. **Awards Committee**

The Nominating Committee shall serve as the Awards Committee and shall be responsible for the selection of recipients of Section awards.

Section 5. **Special Committees**

As the need arises, special ad-hoc committees may be appointed by the President to facilitate the program of the Section.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1. The Board of Directors, by a vote of a majority of the entire Board, shall be responsible for the employment of an Executive Director.

Section 2. The Executive Director shall be responsible for the activities of the Section in accordance with the policies of the ACA, shall administer the work of the Section as directed by the Board, and shall be accountable to the Board through the President and the Executive Committee.

Section 3. The Executive Director shall have responsibility for the selection and supervision of staff consistent with ACA policies.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Section 1. **Rules**

All meetings of this Section, including the annual meeting, meetings of the board of directors, executive committee, and all other committees, task forces, and ad-hoc committees shall be conducted according to the latest edition of Robert's *Rules of Order*.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year of the Section shall commence on the first day of July and end on the last day of June each year.

Section 2. The section shall fiscally support the section office and employment of the Section Executive.

Section 3. The section will provide financial support to enable delegates to attend and participate in delegate meetings and other delegate functions.

Section 4. The section will pay all expenses for the President-Elect to attend ACA President-Elect training once every three years.

ARTICLE XI. AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any meeting of the Section, provided that any amendments shall have been previously approved by the Board of Directors. Notice of proposed amendments shall be given to the membership at least two (2) weeks prior to the date of the meeting at which such amendments are to be considered and voted upon.

ARTICLE XII. DISSOLUTION

This Section shall have continued existence as long as a charter from American Camping Association, Inc. is held by the Section. The Section shall be terminated if its charter is revoked. In such an event, following an audit, the Treasurer of the Section shall issue a check payable to American Camping Association, Inc. for the entire balance in the treasury of Section to be held in trust for final disposition by the Board of Directors of American Camping Association, Inc. According to the special rules and regulations adopted for such cases by the American Camping Associates, Inc.