

Governing By-Laws for Camp Marshall Commission

41524 Melita Island Road, Polson MT 59860

Mission of Camp Marshall:

We are a vital part of the body of Christ, a Church which is loving, growing, vibrant, relevant, and effective. We extend the love of Christ through the sacraments, relationships, and our communities.

Role of Camp Marshall:

- A. To partner with and participate with the Christian Formation Network to serve both as a resource and to seek ways of connecting with the culture, structure, and strategy of ministries in the Episcopal Diocese of Montana.
- B. To develop the facility located on Flathead Lake strategically as a center for youth ministry, adult formation and use by other non-profits to maximize its utilization and financial stability.
- C. To partner with congregations and ministries of the Diocese of Montana in leadership training, resource development and program design that facilitates growth at the parish/mission level especially in youth ministry. *In the interest of helping with the growth of youth ministry this work can be done both on location and remotely around the diocese. We want our young people to know the person of Jesus Christ.
- D. To be a peaceful place apart for nurturing, planning, experiencing, reflection, exchange of ideas and sharing in a Christian community.
- E. To serve as a point of contact between people and the natural world; to help individuals and groups reclaim an active stewardship of God's creation.

Article 1 – General

- A. Camp Marshall is located at 41524 Melita Island Road, Polson MT 59860, 75076. It operates on 27 acres of land.
- B. These Bylaws of Camp Marshall are subordinate to the Constitution and Canons of the Episcopal Diocese of Montana (the “Constitution and Canons”). If any provision of these Bylaws that conflict with the Constitution and Canons, the Constitution and Canons shall govern.
- C. Camp Marshall and its Commission are responsible to the Executive Director of Camp Marshall. The Executive Director is solely responsible to the Bishop.
- D. These Bylaws may be amended by the Bishop in their sole discretion or by the Executive Director subject to the consent of the Bishop.
- E. Camp Marshall (CAMP MARSHALL) is a recognized agency of the Episcopal Diocese of Montana whose exemption is a part of the group exemption of the Episcopal Church. All property acquired by CAMP MARSHALL in the Episcopal Diocese of Montana is held solely for the use and benefit of CAMP MARSHALL by the Corporation of the Episcopal Diocese of Montana.

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Article 2 – Camp Marshall Commission

Section 1: Members Governing By-Laws for Camp Marshall

There shall be a Commission for CAMP MARSHALL consisting of no more than 12 and at least 9 members at the sole discretion of the Bishop (“the Camp Commission”).

- A. Camp Commission members, serve three-year terms, with three members appointed each year.
- B. No member may serve more than two consecutive terms.
- C. The Bishop shall appoint members to the Camp Marshall Commission. If a Commission member resigns or the position otherwise becomes vacant the Bishop of Montana will appoint a replacement to complete the term of said Camp Marshall Commission member. Any person so appointed is eligible to be appointed for a three-year term in his/her or her own right.
- D. All Camp Marshall Commission members shall be confirmed communicants in good standing of the Episcopal Diocese of Montana, excepting that the Bishop of Montana may, with the approval of the Diocesan Council, appoint one person in a three- year period who is not a member of the Diocese of Montana.
- E. At least 3 and no more than 6 of the Commission members shall be clergy canonically resident in The Episcopal Diocese of Montana.
- F. One member shall be a member of Diocesan Council.
- G. Must have participated at a Camp Marshall retreat or event in the last 12 months.

Section 2: Officers

- A. The appointed officers of the Camp Marshall Commission are the President and Vice-President.
- B. The President and Vice President shall be chosen from among the lay members of the Camp Marshall Commission.
- C. The Camp Marshall Commission shall nominate the officers to the Bishop of Montana, who shall either confirm or deny each appointment. If the Bishop shall deny the appointment of any officer, he/she will appoint an officer in his/her sole discretion.
- D. Officers serve for one year and may serve in any one position for no more than three consecutive years.
- E. The Camp Marshall Commission shall elect from among its members a Secretary. This position does not require the consent of the Bishop of Montana.
- F. The Site Manager will be an “ex-officio” member with voice and no vote.

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Section 3: Chair

- A. The Executive Director of Camp Marshall shall serve on the Camp Marshall Commission as its Chair.
- B. The Executive Director shall only vote to break a tie.
- C. The Executive Director in consultation with the Bishop of Montana shall create the agenda for all Camp Marshall Commission meetings.
- D. If the Executive Director is unable to attend a given meeting, the President will chair the meeting. The Executive Director may (but need not) appoint a designee to attend in his/her place who will have a voice but not vote.
- E. No meetings will be held without the Executive Director's approval.

Article 3 – Duties of the Camp Marshall Commission

Section 1: The Camp Marshall Commission's duties include, but are not limited to:

- A. Perform all duties imposed on them collectively or individually or by these Bylaws.
- B. Provide "advisory" oversight of CAMP MARSHALL subject to the corporate oversight of the Episcopal Diocese of Montana.
- C. Assist by giving feedback to the Executive Director of Camp Marshall regarding his/her performance.
- D. Make ongoing efforts to secure the support of diocesan clergy and lay leaders for programs provided.

Section 2: It shall be the individual duty of a Camp Marshall Commission member to:

- A. Pray for the staff and ministry of Camp Marshall daily.
- B. Participate in setting goals for Camp Marshall's operation, programs, and development on an annual basis.
- C. Assist in promoting Camp Marshall in their local congregation.
- D. Participate in and contribute to fundraising efforts; (Special attention to develop a comprehensive plan that addresses both short- and long-term needs).
- E. Serve on at least one sub-committee of the Camp Marshall Commission
- F. Assist with communication between the Camp Marshall Commission and the Diocese.
- G. Endeavor to attend all scheduled Camp Marshall Commission meetings.
- H. Visit CAMP MARSHALL at least once a year at a retreat or event.

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Section 3: Removal of members

- A. Removal of a member may be recommended to the Bishop upon two thirds vote of the Camp Commission in the following circumstances:
 - a. When the member is absent from three consecutive Camp Marshall Commission meetings.
 - b. When a Camp Marshall Commission member is unable to fulfil his/her or her expected and assigned responsibilities of membership.

Article 4 – Duties of the Officers

Section 1: Duties of the Executive Director/ Chairperson

- A. The Executive Director shall convene regularly scheduled Camp Marshall Commission meetings,
- B. Shall preside or arrange for other members of the Camp Marshall Commission to preside at each meeting in the following order: President, Vice President.
- C. Shall serve as the intermediary between the Bishop and the Camp Marshall Commission.
- D. may call special meetings of the Camp Marshall Commission with appropriate notice in writing, by telephone, fax or e-mail.

Section 2: Duties of the President

- A. The President shall supervise and control the affairs of the Camp Marshall Commission and the activities of the officers. Assist the Executive Director in developing and managing the agenda for Camp Marshall Commission meetings.
- B. shall perform all duties incident to his or her office and such other duties as may be required by these By-Laws, or which may be assigned from time to time by the Camp Marshall Commission.

Section 3: Duties of the Vice President

- A. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- B. The Vice President shall have other powers and perform such other duties as may be prescribed by these By-Laws, or as may be prescribed by the Camp Marshall Commission.

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Section 4: Duties of the Secretary

- A. The Secretary shall Certify and keep at the principal office of CAMP MARSHALL the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B. Keep at the principal office of the Camp or at such other place as the Camp Marshall Commission may determine,
 - a. book of minutes of all meetings of the Camp Marshall Commission, and, if applicable,
 - b. minutes of meetings of sub committees of the Camp Marshall Commission,
 - c. recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- C. See that all notices are duly given in accordance with the provisions of these By-Laws.
- D. Permit for the inspection at all reasonable times to any current authorized person, the By-Laws, and the minutes of the proceedings of the Camp Marshall Commission or its subcommittees; either in writing or electronically. In general, perform all duties incident to the office of Secretary and such other duties as may be required by these By-Laws, or which may be assigned to him or her from time to time by the Camp Marshall Commission.

Article 5 – Meetings

Section 1:

There will be at least four Camp Marshall Commission meetings per calendar year and meetings will be called by the Bishop, Chair and/or President with at least one week's notice.

A quorum for Camp Marshall Commission meetings shall consist of 50% of active Camp Marshall Commission members.

A. Where possible, meetings will be held in or nearby:

- a. February – To welcome new Camp Marshall Commission members and assign duties.
- b. May – to approve the budget for submission to the Diocesan Finance Committee.
- c. August – To review the summer season & look ahead to the new school year.
*This meeting will preferably be held on the Camp Property. To review the site and to prepare for the Annual Convention.
- d. October – To attend the Annual Convention of the Diocese and honor members who have completed their term of service and Elect Officers.

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B. Sub Committees:

- a. It is expected that Camp Marshall Commission members will participate in and/or lead subcommittee work in a variety of different areas. These may include but not be limited to; Youth Ministry (summer camp & related camp youth events in fall winter and spring), Finance, Long range planning, Marketing, Grant Writing, Fund Raising.

C. Locations:

- a. Location and times of regularly scheduled meetings will be set on an annual basis. At least one meeting will be held at the CAMP MARSHALL annually.

Article 6-Executive Director

Section 1: Description: A complete copy of the Executive Director's Job description is available at the CAMP MARSHALL office or electronically.

The Executive Director shall recommend management By-Laws for the approval of the Bishop of Montana based on Accreditation Standards for Camp Programs and Services, including Foundational Practices of Camp Programs and Services, as maintained by the American Camping Association. These By-Laws shall be reviewed at least every two years or as necessary to remain consistent with ACA (American Camp Association) Standards.

- A. This is a paid professional position responsible for day- to- day operation of the camp.
- B. Reports directly to the Bishop.
- C. Works collaboratively with the Camp Marshall Commission as the Executive Director and acts as its chair.
- D. Will be hired by the Bishop after a duly diligent search and recommendation by the commission.
- E. The Bishop may terminate the Executive Director at any time when circumstances, in his/her sole discretion, require immediate action.

Article 7-Reporting and Accountability

Section 1: Financials

- A. In partnership with the Canon for Finance, Monthly reports shall be submitted to the Bishop and Diocesan Council.

Section 2: Encumbrances

- A. CAMP MARSHALL must have approval of the Finance Committee,

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Standing Committee and Diocesan Council before borrowing or encumbering the properties in any manner. In all such matters the Camp Marshall Commission must follow/be aware of the Constitution and Canons and any applicable By-Laws of the Diocese.

Article 8 -Disputes

Section 1: Resolution

- A. Any disputes regarding management, operation, or relationship to the Diocese may require time and consideration outside of time set for regular Advisory Camp Marshall Commission meetings. It is important to consider this when bringing an issue forward at the Camp Marshall Commission levels. It is recommended that any potential conflict be brought to the attention of the Chair, or President prior to any scheduled meetings.

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Exhibit A: Conflict of Interest Policy

for Directors and Staff Members (*Staff members with decision -making authority)

No member of CAMP MARSHALL Commission or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in CAMP MARSHALL

Everyone shall disclose to Camp Marshall any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. The Conflict-of-Interest Statement shall be updated by each director and staff member* on at least an annual basis. The Statement shall be updated more frequently if interests change.

In the event a conflict of interest is disclosed by a member, the interested member shall neither vote nor participate in the discussion of the matter. The interested director shall be excused from the actual discussion and presence at that portion of the meeting when the matter giving rise to the apparent conflict is discussed. However, any member who is excluded from voting or presence pursuant to this policy may answer pertinent questions of other directors and be present when the interested member's knowledge regarding the matter will assist the Camp Marshall Commission.

The minutes of the meeting shall indicate that the interested member disclosed the interest or involvement in the matter being considered by the Camp Marshall Commission, recused herself/himself from the discussion, and abstained from voting on the matter.

Any member of the Camp Marshall Commission or Staff shall refrain from obtaining any list of Camp Marshall's clients for personal or private solicitation purposes at any time during the term of their affiliation.

All individuals subject to this Conflict-of-Interest Policy shall make the following certification

In addition to my service for CAMP MARSHALL, currently I am a Camp Marshall Commission member or an employee of the following organizations:

I hereby certify that I, except with regard to carrying out my duties as a director or staff member of CAMP MARSHALL or as described below, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with CAMP MARSHALL which has resulted or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments, loans, or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with CAMP MARSHALL.

Any exceptions to 1 or 2 above are stated on the reverse of this page with a full description of the transactions and of the interest, whether direct or indirect.

Signature: _____ Date _____

Printed name: _____

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