

CAMP FATIMA OF NEW JERSEY BY LAWS

ARTICLE I:

STATEMENT OF PURPOSE, PROVISION AGAINST DISCRIMINATION, DESCRIPTION OF NOT-FOR-PROFIT STATUS

A. For the purpose of these by laws Camp Fatima of New Jersey, Inc. shall be called Camp Fatima or the Corporation, which shall be inclusive of all of its programs, persons, and services.

B. Camp Fatima of New Jersey is dedicated to the delivery of recreational programming to individuals with developmental disabilities from school age through adulthood. Camp Fatima strives to provide an atmosphere that will foster the development of positive social relationships between individuals of common ages and interests. A sense of community and belonging is seen as the basis for developing a strong self-esteem, which will extend beyond the organization's programming.

Recognizing the limitations of developing a program, which can meet the needs of a diversified population, the summer program provides one to one staff to Consumer relationships as a means of adapting the program to meet the consumer's needs.

Adult programming for individuals with developmental disabilities is focused on providing opportunities for recreation and the development of positive social relationships between individuals of similar ages and/or interests as well as facilitating the development of social and leisure skills. The staff support in these programs is structured to readily meet each consumer's physical needs while still fostering independence and the autonomy appropriate to the individual's developmental needs and chronological age. Toward achieving this goal, the program provides appropriate support and supervision rather than a one to one experience.

C. In the pursuit of its goals and the conducting of its business, the Corporation and/ or its agents or representatives will not discriminate against any individual based upon age, sex, race, creed, religion, or disability.

D. Camp Fatima is a not-for-profit, non- political, non-sectarian organization. No part of any earnings shall inure to the benefit of any member and no director or officer of the Corporation shall receive any compensation for his/her services except reimbursement for legitimate expenses.

E. Members of the Board are precluded from engaging in any business, which is in conflict with the Corporation or may benefit his/her own personal interest at the expense of the Corporation. Any Board member who becomes aware that he/she has even the appearance of a conflict of interest shall disclose same to the Board of Directors at a public meeting and shall remove him/herself from decision making with regard to the area of conflict.

ARTICLE II:

STATEMENT OF **NAME**, ADDRESS, AND DESCRIPTION OF FISCAL YEAR AND OPERATING YEAR

A. The Name of the Corporation shall be Camp Fatima of New Jersey.

B. The registered address of the Corporation shall be:

P.O. Box 654 Harrison, NJ 07029

The Corporation may also have offices at such other places within or without the state of New Jersey as the Board may, from time to time determine, or the business of the Corporation may require.

C. The fiscal year for The Corporation shall be the calendar year defined as the first day of January through the last day of December.

D. The operating year for the Corporation shall be from the date of the annual meeting in October through the date of the next annual meeting the following October.

ARTICLE III: BOARD OF DIRECTORS:

STATEMENT OF PURPOSE, NUMBER, TERM OF OFFICE, ELIGIBILITY, FILLING OF VACANCIES AND NEWLY CREATED DIRECTORS AND REMOVAL OF DIRECTORS

A. Function

Subject to any provision in the Certificate of Incorporation the business of the Corporation shall be managed by its Board of Directors.

B. Composition of the Board

There shall be a total of eight Directors and one Chairperson. The Board shall consist of designated seats and at large seats. There shall be two designated seats representing Week One, two designated seats representing Week Two and two designated seats representing the Weekend Program. There shall be a total of two At- Large seats.

C. Terms:

1. Directors

The term of office shall be four years. Each director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified.

An individual may be elected for two consecutive terms. An individual may serve on the Board for a maximum of ten consecutive years if the service is inclusive of elected terms, appointed terms and/or service as Chairperson.

A director may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

2. Chairperson

The Chairperson of the Board shall be appointed annually by a simple majority vote of the Board of Directors at the first meeting of the operational year. Individuals in good standing, who are eligible to hold office either from within the Board itself or Camp Fatima's population at large, shall be considered candidates to fulfill the Chairperson's position. Should the individual be appointed from within the Board, the resulting vacancy will be filled in accordance with the procedure so outlined in Article III, Section E.

The Chairperson may serve a maximum of four consecutive years in the position.

3. Alternates

There shall be a total of three alternate seats on the Board. Alternate seats shall be considered designated seats. There shall be one each for Week One, Week Two and the Weekend Program. Alternates shall be the candidates for election to each of the designated seats who received the highest number of votes after the candidates who were elected to that seat. If the election process fails to produce one alternate for each designated seat, alternates may be appointed by the Board in accordance with Article III, Sections D and E.

Alternates shall each have a one- year term and may be reappointed, subsequent to elections each year if they qualify according to the criteria for appointing alternates.

Alternates shall be responsible for attending and participating in meetings and committees. Alternates have no legal, voting, or contract authority for the Corporation. Alternates may serve a maximum of four consecutive years.

D. Eligibility

1. Board members including Chairperson and alternates, shall be 18 years of age or older, in good standing with a working knowledge of the Corporation's programs, who have completed within the past five years:

- a) One summer camp week or
- b) Two Adult Weekends or
- c) Two years of other direct service to The Corporation that is accountable to a current Director and

2. Board members filling designated seats for Week One or Week Two shall have attended at least two summer camp sessions of that week in the last five years, Board members filling a Weekend Program seat shall have attended at least four weekends in the past five years.

E. Vacancies and terms of appointment.

1. Vacancies

The Board shall exercise due diligence in appointing new members for any vacancies. Any directorship not filled at the election and any vacancy, however caused, occurring on the Board shall be filled as follows:

- a) If the seat that is vacant is a designated seat, the alternate with the same

designation shall fill the seat.

b) If the seat is an at large seat, then the alternate who received the most votes in the election shall fill the seat.

c) If there is no alternate to fill the seat the Board shall empower the Nominating Committee to recruit a qualified individual for that seat in accordance with the criteria in Article III, Section D. The recruitment process shall include, but not be limited to notifying the general camp membership including all individuals who meet the eligibility criteria, of the vacancy, related criteria and the appointment deadline. Notification shall provide adequate time to allow for interested individuals to respond prior to the appointment deadline. Appointment shall be made by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board, or by a sole remaining Director.

d). If the Nominating Committee is not able to identify a candidate who meets the criteria for the available seat, appointment of a qualified individual in accordance with Article III, Section D, 1 may be made by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board, or by a sole remaining Director. This would convert the seat to an "At Large" seat until the next election at which time it would revert to a designated seat.

2. Alternates may serve out the remainder of the vacated term or serve until the next election, according to his/her choice.

A director appointed in accordance with Article III, Section E, 1 ,c) or d) shall hold office until the next election.

F. Removal of members of the Board or Chairperson

One or more or all of the members of the Board of Directors of the Corporation may be removed for just cause including but not limited to, gross misconduct, dereliction of duties or poor attendance, by the affirmative vote of 2/3 of the present Board members.

ARTICLE IV: ELECTIONS

NOMINATING COMMITTEE, NOMINATIONS FOR THE BOARD, ELECTION PROCEDURES, BALLOTS AND NOTICE OF ELECTIONS, VOTING ELIGIBILITY, ELECTIONS

A. Nominating Committee

1. The Chairperson will appoint the Chair of the Nominating Committee no later than the March Board meeting. The Chair of the Nominating Committee shall be a member in good standing of the Board who is not standing for re-election.

2. The Committee Chair will select a Committee of either Board Members or individuals from the general Camp Fatima membership who are eligible to vote and are not standing for election or reelection. The Nominating Committee shall have a minimum of three members one each from Week One, Week Two and the Weekend Program inclusive of the Committee Chair.

B. Nominations for the Board

1. The Committee shall solicit names from the general camp membership in accordance with Article III, Section D, The committee shall ensure that there is at least one qualified nominee for each open seat. The Committee Chair shall present the slate of nominees at the May Board Meeting.
2. Each eligible voting member of the Corporation may nominate three people.
3. A nominee must have three nominations to be included in the ballot; a person nominating him/herself requires only two additional nominations.
4. The Board must approve, at the may Board Meeting, any nominees eligible according to the criteria in Article III, Section D, 1, c).

C. Election Procedures

The Nominating Committee shall review the election procedures and present any procedural recommendations to the Board for approval at the May meeting.

D. Ballots and Notice of Elections

Ballots and notice of the election meeting must be mailed following the May meeting for a June election. Ballots must identify the seats that are open, their designation and the individuals running for each seat.

E. Elections

1. Elections shall be conducted in the month of June in accordance with the election procedures approved by the Board.
2. Notice of election results shall be announced to the Camp Fatima membership prior to the October meeting.

G. Voting Eligibility

Individuals eligible to nominate and vote for the Board of Directors shall be those individuals who, within the past two years, have participated in one or more of the following Camp activities: attended a summer camp week, adult weekend, been a member of the board of directors, held an appointed position, been a committee chair or committee member in good standing; or be otherwise deemed an active member by the Board as a result of service to Camp Fatima.

G. Board Members Elect

Board members elect shall be invited and are encouraged to attend the July and August meetings of the Board. Board members elect are expected to attend the meeting at which Summer Camp reports are made, which is generally the September meeting(s) of the Board.

ARTICLE V: MEETINGS

STATEMENT OF QUORUM, ACTIONS OF DIRECTORS WITHOUT A MEETING, PLACE OF MEETINGS, REGULAR ANNUAL COMBINED MEETING, ANNUAL ELECTION MEETING, NOTICE OF MEETINGS OF THE BOARD AND ADJOURNMENT, OPEN,

CLOSED, AND SPECIAL MEETINGS, ORDER OF BUSINESS, RECORDING OF BUSINESS AND DOCUMENTATION OF ATTENDANCE

A. Quorum

A quorum shall consist of 2/3 of the existing membership of the Board for the transaction of business. The Chairperson may act as a board member for purposes of achieving a quorum. However, in no event shall any business be transacted other than the filling of board vacancies where less than three members are present.

B. Actions of Directors without a meeting

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof, may be taken without a meeting if, prior or subsequent to such action, all members of the Board or of such committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same effect as a vote of the Board or committee for all purposes.

C. Place of meetings

Meetings of the Board may be held within or without the State of New Jersey.

D. Annual Meeting

An annual meeting of the Board shall be held in or around the first week in October. Attending shall be those Board members beginning their terms and those Board members ending their terms.

E. Annual election meeting

In the month of June, a meeting shall be held for the purpose of the election of eligible Camp members to fill vacancies on the Board of Directors.

F. Notice of the meetings of the Board

A calendar of scheduled meetings will be determined at the September meeting and distributed to the members at large prior to the October meeting.

G. Commencement and adjournment of meetings

A quorum of the Board of Directors must be present to commence and adjourn a Board meeting.

H. Open meetings

The business of the Corporation shall be carried out by the Board at the monthly designated meetings. These meetings shall be open for attendance by the general membership of the Corporation and invited guests. All business of the Corporation shall be carried out at open meetings unless otherwise specified in the criteria for closed or special meetings. Meetings shall be conducted in accordance with the order of business as stated in these bylaws.

I. Closed meetings

1. Personnel and camper issues and any business which involves maintaining confidentiality of members or consumers of the Corporation shall be carried out at closed meetings.

2. The closed meetings will be restricted to members of the Board of Directors and any other individuals the Board shall deem necessary to conduct the business at hand.

3. Voting procedures for closed meetings will still be subject to all regulations regarding voting.

J. Special Meetings

A special meeting may be called at any time by any member of the Board outside of the monthly meetings to allow the business of the Corporation to be carried out in a timely manner with proper notification of all members of the Board. A quorum is necessary as stated for open meetings. Notification of the general membership is desirable but not mandatory for conducting these meetings. Such meetings will be open to the general membership regardless of notification unless the criteria for closed Board meetings applies.

K. Attendance

1. It is an expectation that in fulfillment of the responsibility vested in the Board of Directors by the general membership, that all Board members attend the scheduled monthly meetings.

2. Any Board member who misses more than two meetings in an operating year shall be considered to have excessive absenteeism. Such absenteeism may be considered grounds for removal from the Board of Directors. At the next regular meeting following the second absence, the Board may vote for expulsion of the Director in accordance with Article III, Section E. The created vacancy on the Board will be filled subject to Article III, Section E. Notification of expulsion from the Board of Directors will be carried out by the Chairperson.

L. Conducting a meeting of the Board of Directors

1. All meetings shall be conducted in accordance with parliamentary procedure. Should a challenge or discrepancy occur, Robert's Rules of Order shall be used as the determining authority.

2. Order of business:

- A) Roll call
- B) Open the meeting
- C) Review and approval of the minutes
- D) Committee reports
 - 1) Standing committees
 - 2) Ad hoc committees
- E) Old business
- F) New business
- G) Announcements
- H) Adjournment

M. Voting by the Board of Directors

1. Any action requiring a decision by the Board will be placed before the Board in the form of a motion. A motion may be made by any member of the Board. The motion must be seconded by another Board member for a vote to be called. A motion shall be

carried, unless otherwise specified in the bylaws, by a simple majority vote of the Board members present.

2. Role of the Chairperson in voting

The Chairperson may not make a motion or second it. The Chairperson may vote in the event of a tie. The Chairperson does not count in establishing a quorum for voting.

N. Recording of business

A record of all business discussed, votes taken and resolutions proposed at all meetings of the Board shall be put in writing as minutes by a recording secretary and shall be kept on file as a record of the activities of the Board. Included in these minutes shall be the names of Board members and alternates attending as well as any of the members at large who are present.

ARTICLE VI: STATEMENT OF THE GOVERNING BODY, ABILITY TO ENTER INTO CONTRACTS, PROTECTION AGAINST FRAUDULENT RESPONSIBILITIES, DESCRIPTION OF BOARD MEMBERSHIP RESPONSIBILITIES AND APPOINTED OFFICERS TO THE BOARD

A. The Board of Directors shall be the governing body of the Corporation. The Board shall be ultimately responsible for administering Corporation business.

B. In the course of administering Corporation business the Board of Directors may enter into contracts as necessary or allow designated individuals with appropriate authorization to enter into such contracts. Camp Fatima of New Jersey, Inc. shall not be responsible for any contract, debt or obligation incurred by any Director or Member without proper authorization from the Board.

C. Each of the eight Board members shall be a liaison to a standing committee or program area with the responsibility of supervising the functioning of each of these committees. Each committee or program shall have an appointed director or directors responsible for development of a staff to fulfill the goals and achieve the work of each designated area. The eight standing committees/program areas of the Board shall be as follows:

- | | |
|--|---------------------------|
| 1) Adult Programming | 5) Membership Programming |
| 2) Camper Committee | 6) Personnel Committee |
| 3) Fundraising and
Resource Development | 7) Public Relations |
| 4) Long Range Planning and
Financial Administration | 8) Summer Camps |

D. The Secretary to the Board is an appointed office and shall report directly to the Chairperson. The Treasurer is an appointed office and shall report directly to the Chairperson. The Long Range Planning and Financial Administration liaison is responsible for ongoing communication with the Treasurer.

E. The Board may create an Advisory Board and appoint members to serve. Advisory Board members may not vote, enter into contracts, or incur any debt or obligation on behalf of the Board or the Organization.

ARTICLE VII: BYLAW CHANGES, STATEMENT OF PROCESS OF AMENDMENT

A. Except as otherwise provided in the Certificate of Incorporation the by laws may be amended, repealed or adopted by a vote of the Board of Directors. A 2/3 majority of the entire Board shall carry the proposal for amendment.

B. Proposed amendments to the bylaws shall be made in writing and introduced at a regular monthly meeting of the Board of Directors. Notice of the proposed amendments shall then be mailed to the Board in advance of the next regularly scheduled meeting with a statement that the amendment will be voted on at that meeting.

ARTICLE VIII: DISSOLUTION

STATEMENT OF THE DISPOSITION OF ASSETS AND PROTECTION FROM LIABILITY

A. In the event of dissolution of this Corporation, all of its assets shall be donated to not-for-profit organizations whose purposes is the promotion of the welfare of individuals with developmental disabilities. Such designations shall be approved by a majority of Board members.

B. The private property of the Directors and Officers shall be exempt from execution of other liabilities for debts or obligations of The Corporation, and no Director or Officer shall be liable or responsible for any debts, liabilities or other obligations of The Corporation.

ARTICLE IX: ADOPTION OF THE BYLAWS

These bylaws shall become effective immediately upon their adoption by the Board of Directors at a regularly scheduled board meeting.

Approved as amended on the Fifth day of November in the year 2003 (11/05/03).

ATTEST:

SECRETARY: _____
 Print Name Signature

CHAIRPERSON: _____
 Print Name Signature

- AMENDMENTS:**
July 1987,
February 1988,
June 1997,
January 2003,
November 2003

Kw97,03