

**Kinasao Lutheran Bible Camp
Christopher Lake
CONSTITUTION & BYLAWS**

CONSTITUTION

The name of the Society shall be KINASAO LUTHERAN BIBLE CAMP, CHRISTOPHER LAKE, hereinafter referred to as “Kinasao”.

Kinasao shall be incorporated under the Non-Profit Corporation Act of the Province of Saskatchewan.

As a Lutheran Ministry, Kinasao proclaims the gospel of Christ by providing the opportunity to discover, share, strengthen and renew the Christian Faith in a natural setting in God’s creation.

In addition to the powers, rights and privileges conferred upon or vested in the corporations by the laws of Saskatchewan, Kinasao shall establish the rules necessary and properly carry into effect the powers set forth by these laws.

FAITH STATEMENT

1. Kinasao confesses faith in the Triune God – Father, Son and Holy Spirit as the one true God. We proclaim the Father as Creator and Preserver, His Son Jesus Christ as Redeemer and Lord, and the Holy Spirit as Regenerator and Sanctifier.
2. Kinasao confesses that the Gospel is the revelation of God’s saving will and grace in Jesus Christ, which he imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in fellowship of the Holy Christian Church.
3. Kinasao confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks and as the only source of the Church’s doctrine and authoritative standard for the faith and life of the Church.
4. Kinasao subscribes to the documents of the Book of Concord of 1580 as witnesses to the way in which the Holy Scriptures have been correctly understood and explained and confessed for the sake of the Gospel, namely;
 - The Apostles’, the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;
 - The Unaltered Augsburg Confession as its basic formulation of Christian doctrine;
 - Luther’s Small Catechism as a clear summary of Christian doctrine;
 - The Apology of the Augsburg Confession, Luther’s Large Catechism, the Smalcald Articles with the Treatise, and the Formula of Concord as further witnesses to the Unaltered Augsburg Confession.

Kinasao's purpose is to advance religion by establishing and maintaining facilities and outdoor areas to be used for religious programs, workshops, music, Bible studies, and other educational and recreational activities. Programs and services are for children, youth, seniors, families, school groups and other interested groups. Some of the programs are seasonal offered only during the summer months, while others, such as family gatherings, retreats and group activities, are offered year-round.

The charity shall be carried on without purposes of gain for its members, and any profits or other accretions to the charity shall be used solely to promote its objectives/purposes.

BYLAWS OF KINASAO LUTHERAN BIBLE CAMP, CHRISTOPHER LAKE

Article 1 – Membership

There shall be classes of membership as follows;

1. (a) Full membership in Kinasao shall be open to:
 - Lutheran congregations associated with the Evangelical Lutheran Church In Canada (ELCIC), Lutheran Church Canada (LCC), Church of the Lutheran Brethren Canada (CLBC), and North American Lutheran Church (NALC), and
 - Individuals of legal voting age who are members of eligible Lutheran congregations. They are eligible for election to the Board and to serve on committees.
- (b) Associate membership in Kinasao may be open to Christian congregations and individuals who are associated with Christian congregations and who subscribe to the purpose and bylaws of Kinasao. At all meetings of Kinasao, associate members shall have voice, but no vote. Individual associate members are not eligible for election to the Board, but may serve on committees.
2. Membership is acquired by submitting a written request for membership, subject to Board approval. Membership is renewed annually by making a written request or making a charitable donation to Kinasao. The membership roster at December 31st of the given year shall be in force for the annual meeting held subsequent to the end of the year.
3. A member may withdraw from Kinasao by notice to the Board. Membership is forfeited in Kinasao on December 31st of the year in which no request or donation has been received.
4. A member, upon discontinuance of membership, shall not be entitled to a refund of any contribution or accumulated assets that may have been provided by the member.
5. The Board shall keep a current register of all classes of membership in Kinasao.

6. The eligible voting members of Kinasao shall be those persons who hold full membership either through their congregation or as an individual (Article 1.1(a)) and who are of legal voting age as defined by the province of Saskatchewan.

Article 2 – General Meetings

1. The annual meeting of Kinasao shall normally be held within 90 (ninety) days of the close of the fiscal year.
2. A special meeting of Kinasao may be called at any time by the chairperson or by at least three board members.
3. Notice of the time and place of meeting of Kinasao shall be given at least 30 (thirty) days prior to the date of the meeting by written and/or electronic notice to all members.
4. A quorum at a general meeting shall consist of a minimum of 20 (twenty) voting persons, and a minimum of 51% of voting members must be members of the ELCIC.
5. All matters shall be decided by a majority vote of the individuals present and voting, except where specified otherwise in these Bylaws.
6. Voting shall be by ballot in the case of elections and by a show of hands in other cases, except where a ballot is requested by at least five (5) individuals.
7. In all matters not specifically provided for herein, procedure shall be according to Bourinot's Rules of Order.
8. The annual meeting shall elect three members to a nominating committee for the purpose of recommending nominees for election to the Board. Any vacancy on the committee may be filled by action of the Board until the next annual meeting. In addition, the Board shall have the right to appoint a Board member to the committee.
9. The registered office location of Kinasao Lutheran Bible Camp shall be SW Quarter, Section 8, Township 53, Range 26, West of the 2nd Meridian, with mailing address at Box 327, Christopher Lake, SK S0J 0N0.
10. The fiscal year for Kinasao shall be January 1st to December 31st of the same year.

Article 3 – Board of Directors

1. The Board shall have a minimum of nine (9) and a maximum of twelve (12) members who shall be elected from the membership for a term of three (3) years, with terms of office arranged so that one-third shall be elected each year.
2. Any vacancy on the Board may be filled by action of the remaining Board members until the next annual meeting.

3. A majority of board members must be members of ELCIC congregations.
4. At the first meeting following the annual meeting, the Board shall elect from its own membership, a chairperson, vice-chairperson and a secretary of the association, and elect a treasurer who need not be a member of the board.
5. A majority of the Board members shall constitute a quorum at a meeting of the Board. The Board shall meet at least twice each year.
6. A special meeting of the Board may be called by giving written notice addressed to each Board member at least ten (10) days prior to the date of the meeting. Such a meeting may be called by the chairperson, any two (2) Board members or any three (3) Kinasao members.
7. That any board member missing two (2) successive board meetings without providing reasonable cause for same, shall be deemed to have resigned his/her position unless the board shall have made a motion to the contrary.

Article 4 – Duties of the Board of Directors

1. The business of Kinasao shall be governed between Annual Meeting by the Kinasao Board in accordance with the Articles of Incorporation and the Bylaws and resolutions adopted from time to time by Kinasao. Minutes shall be kept of all board meetings.
2. The Kinasao Board shall:
 - a. Set the Strategic Plan, Goals and Objectives.
 - b. Approve all Board policies.
 - c. Hire, direct and support the Kinasao Executive Director.
 - d. Ensure that human resource policies are in place.
 - e. Approve all budgets and submit them for ratification at the Annual Meeting.
 - f. Ensure financial accountability
 - g. Approve all applications for membership in Kinasao.
 - h. Approve the leaseholder's agreement (Article 5), the application and renewal process, and the right to retain a Kinasao leased lot.
3. The Kinasao Board shall establish such standing and other committees as are deemed necessary. Terms of reference will be established and approved by the Board for each standing committee.
4. Duties of Office:
 - a. The chairperson shall preside at all Kinasao meetings and enforce order and observance of the bylaws. The chairperson shall transact business as may by custom pertain to the office and shall cast the deciding vote when necessary to decide any question.

- b. The vice chairperson shall be vested with all rights and powers of the chairperson, in the absence of the chairperson. In the event, the chairperson and vice chairperson are both absent, the meeting will be called to order by the Secretary and a temporary chairperson elected. Business of a financial nature or that which might affect the welfare of Kinasao shall not be conducted at a meeting presided over by a temporary chairperson.
- c. The secretary shall be responsible for the safekeeping and recording of all the minutes of the Board meetings and General meetings, and have or designate custody of the seal and be authorized to use the seal as directed by the Board.
- d. The treasurer shall be responsible to review financial records every four (4) months at the end of August, December and April, and to review proposed budgets before they are submitted for Board approval.

Article 5 – Leaseholders

Kinasao has 36 privately leased lots, which are leased to individual full and associate members as defined in Article 1.1. The Board shall approve the lease agreement as amended from time to time. In consideration of this agreement, the following restriction shall apply to leaseholders (or members of their immediate family) who are members of the Board of Directors:

- that Board membership shall not include more than four leaseholders.

Article 6 – Custody and Use of Seal

The seal of Kinasao shall be in the custody of the Secretary or such other person as may be designated by the directors and all papers or documents required to be sealed on behalf of Kinasao shall be sealed in the presence of the Secretary or of such other persons as may be designated by resolution of the directors.

Article 7 – Amendment of Bylaws

Bylaws may be adopted or amended at any legally called and conducted meeting of Kinasao by a three-quarters majority vote of those present and voting. Proposed amendments shall be made available in writing together with the notice of the general meeting.

Article 8 – Dissolution

Should Kinasao by means other than legal dissolution cease to exist or its property be abandoned, and after payment of all debts and liabilities, its remaining assets shall be distributed to the Saskatchewan Synod of the Evangelical Lutheran Church in Canada or its successor, in support of outdoor ministries. In the event the Saskatchewan Synod of the Evangelical Lutheran Church in Canada or its successor is no longer a qualified donee, Kinasao will distribute the remaining assets to one or more qualified donees as defined in the Income Tax Act.

Revised May 2016