

By-Laws
Peaceful Valley Baptist Camp

BOARD MEMBERS

Term of Service:

Board Members shall be elected to serve a four year term. Individuals may serve another term on the Board after rotating one year off if elected by due process.

Election:

The Board of the Peaceful Valley Baptist Camp shall be comprised of Nine (9) Board members. The Cape Girardeau Baptist Association shall elect two Board members annually with an additional third Board member being elected every fourth year.

Failure to attend three (3) consecutive, regularly scheduled meetings by a voting Board Member shall result in their dismissal from the Board.

The Cape Girardeau Baptist Association shall be notified for the purpose of selecting a replacement Board Member to complete the term of any vacancy that may arise. The replacement Board Member may subsequently serve a full four year term should The Cape Girardeau Baptist Association vote for them to serve following the partial term.

Non-Elected Members:

The Board of Peaceful Valley Baptist Camp shall have two additional ex officio members represented by The Cape Girardeau Baptist Association's Director of Missions and current Moderator, or his appointee. These members shall not be entitled to vote.

Officers:

There shall be four(4) officers of The Board of Peaceful Valley Baptist Camp. The Board shall elect their own officers annually at the first regularly scheduled meeting of the Board after The Cape Girardeau Baptist Association's annual meeting.

The duties of the officers are as follows:

Chairman of the Board: The Chairman of the Board will chair all meetings of the Board and serve along with the other officers of the Board to make financial and other decisions regarding Peaceful Valley Baptist Camp between scheduled meetings in keeping with the other provisions of this document.

Vice-Chairman of the Board: The Vice-Chairman of the Board will chair meetings of the Board in the absence of the Chairman and serve along with the other officers of the Board to make financial and other decisions regarding Peaceful Valley Baptist Camp between scheduled meetings in keeping with the other provisions of this document.

Recording-Secretary: The Recording-Secretary of the Board will record the minutes of all meetings of the board; will provide copies of the minutes to all board members and the Camp Manager within 10 days of the meeting by mail or electronic mail; and serve along with the other officers of the board to make financial and other decisions regarding Peaceful Valley Baptist Camp between scheduled meetings in keeping with the other provisions of this document.

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Treasurer: The Treasurer of the Board will maintain an accurate balance of all financial accounts in banks specified by the Board. The Treasurer will provide an income and expense statement to the Board at all scheduled meetings. The Treasurer will be responsible for writing checks and payment of bills. The Treasurer may be chosen as the Peaceful Valley Baptist Camp Board determines best serves the Peaceful Valley Baptist Camp's interests, whether the Treasurer is to be a voted member of the Board or selected from a Cape Girardeau Baptist Association partnering church in good standing. Should the Treasurer not be chosen from among the duly-elected Board members, the Treasurer will not be a voting member of the Board.

MEETINGS

The Peaceful Valley Baptist Camp Board shall meet a minimum of four (4) times per year in regular session. Those meetings shall be scheduled quarterly according to calendar year as best facilitates the ministry of Peaceful Valley Baptist Camp.

Special Called Meetings:

A Special Called meeting can be called by the Chairman of the Board, the Camp Manager, or four (4) members of the Board in agreement that a meeting is necessary. All Special Called meetings shall require a two (2) week advance notice to all Board members. Only those items necessitating the Special Called meeting may be discussed and acted upon at that meeting. All Special Called meetings may be held via conference call, email, Instant Messaging, or other electronic forums that facilitate group interaction and communication.

QUORUM

A Quorum shall consist of five (5) of nine (9) Board Members present.

AUTHORITY OF THE BOARD

The Board has complete authority in the hiring and dismissal of paid staff members, including that of the Camp Manager.

The Camp Manager employed by the Board shall be accountable to the Board of Directors. However, the Board may elect to appoint a representative to provide oversight of the day to day activity of the Camp Manager.

The Board is also the only entity that may enter the Peaceful Valley Baptist Camp into any binding contractual arrangements.

REVISIONS AND CHANGES TO THE ARTICLES OF INCORPORATION AND BY-LAWS

Revisions and changes to the Articles of Incorporation and/or By-Laws may be made as needed with the approval by simple majority of the Cape Girardeau Baptist Association's Executive Board. Changes must be proposed in writing at one regularly scheduled meeting of the Cape Girardeau Baptist Association's Executive Board and may be adopted by the Cape Girardeau Baptist Association's Executive Board at their next regularly scheduled meeting.

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FINANCIAL MATTERS

The Peaceful Valley Baptist Camp Board, in consultation with the Camp Manager, will prepare and adopt an annual budget for the upcoming new calendar year no later than December 1 of each year. The standard full calendar year shall serve as the fiscal year.

The Camp Manager is charged with handling the day to day operations of Peaceful Valley Baptist Camp within the confines of the approved annual budget. Any spending of less than \$1,000 outside the approved budget must have the approval of at least two of the officers of the Peaceful Valley Baptist Camp Board. Any spending of \$1,000 or more outside the approved budget must have the approval of more than 50% of the entire Board.

PROPERTY

All disposal of real or hard assets, or multi-year contracts for lease of such assets, shall require the approval of two-thirds (2/3) of the Cape Girardeau Baptist Association's Executive Board.

All acquisition of real or hard assets, or contracts for lease of such assets, shall require the approval of two-thirds (2/3) of the Peaceful Valley Baptist Camp Board.

Any transaction utilizing the existing real or hard assets as collateral shall require the approval of two-thirds (2/3) of the Cape Girardeau Baptist Association's Executive Board.

PROGRAMS

The Board shall ensure qualified and gifted people are selected to direct and administer any and all programs of the Peaceful Valley Baptist Camp designed for the Cape Girardeau Baptist Association. All other camps shall be directed and administered at the discretion of the Board and the Camp Manager.