

Approved April 2006

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**AMERICAN CAMPING ASSOCIATION, INC.**

**ARTICLE I**

**Council of Delegates**

Section 1.1. Members. As provided in the Articles of Incorporation, the members of the American Camping Association, Inc. (the "Corporation") shall be the Council of Delegates. Individual members of the Council of Delegates shall be known as Delegate Members. Unless otherwise provided herein, each Delegate Member shall have all of the rights and responsibilities of a member under the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 1.2. Composition of Council of Delegates.

(a) The Council of Delegates consist of the Delegates elected by each local unit chartered by the Corporation to accomplish the purposes of the Corporation (a "Section"), and shall include the members of the Board of Directors of the Corporation and the Chair or President of any other affiliated group or committee specified by the Board of Directors as full voting members.

(b) The President of each Section shall serve as a Delegate Member. Additional members shall be elected by each Section, the number to be based on a formula determined from time to time by the Board of Directors of the American Camping Association. The number of delegates per section to be elected shall be based upon the number of association members in each Section as of June 30 of the year prior to that in which a Section elects Delegate Members. Under no circumstances shall the number of delegates be fewer than two per section. Further, the maximum number in the Council of Delegates shall not exceed 140 persons.

(c) The Chief Executive Officer of the Corporation, National Staff and Section Executives shall be ex-officio members of the Council of Delegates without voting rights, but with full discussion privileges at meetings of the Council of Delegates.

Section 1.3 Resignations. All rights and privileges of a Delegate Member in the Corporation shall cease on the termination of association membership. Each Delegate Member may terminate his or her membership in the Corporation by voluntary resignation. Resignation of a Delegate Member shall be effective when notice is given, unless the notice is in writing and provides for a later effective date. In any event, the Section shall appoint a replacement until such time as another election is conducted.

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Section 1.4 Expulsion, Suspension, and Termination. A Delegate Member may be expelled or suspended from the Council of Delegates only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination shall include, but not be limited to, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation.

## **ARTICLE II**

### **Meetings of Members**

Section 2.1. Annual Meeting. The annual meeting of the Council of Delegates of the Corporation shall be at such time as may be designated by the Board of Directors for the purpose of transacting such business as may come before the Council of Delegates. The Council of Delegates shall act upon such matters of business as come before it or may be referred to it by the Board of Directors. If not otherwise designated, the annual meeting of the Council of Delegates shall be held at the National Conference. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. The annual meeting of the Council of Delegates shall be held at the place specified in the notice of the meeting. At the annual meeting of the Council of Delegates, the President and the Treasurer, or their designees, shall report on the activities and financial condition of the Corporation, respectively.

Section 2.2. Regular Meetings. The Corporation may hold other regular meetings of the Council of Delegates only by a resolution of the Board of Directors. Regular meetings of the Delegates shall be held at the time and place specified in the notice of the meeting.

Section 2.3. Special Meetings. Special meetings of the Council of Delegates may be called by the President of the Corporation, by a majority of the Board of Directors, or by one or more petitions in writing signed, dated and delivered by at least twenty percent (20%) of the Delegates with voting rights. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special meetings shall be held at the place specified in the notice of meeting.

Section 2.4. Participation. A Delegate may participate in an annual, a regular, or a special meeting of the Council of Delegates by or through the use of any means of communication by which all Delegates participating may simultaneously hear each other during the meeting. A Delegate participating by this means is considered to be present in person at the meeting.

Section 2.5. Action by Written Ballot. An action that may be taken at an annual, a regular, or a special meeting of the Council of Delegates, may be taken without a meeting if the Corporation delivers a written ballot to every Delegate entitled to vote on the matter. The ballot must set forth each proposed action, and provide an opportunity to vote for or against each

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proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

Section 2.6. Notice of Meetings. Written notice stating the proposed agenda, place, date and time of any meeting of the Council of Delegates shall be delivered or mailed by the Corporation to each Delegate at such address as appears on the records of the Corporation, at least ten (10) but not more than sixty (60) days before the date of such meeting. Notwithstanding the foregoing, action taken by the Delegates shall not be invalidated, and notice shall not be considered improper, if notice is given in a fair and reasonable manner.

Section 2.7. Waiver of Notice. A Delegate's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Delegate at the beginning objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the agenda described in the meeting notice, unless the Delegate objects to considering the matter when the matter is presented.

Section 2.8. Agenda for Meetings of the Council of Delegates. The Board of Directors of the Corporation, the chief executive officer or the Boards of Directors of three or more Sections by a joint resolution of such Boards may place items on the agenda of the Council of Delegates if the Corporation's Secretary is notified at least ninety (90) days prior to the meeting of the Council of Delegates at which action is to be taken on that agenda item. Notice of the proposed agenda shall be provided to the Delegates in the manner specified in Section 2.6 hereof.

Section 2.9. Voting Rights. Except as may otherwise be provided in the Articles of Incorporation, each Delegate of record of the Corporation with voting rights shall be entitled to one (1) vote on each matter submitted to a vote of the Council of Delegates.

Section 2.10. Date of Determination of Voting Rights. The Board of Directors may fix a record date to determine the Delegates entitled to notice of a Delegates' meeting, to demand a special meeting, to vote or to take any other action. In the absence of action by the Board of Directors to fix a record date, the record date shall be that date seventy (70) days prior to the meeting or action requiring a determination of the Delegates.

Section 2.11. Voting by Proxy. A Delegate entitled to vote at any meeting of the Council of Delegates may vote either in person or by proxy. A Delegate may appoint a proxy to vote or otherwise act for the Delegate at each meeting by signing an appointment form

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personally. (For purposes of this section, a copy of a signed proxy shall be deemed "signed" by the member.) No proxy shall vote at any meeting of the Council of Delegates unless the appointment form designating such proxy shall have been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 2.12. Quorum: Voting. At any meeting of the Council of Delegates, seventy-five percent (75%) of the votes entitled to be cast on a matter, represented by person or proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 2.13. Voting List. The Corporation shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all Delegates entitled to vote pursuant to the Articles of Incorporation of the Corporation and these Bylaws. After the record date for notice of a meeting, the Corporation shall prepare a list of the names and addresses of the Corporation's Delegates. The list of Delegates must be available for inspection by a Delegate for the purpose of communication with other Delegates concerning the meeting, beginning sixty (60) days before the date of the meeting.

Section 2.14. Rules of Order. Meetings of the Council of Delegates shall be governed by the rules contained in the latest edition of Robert's Rules of Order in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or any special rules of order of the Corporation.

Section 2.15. Action Initiated by Delegates Without a Meeting. Any action required or permitted to be taken at a meeting of the Council of Delegates may be taken without a meeting if prior to such action, a consent in writing setting forth the action so taken shall be signed by the Delegates holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the Delegates representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken by written consent is effective when the last Delegate necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

### **ARTICLE III**

#### **Association Members**

Section 3.1. Classes and Qualifications. The Board of Directors may establish classes of members of the Corporation who shall be known as Association Members. The Board of Directors may establish the characteristics, qualifications, rights and obligations for each class of Association Members. The Association Members shall not be "members" as such term is

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defined and used in the Act or any corresponding regulation concerning the members of nonprofit corporations and shall not be vested with the rights granted such members therein.

Section 3.2. Association Members: Voting. Each Association Member with voting rights shall be entitled to one (1) vote with respect to the election of the at-large directors of the Corporation under Article IV hereof and the officers of the Corporation under Article VI hereof. The Corporation shall deliver a written ballot to every Association Member entitled to vote for either an at-large director or officer. The ballot shall set forth the slate of candidates nominated by the Board Development Committee for officer and director positions with the Corporation. Twenty percent (20%) of those eligible to vote shall constitute a quorum for the purpose of election of officers and directors. Officers and directors shall be elected by a plurality of the votes cast by the Association Members. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet quorum requirements and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

## **ARTICLE IV**

### **Board of Directors**

Section 4.1. Duties and Qualifications. The business and affairs of the Corporation shall be governed by the Board of Directors consistent with the approved Board Policies of the Corporation.

Section 4.2. Nomination, Election, Designation, Appointment.

(a) The Board of Directors shall consist of a minimum of nineteen (19) directors and a maximum of twenty-one (21) directors, with the exact number of directors specified from time to time by resolution of the Board of Directors.

(b) The Board of Directors shall consist of the President, Vice President, Treasurer, the President-Elect, three directors appointed (one each year) by the President, three directors appointed (one each year) by the Board of Directors, the President of the Association of Independent Camps, the Chair of the American Camping Foundation and nine at-large directors elected (three each year) by the Association Members with voting rights. All elected at-large directors and elected officers shall be current members of the American Camping Association. Appointed directors may be members or nonmembers of ACA. The chief executive officer shall be a non-voting, ex-officio member of the Board of Directors.

(c) The President, Vice President, Treasurer, President-Elect and Chief Executive Officer shall serve as directors during their tenure in those positions. All other directors shall

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serve for a term of three (3) years. A director who has served a full three (3) year term as an appointed or at-large director may not succeed him/herself in the same type of board position, whether appointed or elected at-large. Despite the expiration of a director's term, the director continues to serve until a successor is elected, designated or appointed and qualifies or until there is a decrease in the number of directors.

Section 4.3. Vacancies. Any vacancy among the elected or appointed Directors caused by death, resignation, removal or otherwise shall be filled by a majority vote of the remaining Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at such time as a successor shall be duly appointed or elected and qualified.

Section 4.4. Removal. Any Director of the Corporation may be removed, with or without cause at any time, by a two-thirds (2/3) vote of the Board of Directors. Any Director who shall have been absent for two (2) consecutive regular meetings of the Board of Directors during a twelve (12) month period shall be deemed to have resigned from the Board. Upon a written request for reinstatement submitted prior to the next board meeting from that resigned Director, the Board may vote to reinstate that resigned Director. Otherwise, that vacancy shall be treated as any other vacancy.

Section 4.5. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet at such time as may be designated by the Board of Directors for the purpose of considering any business which may be brought before the meeting.

Section 4.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or the Executive Committee, and upon at least seventy-two (72) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, electronic mail, facsimile transmission, or telephone. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 4.7. Quorum; Voting. A majority of the directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Action by the Board of Directors or Executive Committee on public policy statements requires a two-thirds (2/3) vote.

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Section 4.8. Action Initiated By the Board of Directors Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 4.9. Participation. A Director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is considered to be present in person at the meeting.

Section 4.10. Rules of Order. Meetings of the Board of Directors shall be governed by the rules contained in the latest edition of Robert's Rules of Order in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or any special rules of order of the Corporation.

Section 4.11. Compensation. Directors shall not receive compensation for their services, but may be reimbursed for approved expenses incurred consistent with the Board-approved reimbursement policies of the Corporation.

## **ARTICLE V**

### **Committees**

Section 5.1. Standing Committees. The Standing Committees of the Corporation shall be the Executive Committee, Board Development Committee, and such other standing committees as the Board of Directors may from time to time create. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise. Standing committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office.

Section 5.2. Members of Standing Committees. Each Standing Committee shall have such members as are specified in these Bylaws or by a resolution of the Board of Directors.

Section 5.3. Executive Committee. The Executive Committee shall consist of the President, President-Elect, the Vice-President, the Treasurer, and two directors selected by the Board of Directors to serve on the Executive Committee. The chief executive officer shall be a non-voting, ex-officio member of the Executive Committee. During intervals between meetings

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of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors except where prohibited by law. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors at any other time, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 5.4. Board Development Committee. The Board Development Committee shall have seven members plus a chair whose duties will be to develop and cultivate future members for the Board of Directors, keep record of the terms of all Directors and Officers, prepare a double slate of individual name(s) as candidates for the respective board positions at appropriate times, and determine procedures for national elections. The Committee will then present the names of those being recommended as candidates for approval through election. The Chair of the Committee shall be the Vice President, who serves for the duration of his/her term in office. The President shall appoint, subject to the approval of the Board, two additional Board members who will serve for the duration of their elected term on the board. There shall be one additional person on the committee from each of five geographic regions: New England, Mid-Atlantic, Mid-America, Southern and Western. These persons shall belong to sections included in those regions, and shall be voted on by the members with voting rights from those regions. Such elections will be staggered so that one or two regional elections are held each year. There shall be operating procedures approved by the Board that identify the scope of authority, determination of the means of reporting to the Board, and identification of the plan to assure membership on this Committee that is representative of the association. No member of this Committee may be nominated for election or appointed as a director or officer of the corporation during his or her term on the Board Development Committee. Committee members, including the chair, shall not serve for more than two consecutive three-year terms. The chief executive officer of the Corporation shall be an ex-officio member of this Committee without voting rights, but with full discussion privileges at meetings.

Section 5.5. Meetings of Standing Committees. Meetings of each Standing Committee may be called by its Chair or by a resolution of the Board of Directors. Subject to the provisions of these Bylaws, each Committee shall hold its meetings in accordance with such rules of procedure and at such places as shall be fixed by a majority of the members of such committee.

Section 5.6. Board Committees and Task Forces. Board Committees and Task Forces may be appointed by the Board of Directors for such purposes as circumstances warrant. These Committees and Task Forces ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations. In keeping with the Board's broader focus, Committees and Task Forces will normally not have direct dealing with operations under the authority of the chief executive officer. Any such Committee or Task Force shall limit its activities to the accomplishment of the purpose for which created and shall have no power to act except such as is specifically conferred upon it by action of the Board of Directors. Such committee shall stand

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discharged upon acceptance by the Board of Directors of its final report. Board Committees or Task Forces, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office.

## **ARTICLE VI**

### **Officers**

Section 6.1. Officers. The officers of the Corporation shall consist of a President, Vice-President, and Treasurer.

Section 6.2. Terms of Office, Election and Appointment. The President-Elect, President, Vice-President, and Treasurer shall be elected by the Association Members pursuant to Section 3.2 hereof (the "Elected Officers"). Any Association Member with voting rights shall be eligible to serve in any elected office. The President, Vice-President and Treasurer shall hold office for a term of three (3) years and until a successor shall be duly elected and qualified, or until resignation, removal, or death. No Elected Officer may serve more than one (1) consecutive term in office. The President-Elect shall serve from the date of election as President-Elect until such time as the President-Elect succeeds to the office of President.

Section 6.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 6.4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the Board of Directors.

Section 6.5. Compensation. Elected officers shall not receive compensation for their services, but may be reimbursed for approved expenses incurred consistent with the Board-approved policies of the Corporation.

## **ARTICLE VII**

### **Powers and Duties of Officers**

Section 7.1. President. The President assures the integrity of the Board's process, represents the Board to outside parties, serves as the chair, and presides over all meetings of the

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Board of Directors, Executive Committee and the Council of Delegates. At the annual meeting of the Council of Delegates, the President or the President's designee shall report on the activities of the Corporation.

Section 7.2. Vice-President. Subject to the general control of the Board of Directors, if the President is not present, the Vice-President shall discharge all the functions of the President.

Section 7.3. Treasurer. The Treasurer or the Treasurer's designee shall oversee the development of and compliance with the Board's financial and budget policies; and shall monitor the Association's budget. Further, at each annual meeting of the Council of Delegates, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

## **ARTICLE VIII**

### **Chief Executive Officer and Corporate Secretary**

Section 8.1. Chief Executive Officer. There shall be a chief executive officer appointed by the Board of Directors. Subject to the authority of the Board of Directors, the chief executive officer shall be responsible for and have charge of the activities of the Corporation and have all the powers and duties usually attributable to the manager of a corporation. The chief executive officer shall have such other duties as these Bylaws or the Board of Directors may prescribe. The chief executive officer may receive reasonable compensation for services in office as may be fixed by the Board of Directors.

Section 8.2. Corporate Secretary. The Corporate Secretary shall be designated by the chief executive officer and approved by the Board of Directors. The Secretary shall attend all meetings of the Council of Delegates and Directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings. The Secretary shall authenticate records of the Corporation's Board of Directors and Council of Delegates. The Secretary shall attend to the giving and serving of all notices of corporation meetings pursuant to these Bylaws, shall have custody of the books (except books of account), and Board and Council of Delegates' Records of the Corporation.

## **ARTICLE IX**

### **Sections**

In furtherance of the objectives of the Corporation, the Board of Directors may charter any local unit within any specified geographical area, hereinafter referred to as a "Section", and

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shall have the power to establish such terms and conditions relating thereto as it considers desirable.

## **ARTICLE X**

### **Amendments to Bylaws**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in both the Board of Directors and the Council of Delegates, and each may act without the consent of the other unless the rights of the other will be affected by the proposed change. Solely for purposes of this Article X, action on the Bylaws may only be taken by the Council of Delegates if seventy-five percent (75%) of the votes entitled to be cast on the matter are represented by person or proxy. If such quorum exists at a meeting of the Council of Delegates, action on the Bylaws pursuant to the terms of this Article X is approved if two-thirds (2/3) of the votes entitled to be cast are in the favor of the action. Appropriate notice of any meeting must be given to those entitled to vote on any action taken pursuant to the terms of this Article X.

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