

BYLAWS OF CAMP NERINGA, INC.

ARTICLE I

NAME, PURPOSE, LOCATION

Section 1. NAME. The name of the Corporation shall be CAMP NERINGA, INC. (the “Corporation”).

Section 2. PURPOSES. CAMP NERINGA, INC. exists to provide religious, educational, cultural and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including without limitation:

- To continue the legacy of the Sisters of the Immaculate Conception of the Blessed Virgin Mary (Lithuanian) (“Sisters”).
- To own, operate, and maintain a Center (the “Center”) that provides a religious, educational and cultural experience focusing on the Lithuanian Culture, Catholic tradition, and character development without regard to race, gender, creed or ethnicity, hereafter referred to as the “Mission”, and consistent with the Judgment Order in Docket No. C17-75 Wmcv recorded in the Marlboro Land Records in Book 38, page 83.
- To provide educational sessions for various age groups (i.e. children, adolescents, adults and families), in which everyone has the opportunity for a positive experience of their Lithuanian heritage and Christian faith within a supportive community, thereby enhancing personal growth.
- To make the Center available to other groups fostering cultural, religious, educational or values consistent with the Mission;
- To provide young adults an opportunity to develop leadership skills;
- To foster and allow for parental participation during family sessions; and
- To do any and all that is necessary, proper, useful, incidental, and advantageous to the above-stated purposes in conformity with law.

Section 3. LOCATION. The Corporation is incorporated in Vermont and may register to do business in such other states as the Members with the recommendation of Board of Directors may determine.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 1. MEMBERSHIP AND QUALIFICATIONS. Membership shall be open to individuals at least eighteen (18) years of age who consent to furthering the Mission, who have submitted an application to the Corporation and have paid the initial or annual membership fee.

The Corporation shall have Regular and Honorary Members.

- a. *Regular Members.* Any individual that pays the membership fee and whose application is approved by the Membership Committee shall be eligible to become a Member of the Corporation.
- b. *Honorary Members.* Honorary Members are those persons honored for outstanding contributions to the Corporation as selected by a two-thirds (2/3) majority vote of the Board and are exempt from membership fees. The Sisters are Honorary Members for life and exempt from membership fees.

Section 2. APPLICATION OF MEMBERS. Anyone so interested shall submit an application and required fee to the Membership Committee before the Annual Meeting. The Board of Directors may establish procedures and/or policies relating to becoming a Member or review continued participation as a Member. Thereafter, Members are required to annually reaffirm their membership.

Section 3. VOTING RIGHTS. Each Member is entitled to one (1) vote on each matter submitted to a vote.

Section 4. THE POWERS OF THE MEMBERS. The powers of the Members include:

- A. To attend the Annual Meeting of the Corporation with the Board of Directors;
- B. To be eligible for election to the Board of Directors;
- C. To nominate, receive recommendations and elect the Directors;
- D. To vote on such issues as may come before the Members at the Annual Meeting;
- E. To review the annual and long term capital and operating budgets, financial reports, long range plans and activity reports of the Center, as presented by the President of the Board of Directors (“President”), the Board of Directors and/or the Executive Staff;
- F. With the advice of the Board of Directors, to approve acquiring, leasing, construction, major capital improvements and renovations to the Center;
- G. To adopt, amend, or repeal the Articles of Incorporation or the Bylaws of the Corporation as per Article IX of these Bylaws;
- H. Upon recommendation of the Board of Directors to dissolve the Corporation or to merge, consolidate or affiliate with another corporation or organization in accordance with the non-profit status and Mission of the Corporation by a two-thirds (2/3) majority vote.

All votes herein shall be by simple majority vote of the Members attending the Members' Meeting unless otherwise noted. Any resolution in writing approved and signed by the Members or their proxies shall have the same force and effect as if it were passed by the Members at a Members' Meeting duly called and held for that purpose.

Section 5. PRIOR CONSULTATION. In addition to the powers enumerated in Sections 4A through H, the Members will receive recommendations from the Board of Directors prior to the Annual Meeting on such issues vital to the Corporation.

Section 6. TERMINATION OF MEMBERSHIP. After a review and a two-thirds (2/3) affirmative vote of the Board of Directors, the Board of Directors may revoke the membership of any Member who does not adhere to the Mission or the By-laws of the Corporation.

Section 7. RESIGNATION. Any Member may resign by submitting a written resignation to the Board of Directors. Such person is not entitled to any refund of fees, donations, or gifts made to the Corporation.

Section 8. ANNUAL MEETING. An Annual Meeting of the Members shall be called by the President and held before December 1 in each year, for the purpose of transaction of such business as may come before the Annual Meeting. The President acts as chairperson of the Annual Meeting.

Section 9. SPECIAL MEETING. A special meeting of the Members may be called either by the President, a majority of the Board of Directors, or by not less than one-quarter (1/4) of the Members.

Section 10. PLACE OF MEETINGS. The Board of Directors shall designate the place for the Annual Meeting either within or outside the state of Vermont.

Section 11. NOTICE OF MEETING. Notice stating the place, day, and hour of any meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered, either by mail or electronically, to the Members not less than fourteen (14) calendar days before the date of such meeting.

Section 12. ATTENDANCE BY TELEPHONE/ELECTRONIC MEDIA. The Members may attend any meeting using communications media ensuring full participation. Such participation in a meeting shall constitute presence in person with voting rights. The Board of Directors shall determine feasibility of electronic participation.

Section 13. PROXIES. A Member may vote either in person or by delegating in writing his/her proxy to another Member. No Member shall be allowed to hold more than one proxy for another. Only a Member may represent another Member by proxy at a meeting. The method and process for proxy voting shall be in accordance with written rules set forth and amended from time to time by the Board of Directors. All proxies shall be in writing, signed and dated and shall be filed with the Membership Committee before or at the time of the meeting.

Section 14. QUORUM. Ten percent (10%) of the registered Members shall constitute a quorum for the transaction of business at any Members' meeting other than a vote for dissolution per Article VII of these Bylaws. Members shall advise the Membership Committee in advance of a meeting whether they can attend or if they plan to send a proxy. Electronic participation which allows all persons participating in the meeting to hear each other shall constitute presence in person at the meeting.

ARTICLE III

BOARD OF DIRECTORS OF THE CORPORATION

Section 1. THE DUTIES AND POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall exercise general management and control of the business affairs of the Corporation and shall have all powers necessary and permitted under the laws of the State of Vermont and these Bylaws.

In doing so, the Board of Directors shall exhibit a Duty of Obedience, a Duty of Care and a Duty of Loyalty towards the Corporation.

The powers of the Board of Directors include:

- A. To adopt, amend, or repeal the Articles of Incorporation or the Bylaws of the Corporation as per Article IX of these Bylaws;
- B. To enact the goals and objectives of the Center; to develop and coordinate the long-range planning; to implement the Mission of the Corporation with ever renewing vision; to update methods and processes to enact the above; to write, review and adapt the policies of operation;
- C. To recommend candidates for the Board of Directors;
- D. To appoint and to bestow powers upon the Executive Staff as shall be appropriate to handle the day to day affairs of the Corporation and to annually evaluate their performance, including, if so voted by the Board, to contract a Resident Manager, who will be directly responsible to the Executive Director for the performance according to his/her job description, and if a Resident Manager is appointed, to review the contract with Resident Manager every two years;

- E. To approve any and all personnel job descriptions; and
- F. To authorize agents to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation;
- G. To authorize the use of funds in such banks or other depositories as the Board of Directors may select, and to authorize persons to sign checks, drafts and other orders for payment of money on behalf of the Corporation;
- H. To approve the Executive Staff's annual plan for Center activities and staff recruitment; to review and approve financial reports, budget, reports of activities; to adopt maintenance and repair plans;
- I. To establish committees as needed and appoint their chairpersons;
- J. To determine the membership application process and set fees accordingly;
- K. To recommend to the Members the acquiring, selling, leasing, transferring, encumbering, construction or the undertaking of the destruction of the land and/or buildings which the Corporation has or will have equitable or legal title subject to the terms of the lease with the landlord of the property;
- L. To approve the Executive Director's recommendations for construction, improvements, renovations and furnishing of the Center;
- M. To recommend to the Members to dissolve the Corporation or to merge, consolidate or affiliate the Corporation with another corporation or organization as per Article VII.

Any resolution in writing concerning action to be taken by or on behalf of the Corporation, which resolution is approved and signed severally or collectively, whose number shall constitute at least a majority of the Directors (unless a greater amount is required under these By-Laws), shall have the same force and effect as if such action were authorized at a meeting of the Board of Directors duly called and held for that purpose, and such resolution, together with the Directors' written approval thereof, shall be recorded by the Secretary in the minute book of the Corporation.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS.

- A. The Board shall consist of not less than seven (7) and not more than thirteen (13) voting members.
- B. At the Annual Meeting of the Members of the Corporation the new directors are elected by a majority vote.
- C. Two (2) of the total number of Directors on the Board shall be the Sisters with voting rights, as long as the Sisters wish to remain as Directors.

Section 3. ELECTION AND TERM OF OFFICE. All Directors shall be elected for a three (3) year term at the Annual Meeting of the Members. A Director may serve consecutively not more than three (3) terms of three (3) years; and after a one year hiatus, may be re-elected, but such limitation shall not apply to any Sister.

Section 4. VACANCIES ON THE BOARD OF DIRECTORS. Vacancies due to resignation, disqualification, death or otherwise, shall remain vacant until the next Annual Meeting when a new election can be held so long as the number of Directors is seven (7) or greater. In the instance of less than seven (7) Directors, the Board of Directors shall appoint an interim Director to insure that the number is not less than seven (7). The interim Director shall be subject to Member approval at the following meeting of the Members in accordance with the terms of these By-Laws.

Section 5. TERMINATION. Any Director may withdraw from and terminate membership on the Board of Directors by submitting a written resignation to the Secretary of the Corporation. A Director may be removed by a two-thirds (2/3) majority vote of the Board before his/her term has expired.

Section 6. RESIGNATION FOR FAILURE TO ATTEND MEETINGS. A Director's failure to attend any three (3) consecutive meetings of the Board of Directors, may be deemed as resignation by such Director from the Board.

Section 7. ANNUAL MEETING. After the Annual Meeting of the Members (as per Sec. 4.A.), the Board of Directors shall have their Annual Meeting to elect officers of the Board and discuss pertinent issues. In addition to their Annual Meeting, the Board of Directors shall have at least two (2) meetings each year for the transaction of the Corporation's business. Notice of any Annual Meeting of the Board of Directors may be waived in writing by any of the Directors and, if any Director present at a meeting of the Board of Directors does not protest prior to or at the commencement of the meeting the lack of proper notice, he/she shall be deemed to have waived notice of such meeting.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or upon written request of one-third (1/3) of the Directors. Notice stating the place, day, and hour of any special meeting and the purpose(s) for which the meeting is called, shall be delivered, either by mail or electronically, to the Directors not less than ten (10) days before the date of such meeting. Notice of any Special Meeting of the Board of Directors may be waived in writing by any of the directors and, if any Director present at a meeting of the Board of Directors does not protest prior to or at the commencement of the meeting the lack of proper notice, he/she shall be deemed to have waived notice of such meeting.

Section 9. EXECUTIVE STAFF. The Executive Staff shall be invited to participate in the meetings of the Members and Board of Directors to present the reports on the activities and business affairs of the Corporation and participate in discussions on relevant topics. The Executive Staff may become a Member and in doing so shall enjoy all rights associated with that position.

Section 10. PLACE OF MEETINGS. The date, place and time of the meetings shall be set by a simple majority consensus of Directors.

Section 11. QUORUM. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. Directors may participate in any meeting through the use of communications media, which allow all persons participating in the meeting to hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 12. COMPENSATION. Directors shall serve without compensation.

Section 13. CONFLICT OF INTEREST. Directors shall sign a Conflict of Interest Policy statement and renew it on an annual basis.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer who comprise the Executive Leadership Team (ELT). The role of the ELT is to implement the Board's fiduciary, strategic, and generative plans, policies, and decisions consistent with the organization's Mission and has power to act on behalf of the Board of Directors in emergency situations. The ELT shall manage all affairs related to the Executive Staff. No two offices shall be held by the same person.

Section 2. PRESIDENT. The President shall be elected annually by the Board of Directors and may be re-elected for successive terms. The President acts as the Chairperson of the Board of Directors, exercises general charge and supervision of the affairs of the Corporation and chairs the annual meeting of Members.

Section 3. VICE PRESIDENT. The Vice President shall be elected annually by the Board of Directors and may be re-elected for successive terms. The Vice President shall serve as acting president when the President is absent or unable to perform their duties.

Section 4. SECRETARY. The Secretary shall be elected annually by the Board of Directors and may be re-elected for successive terms. The Secretary shall: 1) give all notices in accord with the provision of these Bylaws or as required by law; 2) keep the minutes of all meetings; 3) be custodian of the corporate records.

Section 5. TREASURER. The Treasurer shall be elected annually by the Board of Directors and may be re-elected for successive terms. The Treasurer is responsible for all funds and securities of the Corporation, receives the Executive Director's reports of the handling of daily financial operations of the Corporation, and monitors deposits in banks, trust companies or other depositories as directed by the Board. The Treasurer shall review the financial report and budget prepared by the Executive Director and shall annually, or as requested, present to the Board of Directors a balance sheet showing the financial status of the Corporation. He/she shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Chairperson or by the Board of Directors. The Treasurer shall chair the Finance Committee in the event one is established.

Section 6. REMOVAL. Any officer elected by the Board may be removed by a two-thirds (2/3) majority of the Board whenever the best interests of the Corporation would be served thereby.

ARTICLE V

ASSURANCE OF MISSION INTEGRATION

All former and current Executive and Assistant Directors, in good standing, shall comprise a Mission Integration Committee. The Committee, from time to time, reviews programs, activities and administrative processes and gives recommendations, as needed, to Members and Board of Directors to assure the adherence of Camp Neringa's core principles as founded by the Sisters of the Immaculate Conception and as described in the Guiding Principles as established by the Mission Integration Committee.

ARTICLE VI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of financial accounts in accordance with generally accepted accounting practices and shall keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members. Upon reasonable advance notice, and no more than once per year, all books and records of the Corporation may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII

DISSOLUTION OF THE CORPORATION

The Corporation shall be dissolved if the Board of Directors, by a two-thirds (2/3) majority, submits a proposal to the Members and receives the affirmative vote of two-thirds (2/3) of the Member votes. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to such Lithuanian-American organization(s) operating with a similar Mission as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall reasonably determine.

ARTICLE VIII

INDEMNIFICATION

Section 1. INDEMNIFICATION. The Corporation shall indemnify every person made a party to a proceeding by reason of such person's being or having been a Director, officer, agent or employee of the Corporation, or in the case of a Director of the Corporation, by reason of such person, at the request of the Corporation, being a Director, officer, agent, employee partnership, joint venture, trust, other enterprise or employee benefit plan, to the extent provided under Federal or Vermont law. This indemnification does not apply in the event of an action by the Corporation against any officer, etc. or an action by an officer, etc. against the Corporation.

Section 2. INSURANCE. By action of the Board of Directors, notwithstanding any insurance of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts and the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was a Director or officer of the Corporation, or if a Director is or was serving at the request of the Corporation as a Director, trustee, officer, agent, employee, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

The Members and Directors shall have power to amend, alter or adopt by-laws and Articles of Incorporation at any regular or special meeting. Such a change may be initiated by either the Members or the Directors. Amendments, alterations or adoptions shall require a two-thirds (2/3)

majority vote of the Members and two-thirds (2/3) majority vote of the Directors present at the said meeting after a quorum has been established.

ARTICLE X

FISCAL MATTERS

The fiscal year of the Corporation shall begin on January 1st and shall end on December 31st of each calendar year.