



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

August 17, 2021

Alexander Ayers
710 N. Hamilton Street
Suite 300
Richmond, VA, 23221

RECEIPT

RE: The Camp Barton Staff Alumni Association
ID: 11269704
FILING NO: 2108173568584
WORK ORDER NO: 202108171916253

Dear Customer:

This is your receipt for \$75.00 to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is August 17, 2021.

If you have any questions, please call (804) 371-9733 or toll-free 1-866-722-2551.

Sincerely,

Bernard J. Logan
Clerk of the Commission

Delivery Method: Email

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, August 17, 2021

This is to certify that the certificate of incorporation of

The Camp Barton Staff Alumni Association

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: August 17, 2021



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in black ink, appearing to read "Bernard J. O'Day".

Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 17, 2021

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

The Camp Barton Staff Alumni Association

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective August 17, 2021.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Angela L. Navarro
Commissioner

THE CAMP BARTON STAFF ALUMNI ASSOCIATION
A Virginia Non-Stock Corporation

UNANIMOUS CONSENT BY INCORPORATORS IN LIEU OF SPECIAL MEETING

August 17, 2021

Pursuant to the Code of Virginia, the undersigned, being all of the incorporators of The Camp Barton Staff Alumni Association, a Virginia non-stock corporation (the "Corporation") on this 17th day of August, 2021, do hereby execute this consent in writing to the following actions heretofore taken by them which consent is in lieu of a special meeting of the Incorporators of the Corporation required by statute and the Corporation's by-laws.

RESOLVED: That the following persons are elected to serve as Directors of this Corporation until August 17, 2022, or until their successors are duly elected and qualify:

Peter M. O'Connell

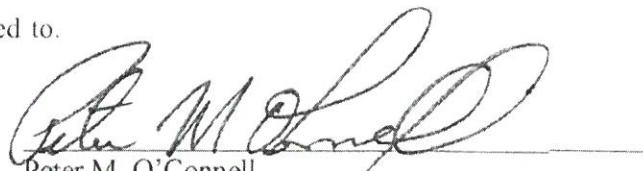
Scott D. Stolte

DJ Jones

David Ludewig

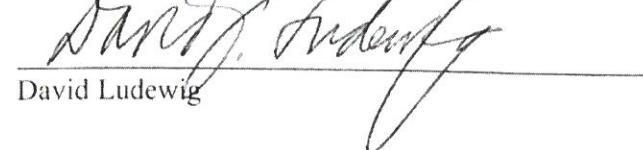
RESOLVED FURTHER, that the annual meeting of the Directors of the Corporation shall be held on the third Wednesday in July of each year.

No further action is taken or consented to.


Peter M. O'Connell


Scott D. Stolte


Richard M. Jones


David Ludewig

THE CAMP BARTON STAFF ALUMNI ASSOCIATION
A Virginia Non-Stock Corporation

UNANIMOUS CONSENT BY DIRECTORS IN LIEU OF SPECIAL MEETING

August 17, 2021

Pursuant to the Code of Virginia, the undersigned, being all of the Directors of The Camp Barton Staff Alumni Association, a Virginia non-stock corporation (the "Corporation") on this 17th day of August, 2021, do hereby execute this consent in writing to the following actions heretofore taken by them which consent is in lieu of a special meeting of the Directors of the Corporation required by statute and the Corporation's by-laws.

RESOLVED : That the following persons are elected to serve as officers of this Corporation until August 17, 2021, or until their successors are duly elected and qualify:

Alan C. Dixon, Chairman of the Board

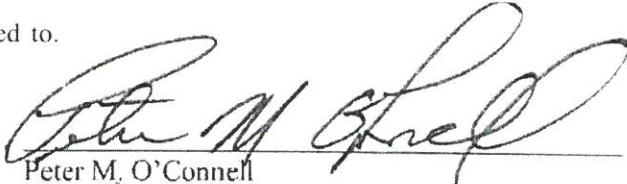
Peter M. O'Connell, President

Scott D. Stolte, Vice President

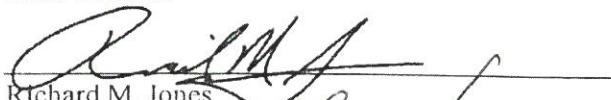
Richard M. Jones, Secretary

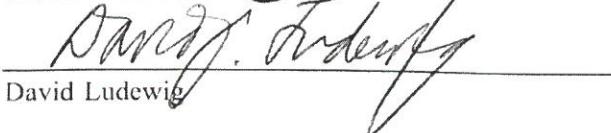
David Ludewig, Treasurer

No further action is taken or consented to.


Peter M. O'Connell


Scott D. Stolte


Richard M. Jones


David Ludewig

BYLAWS
of the
CAMP BARTON STAFF ALUMNI ASSOCIATION
A Virginia Non-Stock Corporation
ADOPTED August 17, 2021

ARTICLE I

NAME AND AFFILIATION

The name of the organization is **THE CAMP BARTON STAFF ALUMNI ASSOCIATION, a Virginia Non-Stock Corporation** (“CBSAA”, and or “the Association”). The Association is an organization incorporated in the Commonwealth of Virginia on August 17, 2021, as a Domestic, Non-Stock, Not-for-Profit Corporation. CBSAA has a Federal Employer Identification Number (EIN), which is 87-2224904.

CBSAA intends to apply to be a 501C3 charitable organization under IRS rules and upon approval of said designation, donations to the organization will be tax deductible.

CBSAA must file the required IRS forms each year.

The Fiscal Year of the Association is defined as August 1 through July 31 of each year.

The Administrative Year is defined as October 1 through September 30 of each year.

The Place of Business is the current Secretary’s address for the receipt of all correspondence. The Treasurer shall directly receive all financial documents. Day to day administration of the Association shall be through these two officers as outlined herein

CBSAA is an independent, not for profit corporation. The CBSAA shall maintain sole operational and financial accountability and sustainability for its existence and functions by way of donations, fundraising, and charitable gifts specifically targeted for use at Camp Barton.

CBSAA recognizes and is sensitive to fundraising coordination with other organizations with similar purposes. The Association shall address this coordination in discussion with other organizations’ non-voting representatives on the CBSAA Board.

Funds of the CBSAA cannot directly benefit members of the Board or individual members, except as scholarships through appropriate channels.

ARTICLE II

VISION & PURPOSE

Vision

The Vision of the CBSAA is to unite, reunite, and forever preserve the Camp Barton Staff family. Camp Barton is located on Cayuga Lake, near the Village of Trumansburg, NY and is owned and operated by the Baden Powell Council, Boy Scouts of America, its successors or assigns.

Purpose

The Purpose of the CBSAA is to enhance the Camp Barton experience for the Campers and Staff, by motivating and activating the resources that exist in the current and past Camp Barton Staff. This is accomplished by:

- Enhancing the individual connection between staff alumni and Camp Barton.
- Fund raising to provide opportunities for support of Camp Barton by means of charitable contributions and by coordinating outside giving.
- Providing opportunities for alumni and the wider community to give back to Camp Barton through service opportunities
- Providing opportunities for Campers to attend Camp Barton through scholarship programs.
- Providing continuous avenues for the preservation of Camp Barton, its history, and the family which has been grown from within its boundaries over time. A long-lasting service harvested throughout the lifetimes of many, united by a common thread. The Camp Barton Staff.

ARTICLE III

MEMBERSHIP, DUES, AND VOTING

Membership

Membership through application is awarded to any individual who is or has been contracted as summer camp staff at Camp Barton.

Special consideration for membership may be awarded by the Board to Cub Resident Camp Staff Members or individuals who acted alongside the Camp Barton Staff in a volunteer capacity. Registered CBSAA members may nominate individuals for these considerations at any time.

Three classes of membership are recognized:

- Individual
- Household
- Lifetime

Household Memberships are for families that have more than one alumnus.

The membership status known as "Lifetime" shall be awarded to a select group of individuals by the Membership. The Secretary shall maintain accurate records of all members of the Association. Membership is activated and contingent upon paying dues, as set by the Membership, and responding to the Annual Renewal Notice.

Termination of membership may occur because of actions that violate the operating guidelines and principles of the Association. The Board shall vote to expel a member by a 75% super majority.

Lifetime Members are elected by the Membership upon nomination through the Board at the Annual Meeting. Lifetime Membership is in recognition of outstanding service to Camp Barton or the Association. The Lifetime Membership roster shall be kept by the Treasurer and passed down to the succeeding Treasurer upon election. Lifetime members and their household are exempt from paying dues.

Dues

Individual and Household Membership dues amounts shall be set by the membership at the Annual Meeting upon recommendation by the Board. If not addressed, they shall remain the same as the previous year. Initial membership dues shall be in the form of suggested donations.

Return of the Membership Renewal Form and any payment are due at the Annual Meeting and are delinquent after three months from the Annual Meeting. Delinquent memberships have no vote in Association decisions.

Memberships who have not responded with the completed renewal form and applicable dues after six months shall be dropped from the rolls, including newsletter and other mailings, until received. Reminders shall be sent by the Secretary every two months.

Voting

Individual and Lifetime members shall have one vote on any question before the Membership. Household Memberships shall have one vote for each participating member, up to a total of two votes per membership.

Active Memberships in good standing are up to date on yearly dues. A Lifetime Member is exempt from dues and is always in good standing.

ARTICLE IV

OFFICERS, EXECUTIVE BOARD, AND ELECTIONS

Officers and Executive Board

The Officers of the Association are President, Vice President, Secretary, and Treasurer. These Officers plus the CBSAA Chair, Immediate Past President, the four (4) Standing Committee Chairs, and the Council Liaison make up the Executive Board of the Association and are all are voting members. The Executive Board may also be referred to as the Board; they are one and the same.

Non-voting advisors to the Board may, at the discretion of the Board, include a Council-appointed Professional Advisor, The Camp Barton Director and/or Program Director, Council Camping Committee representative, and a representative from the Camp Barton Alumni Association.

The Duties of the Board Include:

- Be the Governing Body for the Association.
- Hold an Annual, In-Person Meeting (July or August) at Camp Barton and quarterly, as needed, Web-Based Membership Meetings the remainder of the year.
- Hold Web-Based Board Meetings every three months or as agreed upon by the Board.
- Develop, recruit, and manage strong and active committees to accomplish the Association's Vision and Purpose
- Oversee assessment, development, and implementation of progressive modifications, upgrades, policy changes, etc. to the overall function of the Association.
- Serve as role models for current staff and instill a sense of pride/honor to those selected as staff.
- Provide regular and timely donations, projects, and gifts to Camp Barton.

Nominations and Elections

The CBSAA Chair serves at the discretion of the Board and is elected by the Board whenever a vacancy occurs.

A Nominating Committee, formed by the Board, shall consist of the Board plus other appointed positions, as willing. The Officers may advise on nominations, but they cannot vote if there is more than one candidate being considered. The Slate of Officers and Board members shall be voted and agreed upon by a simple majority of the qualified Board and prepared and presented by the Secretary at the Annual Meeting. Only one name for each position shall be included on the Nominating Committee Slate.

Nominations from the General Membership may be made and must be received by the Secretary in writing, by mail or e-mail, six (6) weeks before the date of the Annual Meeting. All nominees for all Officers or Board Members must be

members of the Association in good standing at the time of nomination and must be vetted by the Nominating Committee. Any nominees for Officer or Board Member may be rejected by a two-thirds majority vote of the Board if determined to not be in the best interest of the organization.

The Secretary shall compile these nominations as well and present them during the election of the Officers and other Board Members.

The Secretary shall mail or e-mail the Nominating Committee's Slate and any nominations from the Membership, along with Proxy Voting Instructions no later than three (3) weeks before the Annual Meeting and Elections. Proxy Votes must be e-mailed or received via mail no later than one (1) week prior to the Annual Meeting. No nominations from the floor are allowed during the Annual Meeting.

The Secretary shall present the Slate of Officers and Board Members, as well as vetted nominations from the Membership, at the Annual Meeting.

Officers and Board Members shall be elected by plurality vote of all members in good standing, present and voting at the Annual Meeting, or by returning the Proxy Voting Form, as determined by the Board. Each membership – Individual, Household, and Lifetime – may vote as outlined in Article III.

The Secretary shall present the Board's and Membership's vetted candidates for each position individually, with election by show of hands plus Proxy Votes. The Secretary shall assure that no Proxy Voters are present. If the member is present, the proxy vote shall be discarded. Copies of Proxy Votes must be available for inspection by the Board and Membership.

A present member in good standing shall volunteer to help with the hand and proxy count. An agreed upon tally by that volunteer and the Secretary of the in-person and proxy votes shall be announced by the Secretary.

Term of office for all Officers and Board Members (except the Chair) is two (2) years, starting at the beginning of the Administrative Year as defined herein. At the discretion of the Board, non-Officer's terms may be staggered to assure continuity. All Officers may be re-elected as needed, for up to three consecutive, two-year terms, with new members encouraged to run. An Officer may not run for the same office at the end of the third, two-year term.

The Executive Board may remove any Officer or Board member for cause by a three-quarters majority of the votes cast by the rest of the Board, not including the person to be removed or abstentions. The Board must vote, provide written or email notification to the individual of the action and notification must be sent to the membership within two weeks of the vote.

If Officers or Executive Board Members are unable or unwilling to complete their term, vacancies, regardless of how they occur, shall be filled as follows:

- **CBSAA Chair** - The Executive Board, by plurality vote of its members, shall elect a new Board Chair to serve.
- **President** – The Vice President shall assume the duties of the President for the remainder of the term.
- **Vice President** – The Executive Board, by plurality vote of its members, shall elect a Vice President to serve for the remainder of the term.
- **Secretary** – The Executive Board, by plurality vote of its members, shall elect a Secretary to serve for the remainder of the term.
- **Treasurer** – The Executive Board, by plurality vote of its members, shall elect a Treasurer to serve for the remainder of the term.
- **Council Liaison** – The Executive Board, by plurality vote of its members, shall elect a Council Liaison to serve for the remainder of the term, and shall notify the Council, in writing of the change.
- **Past President** – The Past President shall not be replaced on the Executive Board if he or she does not participate.
- **Committee Chairs (Board Voting)** – The Executive Board, by plurality vote of its members shall elect a member in good standing to fill the remainder of the Chair's term.

ARTICLE V

DUTIES OF OFFICERS AND BOARD MEMBERS

The President shall preside at all meetings at which he or she is present and shall exercise general supervision over the affairs and activities of the Association. Along with the Chair, The President is one of two official spokespersons for the Association. The President shall suggest additional committees as required from the members in good standing and shall be an ex-officio member of all committees. The President shall obtain Board approval for any actions involving monetary policy, committee membership or other areas having significant impact on the Association. Approval shall be granted by a majority vote of Board members. The President shall oversee the publication of the newsletter and the maintenance of the Web site and other means of communications by the Correspondence Committee. The President shall be a cosigner on all financial accounts, along with the Treasurer. All disbursements over \$1,000 shall require approval by both the President and the Treasurer by mail or e-mail.

The Vice President shall perform the duties of the President in the absence or inability of the latter and serve as the parliamentarian at all meetings.

The Secretary is the Chair of the Correspondence Committee. The Secretary shall keep and publish minutes of all General Membership and Executive Board meetings. The Secretary is responsible for all Association correspondence, notifying the State and IRS of official Association address changes and notifying the bank(s) of officer, signatory, and address changes. All records are to be passed to the new Secretary upon election and installation to form a permanent record.

The Treasurer is the Chair of the Finance Committee. The Treasurer shall collect, and record dues paid, and inform the Membership and Correspondence Committees of members in good standing. The Treasurer shall receive all Association monies and pay out all Association monies, by check only, to cover those budgeted expenses of the Association, as are approved by the Treasurer and the President, or by the membership for unbudgeted expenditures. There shall be no Petty Cash Account. No Association monies may benefit members of the Association, except as approved financial aid to campers or staff, should that occur. The Treasurer shall be responsible for the timely filing of all IRS and other required forms.

The Treasurer shall report the following at each Board and General Membership meeting: amount and source of moneys received and dispersed since the last report and the amount of money and receivables on the date of the report. A copy of all financial institutions' statements since the last meeting shall be available to the Board at each meeting. At the Annual Meeting, the Treasurer shall give a summary of all income and disbursements for the year and how they compare to the budget. The Treasurer shall present the next Fiscal Year Budget, as formulated, and approved by the Finance Committee.

All records and account access shall be turned over to the incoming Treasurer by the beginning of the Administrative Year and shall be audited by the Executive Board at their next meeting to assure that all bills have been paid, all funds are accounted for, all committee moneys have been returned to the general fund and that the newly adopted budget accurately reflects expected income and expenditures.

The CBSAA Chair is a voting member of the board and is the “face” of the Association. The Chair is a prominent Camp Barton Staff Alumnus and is an influential presence with the Council community and Camp Barton Alumni. The Chair assists in the recruitment of officers, committee chairs and members. The Chair, along with the President, are the official voice of the Association. The Chair is an ex-officio member of all committees. The Chair provides continuity and stability through advice and support of the Board and the Association.

The Council Liaison shall provide the link between the Council and the Association; bring to the attention of the members at each meeting, in the Newsletter or on social media, items of interest from the Council and encourage individual members to remain active and supportive of the Council.

The Immediate Past President shall provide continuity on the Board. As a voting member the Immediate Past President can help guide the organizations as Board membership changes. The Immediate Past President serves until a new President is elected to replace a current President.

Four (4) Standing Committee Chairs as described under “COMMITTEES”

Program Chair shall provide leadership to the Program Committee as outlined under “COMMITTEES”.

Membership Chair shall provide leadership to the Program Committee as outlined under “COMMITTEES”.

Resource Chair shall provide leadership to the Program Committee as outlined under “COMMITTEES”.

Advisory Chair shall serve as the official **Historian** of the Association and shall provide leadership to the Program Committee as outlined under “COMMITTEES”.

Executive Board Meetings

The Executive Board Members, along with the other non-voting Coordinators, Advisors, and Committee members, shall be the counseling and advisory Board for the Association. The Board shall meet at least quarterly and more often as needed. Board meetings may be in person or online at a time convenient for the Board members. A quorum for all Board meetings shall be 50% of the voting Officers and Board Members.

All Executive Board meetings are open, for observation, to the General Membership and shall be announced at least one week in advance. A limited amount of time may be allotted for pre-registered, member input, as approved by the Board.

Executive Sessions may be called by the Board to discuss sensitive issues. Board approval for disbursements, committee members, and other items may be obtained between meeting, as needed, via email provided a majority of the Board responds.

ARTICLE VI

COMMITTEES

There are the following initial Standing Committees, chaired by Officers or the four elected Board Voting, Committee Chairs, with duties and responsibilities as set by the Executive Board. The Board may, from time to time and as needed, change the titles and duties of all committees, including Standing Committees, and chairs.

- **Finance Committee** – Chaired by the **Treasurer**. The committee shall be recruited by the Treasurer from Active Members. New members shall be presented to the Board for approval.
 - o **Duties Include:**
 - Fundraising
 - Scholarships
 - Audit
 - Establish and Maintain Endowment Program for Future Sustainable Support
 - Tax Filings and Other Financial Filings
 - Disbursements
 - Active Member Roster Maintenance
 - Collection of Dues
 - Formulating and Approving the Budget for the next Fiscal Year, to be presented by the Treasurer at the Annual Meeting
 - Determining proper Accounting Methods and Programs for the Association
 - Managing Investment and Other Financial Accounts
 - Other Duties as Delegated by the Board
- **Correspondence Committee** – Chaired by the **Secretary**. The committee shall be recruited by the Secretary. New members shall be presented to the Board for approval.
 - o **Duties Include:**
 - Provide Information to the Association Members, Camp Barton Staff and the Council Regarding ASSOCIATION Activities and Developments
 - Author and Publish the Newsletter
 - Create and Maintain Web Site
 - Facebook, Twitter and other Social Media Account Creation and Maintenance
 - E-mail Account Creation and Response
 - Other Duties as Delegated by the Board
- **Program Committee** – Chaired by the **Program Chair**. The committee shall be recruited by the Program Chair. New members shall be presented to the Board for approval.
 - o **Duties Include:**
 - Increase the Effectiveness of the Camp Barton Staff Members by Aiding in Training & Education.
 - Aid in the Promotion of Camping, Staffing and Camp Barton Throughout the Communities served by Camp Barton

- Schedule, Promote, Manage Approved Budgeted Funding, and Coordinate Events, Including:
 - Reunions
 - Camp Visits
 - Service Projects
 - Bogan Brigade – Plaque and Plates to be Displayed at Camp Barton
 - Camp Barton Staff Member of the Year Award- plaque and plates to be displayed at Camp Barton
 - Camp Barton Yearly Staff Photo- Frame & Placement at Camp Barton
 - Camp Barton Staff Member Scholarship Award Program
 - Camp Barton End of Season Staff Banquet
 - Volunteer Commissioner Program
 - Camp Barton Alumni Staff-Week Integration Program
 - Other Duties as Delegated by the Board
 - Coordinate a Work Force for Service, Maintenance, and Development of Camp Barton
- **Membership Committee** – Chaired by the **Membership Chair**. The committee shall be recruited by the Membership Chair. New members shall be presented to the Board for approval.
 - Duties Include:
 - Recruitment and Retention of Membership
 - Membership Records Maintenance
 - Obtain Yearly Data from the Council, Current Camp Barton Director and Program Director
 - Formulate and Coordinate Membership Renewal Process
 - Provide Voting Eligibility Verification
 - Other Duties as Delegated by the Board
- **Resource Committee** – Chaired by the **Resource Chair**. The committee shall be recruited by the Resource Chair. New members shall be presented to the Board for approval.
 - Duties Include:
 - Community Outreach
 - Aid in Securing Special Equipment or Other Needs for the Association or Camp Barton
 - Develop and implement sound practices of resource management and recruitment for:
 - Program Committee Events
 - Opportunities Pertaining to Camp Barton Staff Members
 - The Preservation of the Camp Barton Staff Community
 - Recruitment of Volunteers with Special Skill Sets for Service or Other Needs
 - Assist in the recruitment and retainment of highly qualified summer resident camp staff
 - Other Duties as Delegated by the Board
- **Advisory Committee** – Chaired by the **Advisory Chair**. The committee shall be recruited by the Advisory Chair. New members shall be presented to the Board for approval.
 - Duties Include:
 - Provide and Maintain a Strong Network of Communication and Support for Camp Barton Through its Past and Present Staff Members as Outlined in the Advisory Committee Organizational Chart
 - Preserve the Historical Evolution of the Camp Barton Staff Through Decade Groups
 - Collect, Document and Preserve of Camp Barton Staff Memorabilia
 - Preserve all Archives as Digital Files

The President, upon approval from the Board, may form other non-board voting committees as needed. Chairs and members of committees are appointed with majority Board approval, from General Members in good standing. Approval may be via email. These other committees have no Board voting powers.

ARTICLE VII

MEMBERSHIP MEETINGS

Annual Meeting

The Annual Meeting is held once per year at Camp Barton during the Annual CBSAA Reunion. Participation in the Annual Meeting may be in-person or via the internet. The Election of Officers and Board Members is held at the Annual Meeting. The Annual Meeting is held in July or August and serves as the official report on and the summary of the health and activities of the Association.

The annual budget is presented for adoption at the Annual Meeting. The budget is formulated and approved by the Board two months prior to the Annual Meeting and is proposed to the Membership one month prior to the Annual Meeting via e-mail.

All members shall be notified of the time and place of all meetings in a manner decided by the Board, at least two weeks in advance. A majority of the responding Executive Board is required to cancel meetings if conditions warrant. Notification shall be made by e-mail or phone.

The normal order of business at Annual Meeting is:

- Approval of the minutes of the previous meeting
- Treasurer's Report
- Council Liaison's Report
- Board Reports and necessary votes
- Committee reports
- Old business
- New business

Quarterly Update Meetings

Three other Membership meetings may be called by a majority vote of the Board to address critical or immediate issues and provide information to the Membership. Written notice of these meetings must be emailed no later than two weeks in advance of these meeting. These meetings shall be online.

ARTICLE VIII

QUORUM AND VOTING

The total members in good standing present at any Annual Meeting, or quarterly meeting, as outlined in "Membership Meetings" shall be considered a quorum for all voting purposes. If any meeting is held totally or partially online, the total members in good standing participating shall be considered a quorum for all voting purposes. All decisions of the Board and the General Membership require a simple majority, except election of officers as described in "Officers and Elections" and Amendments to the Bylaws, described in the subject Article.

ARTICLE IX

DISSOLUTION

If for any reason the Association ceases to function, the Treasurer and/or other members of the Board shall secure all records, funds, and other assets of the Association for a period of not more than one year.

If after that time, the Association has not reorganized, any physical assets of the Association shall be sold or donated to other qualified, not-for-profit organizations with youth camping purposes. All monetary assets shall be donated to the Baden-Powell Council, or successors, if in existence, or another not-for-profit organization with youth camping purposes with the following restrictions:

This gift shall be reserved for the reestablishment of the Camp Barton Staff Alumni Association or similar organization as detailed below, for a period of three years from the date of receipt. These funds shall be returned, upon request, from a legally, newly established, or reestablished Association serving approximately the same purpose as outlined in this document. The Council or other organization has the right to retain twenty-five percent (25%) of the gifted funds to cover costs of maintaining this reserve. After the defined time, the total gift becomes a restricted gift to the Council to support Camp Barton. If Camp Barton is no longer a youth camping facility, the funds are restricted to scholarships for youth camping assistance.

No assets or funds shall transfer to the benefit of any individual member, except as scholarships through appropriate channels.

ARTICLE X

INDEMNIFICATION

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS:

A. The Corporation shall indemnify each director, officer, agent, and employee, now or hereafter serving the Corporation, each former director, officer, agent, and employee, and each person who may now or hereafter serve or who may have heretofore served at the Corporation's request as a director, officer, agent, or employee of another Corporation or other business enterprise, and the respective heirs, executors, administrators, and personal representatives of each of them against all expenses actually and reasonably incurred or imposed in connection with the defense of any claim, action, suit, or proceeding, civil or criminal, by reason of being or having been such director, officer, agent, or employee except in relation to such matters as to which such person shall be finally adjudged in such action, suit, or proceeding, without right of further appeal, to be liable for gross negligence or willful misconduct in the performance of duty. For purposes hereof, the term "expenses" shall include, but not be limited to, all expenses, costs, attorneys' fees, judgments (including adjudications other than on the merits), fines, penalties, arbitration awards, costs of arbitration, and sums paid out and liabilities actually and reasonably incurred or imposed in connection with any suit, claim, action, or proceeding, and any settlement or compromise thereof approved by the Board of Directors as being in the best interests of the Corporation. However, in the event of any judgment, fine, penalty, or arbitration award against any such director, officer, agent, or employee (unless such person shall be finally adjudged or found, without right of further appeal, to be liable for gross negligence or willful misconduct in the performance of duty as a director, officer, agent, or employee, in which event there shall be no indemnification), or in the event of a settlement or compromise and, in any event, where there is no disinterested majority of the Board of Directors available, the indemnification shall be made: (1) only if the Corporation shall be advised in writing by counsel that in the opinion of counsel (a) such director, officer, agent, or employee was not adjudged or found liable for gross negligence or willful misconduct in the performance of duty as such director, officer, agent, or employee or the indemnification provided is only in connection with such matters as to which the person to be indemnified was not so liable and, in the case of settlement or compromise, the same is in the best

interests of the Corporation; and (b) indemnification under the circumstances is lawful and that such action falls within the provisions of these by-laws; and (2) only in such amount as counsel shall opine in writing to the Corporation is proper. In making or refusing to make any payment under this or any other provision of these by-laws, the Corporation, its directors, officers, employees, and agents shall be fully protected if they rely on the written opinion of counsel selected by or in the manner designated by the Board of Directors.

B. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in these by-laws.

C. The Corporation may indemnify any person even though they are not or were not a director, officer, employee, or agent of the Corporation, if such person served at the request of the Corporation on a committee created by the Board of Directors to consider and report to it in respect of any matter. Any such indemnification may be made under the provisions hereof and shall be subject to the limitations hereof.

D. These provisions shall be applicable to actions, suits, or proceedings (including appeals) commenced after the date of adoption of the by-laws whether or not the action, suit, or proceeding arose from acts or omissions to act which occurred before or after such date.

E. The above provisions for indemnification shall be in addition to any other rights to which those indemnified may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, or under any law or statute, both as to action in their official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

F. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of these by-laws.

ARTICLE XI

AMENDMENTS TO BYLAWS

The Bylaws may be amended or revised at any Annual Meeting, special meeting, or via e-mail according to the following procedures:

- No Amendment or Revision may be voted on until a period of 30 days after approval of the Board and notification and the text of the amendment is presented to the Membership via e-mail.
- Any comments received from the Membership shall be forwarded to the rest of the Membership no later than two-weeks before the vote.
- The Amendment(s) may be modified as part of the discussion and voting process during a meeting.
- A two-thirds majority of members in good standing participating or responding is required to pass a revision or Amendment to the Bylaws.
- All Revisions or Amendments shall be recorded at the end of this document, with the date of the adoption and a general description of the change.

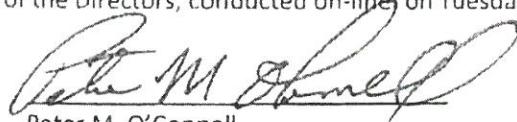
ARTICLE XII

XII CONDUCT OF MEETINGS

For all matters not specifically addressed in this document, Robert's Rules of Order, latest revision shall dictate the conduct of all meetings. The Vice President serves as the Parliamentarian.

REVISIONS:

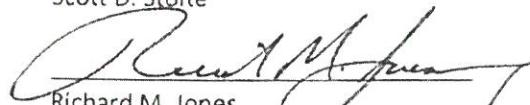
Adopted by the Corporation's Directors, at the Initial Meeting of the Directors, conducted on-line, on Tuesday, August 17, 2021, by unanimous consent.



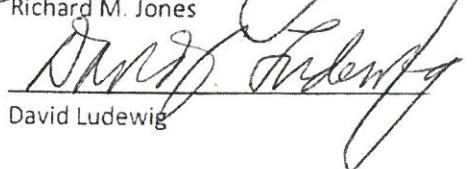
Peter M. O'Connell



Scott D. Stolte



Richard M. Jones



David Ludewig

Date of this notice: 08-18-2021

Employer Identification Number:
87-2224904

Form: SS-4

Number of this notice: CP 575 E

CAMP BARTON STAFF ALUMNI
ASSOCIATION
710 N HAMILTON STREET SUITE 300
RICHMOND, VA 23221

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 87-2224904. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is CAMP. You will need to provide this information, along with your EIN, if you file your returns electronically.

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. Thank you for your cooperation.

Keep this part for your records.

CP 575 E (Rev. 7-2007)

Return this part with any correspondence
so we may identify your account. Please
correct any errors in your name or address.

CP 575 E

9999999999

Your Telephone Number Best Time to Call DATE OF THIS NOTICE: 08-18-2021
() - _____ EMPLOYER IDENTIFICATION NUMBER: 87-2224904

FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023
[Barcode]

CAMP BARTON STAFF ALUMNI
ASSOCIATION
710 N HAMILTON STREET SUITE 300
RICHMOND, VA 23221