

**CONSTITUTION AND BYLAWS
OF
KENTUCKY DIABETES CAMP FOR CHILDREN, INC.**

Approved by the board of directors on March 17, 2018.

Supplants previous versions originated on October 6th, 2010, amended via teleconference vote on December 8th, 2014, November 19th, 2016, April 20, 2017, and January 30, 2018.

Article I:

The Name of the corporation shall be as set forth in the Articles of Incorporation hereof, to wit: KENTUCKY DIABETES CAMP FOR CHILDREN, INC. DBA CAMP HENDON® (Henceforth called “the corporation”)

The corporation’s office is fixed and located at 1640 Lyndon Farm Court, Suite 108 Louisville, KY 40223.

The Board of Directors (herein called the “Board”) is granted full power and authority to relocate the corporate office from one location to another to establish branch or subordinate offices.

The Corporation’s fiscal year shall be from October 1 - September 30 of each year

Article II:

The corporation is formed with the following purposes, to wit:

“KENTUCKY DIABETES CAMP FOR CHILDREN, INC.” dba Camp Hendon® is established to assist children and teens with diabetes gain the skills and knowledge needed to transition to independent diabetes management. In addition, children will be provided with experiences and leadership skills which help them to impact the care of other children and teens with diabetes locally, statewide and nationally.

The corporation is founded to fill a void in Kentucky and the surrounding region to aid children and teens play a more significant role in levels of care and sharing of skills and materials needed to provide that care locally, statewide and nationally.

The corporation does not contemplate gain or profit to The Board or officers of the corporation.

Article III:

1. **Corporation Status:** The Corporation is a Kentucky non-profit public benefit corporation, organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. No director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.
2. **Mission:** The mission of the Corporation is to give children with diabetes life changing experiences, empowering them to take control of their journey with diabetes.
3. **Membership:** The membership of the corporation shall consist of the officers and members of The Board of directors.
4. **Annual Meetings:** The Corporation shall hold an annual board retreat in January. This meeting shall be held at a convenient time and place as designated by The Board, for the purposes of performing an organizational and board assessment, and considering the accounting report and for the transaction of such other business as may properly come before the meeting.
5. **Board Meetings:** Guided by the principles of Robert’s Rules of Order. Board meetings are open to any interested party; however, only members of The Board have voting rights. Schedule of meetings will be publicly available on the Camp Hendon website (www.camphendon.org).
6. **Voting Rights:** Each member of The Board who is present or by written proxy shall be entitled to one (1) vote on all issues. Decisions of the corporation must come before The Board and may not be decided by an “Executive Committee” or like body without approval of the entire board. Consultants and advisors shall have voice but no vote.
7. **Place of Meetings:** Meetings of The Board shall take place at a time, date and location so designated by that body. The Board shall meet at least quarterly.
8. **Special Meetings:** Special meetings may be called by the Chairman of The Board, Vice Chair, or by not Less 1/4th of all of the members of The Board.

9. Notice of Meeting: A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, mailed, e-mailed or faxed to Board members at least 5 days prior to the meeting. Notice of such meeting may be waived in writing by any member of The Board if the waiver sets forth in reasonable detail the purposes of which the meeting is called.
10. Voting: As stated in #4, all members of The Board shall have equal voting rights either in person or by proxy.
11. Voting by Proxy: A member of The Board may vote by written proxy. No proxy shall be valid for more than one month from its execution unless a longer time is expressly provided therein for a cause consistent with the fulfilling of the purposes of this corporation due to a temporary and unavoidable inability to attend meetings of The Board. This may specifically be allowed for an individual at such distance to prevent attendance.
12. Organization: The Chairperson of The Board or the Vice Chair shall call meetings to order. There shall be a secretary separate from the person conducting the meeting to provide minutes of the proceedings of the meetings.
13. Committees: The Board may appoint committees, subcommittees and Ad Hoc committees as seen necessary. At least one active Board member must be on the committee. Advisors, Consultants and ex officio members and persons so delegated may be on committees.

Article IV: Board of Directors

1. Board of Directors: The Board shall consist of a minimum of 3 individuals who are residents of the state of Kentucky. Additional Board members will not have that restriction. Individuals may be nominated by any member of The Board. Any additional persons to become Board members after the initial appointed board shall be by election by a simple majority vote by the members of The Board present.
2. Duties of the Directors: The corporate power of this corporation shall be vested in The Board of Directors who shall have the management and control of the business of the corporation. They shall enter into such contracts for services and facilities in keeping with the services and programs to be provided by the corporation. All such agreements are to be consistent with and subject to the ARTICLES OF INCORPORATION of this corporation and relevant laws consistent with the purposes

of this corporation. The Board shall not have the power or authority to take or authorize any action which shall deprive this corporation of its status as an exempt organization under the provisions of Section 501c(3) of the Internal Revenue Code as Amended.

3. Interest of Directors In Contracts: Any and all conflicts of interest, both actual or possible, must be disclosed to The Board. The Board shall not enter into a contract or other transaction that will financially benefit one or more members of The Board. The corporation may enter into agreements with organizations that have board members or officers in common if that contract or transaction will be fair and reasonable to the corporation. The conflict of interest should be clearly stated to The Board and periodic reviews of interest of The Board members will be made. The Board member with such conflict may make a presentation to The Board and be counted in determining a quorum in spite of their inability to vote or be present for a vote on the issue, contract or transaction in question. If necessary, the conflict of interest may be investigated by a committee or subcommittee of The Board.
4. Resignation: A Board member may resign at any time by filling his or her written resignation with the Chairperson or Vice Chair of The Board.
5. Removal: Any director may be removed for cause at a special meeting of The Board which has been called for that express reason. A vote of 2/3rds of the members of The Board of Directors then serving shall be required for removal of a director.
6. Vacancies: In case of any vacancy in The Board of directors through death, resignation, removal or other cause, the remainder of The Board by the affirmative vote of a simple majority thereof may elect a successor to fill such vacancies to fulfill the remainder of the term.
7. Other Meetings: The Chairperson or Vice Chair of The Board may call meetings at times other than the regularly scheduled meetings. Notice of said meetings will be by phone, fax, email or regular mail. Business may also be conducted by conference call or email solicitation of opinions or votes if desired by the chairperson. Reasonable notice of other meetings will be made. Personal contact or receipt of faxes will be necessary for special meetings. More frequent meetings than quarterly may be scheduled at the close of the preceding meeting.
8. Quorum: A quorum shall be defined as half of the members of The Board either present or providing Proxy.

Article V: Officers of the Corporation

1. Officers of the Corporation shall consist of Chairperson of The Board, Vice Chairperson, Secretary and Treasurer. Individuals may hold multiple offices, but the Chairperson and the secretary cannot be the same person. Such individuals will be selected by majority vote of all board members.
2. Vacancies: Whenever any vacancy shall occur in any office the same shall be filled by The Board of Directors and the officer so elected shall hold office until his or her successor is selected unless that position is abolished by The Board of Directors.
3. Chairperson of The Board: The Chairperson of The Board is in charge of all meetings of The Board, and is tasked with ensuring the effectiveness of the board in governing and supporting the organization. The chairperson shall be responsible for giving and serving all notices of meetings, and develops meeting agendas with collaboration from the Executive Director. Oversees board affairs and acts as a representative of the board as a whole. Assists Executive Director in conducting new board member orientation. The chairperson represents the agency in the community. He or she directs the formation of committees or subcommittees, as well as their progress and membership. Works with the governance committee to recruit new board members. Periodically consults with board members on their roles and helps them assess their performance. The Chairperson works in cooperation with the Executive Director of the organization to ensure the business is run properly. Contracts or expenditures outside of the approved annual budget must be reviewed and voted upon by the board of directors.
4. Vice Chairperson: The vice chairperson serves on the executive committee. Should understand the responsibilities of the board chair and be able to perform these duties and preside over board meetings in the absence of the chair. Carries out special assignments as requested by the board chair. Participates as a vital part of the board leadership. When the chairperson's position becomes vacant, the vice chair assumes this role.
5. Secretary: The Secretary shall have the custody and care of the corporate seal, of the minutes and any other corporate records. He or she shall serve on the executive committee, and attend all Board meetings and shall keep or cause to keep a true and complete record of the proceedings of such meetings. Minutes and proceedings shall be placed before The Board for approval before its next official meeting for amendment or approval. Thereafter, the minutes will be considered the official record of proceedings. The Secretary shall be responsible for

determining the presence of a quorum at Board meetings prior to any proceedings. The secretary shall assume the responsibilities of the chair in the absence of the chairperson and vice chair.

6. Treasurer: The Treasurer shall keep correct and complete records of account showing accurately the financial condition of the corporation. The treasurer shall serve as the chair of the finance committee. He or she shall be the legal custodian of all monies and other valuables which may come into possession of the corporation. The Treasurer shall keep such bank account in the name of the corporation. The Treasurer shall work with the Executive Director to ensure that appropriate and accurate financial reports are made available to the board at each board meeting, or other timely basis. The Treasurer will work together with the Executive Director to present the annual budget to the board for approval. Will review the annual audit along with the Chairperson and Executive Director. The Treasurer shall perform such other duties as defined by the Code or The Board of Directors in keeping with the not for profit status of the corporation.
7. Delegation of Authority: In case of the absence of any officer of this corporation or for any other reason that The Board of Directors may deem sufficient cause, The Board may delegate the powers or duties of any of the officers to another person pro tempore.
8. Term of Office: Term of office for all Board members and officers shall be: First Term 2 years, Second Term 2 years, Third Term 3 years. Board members may serve 3 consecutive terms. Officers may serve 2 consecutive terms in the same office. An officer may be re-elected to the same position after one two year term out of office. Officers may be elected to a different office after the two consecutive terms in another position. Board members who have completed their terms of service in good standing may become advisors to the board but shall not have voting rights.

Article VI: Indemnification

The corporation shall indemnify any person made or threatened to be made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a director or officer of this corporation or of another corporation which was employed by this corporation against reasonable expenses, including attorney fees, actually incurred by him or her in connection with the defense of such an action, suit or proceeding, or in connection with any appeal therefrom, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such a director or officer is liable for willful misconduct in performance of his or her corporate duties. The corporation may also

reimburse any such director or officer for any amount paid upon any judgment and the reasonable costs of settlement of any such action suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy that it was in the lawful interest of this corporation that such payment of settlement be made and that such director or officer was not guilty of willful misconduct in the performance of his or her corporate duties. This decision of The Board does not require a quorum as previously decided. The above stated protection shall apply to the estate of a former director should it be necessary.

Article VII: Employees

The officers and board members shall not be paid except to be reimbursed for expenses incurred during or in support of activities and programs of the corporation or those so related. Paid staff or employees cannot serve as board members.

Article VIII: Co-Sponsorship

The KENTUCKY DIABETES CAMP FOR CHILDREN, INC. may enter into agreement with other not for profit organizations to support or co-sponsor programs, seminars, retreats, camps or like activities. The corporation may also support the attendance of representatives of the corporation to attend programs that will benefit the corporation by grants for travel and / or registration to said events. There will be no limitation by location of residency for support. Grants may be a determined dollar amount rather than reimbursement of expenses whichever is the least. Such support will require approval of The Board.

Article IX: Amendments

These Bylaws may be altered, amended or repealed at any regular or specifically called meeting of The Board by a vote of two thirds (2/3rds) of The Board Members present or voting by proxy. This vote requires two-thirds of ALL members of The Board, not just those attending.

If however, after two successive and diligent attempts to convene The Board at reasonable and convenient times and places, it has been impossible to convene by attendance and proxy two-thirds (2/3rds) of The Board either at a regular or special meeting, the vote may be taken by email, fax or witnessed phone contact.

The power of alteration, amendment or repeal shall not extend to any amendment which would permit any part of the net earnings or property of this corporation to inure to the benefit of any private individual or which would have the effect of disqualifying this

corporation as an exempt organization under the provision of Section 501(c)(3) of the Internal Revenue Code as amended or such equivalent provision as may hereafter exist.

Article X: Dissolution

Dissolution of KENTUCKY DIABETES CAMP FOR CHILDREN, INC. may be ordered by action of a two-thirds (2/3rds) majority of The Board of Directors present or by written proxy taken at special meeting of The Board called for this purpose. As in amending the By-Laws, the vote requires two-thirds (2/3rds) of all members of The Board, not just the quorum present. This vote may only be taken at a special meeting of The Board.

In the event of the decision of dissolution of the corporation, all assets remaining after payment of all debts of the corporation shall be transferred to the Diabetes Education Camping Association, Inc. ONLY to support programs and individuals consistent with the stated purposes of this corporation. Any such assets not so transferred by The Board of Directors shall be disposed by the Circuit Court of Jefferson County, Kentucky exclusively for such tax exempt purposes or to such tax exempt organizations as the Court shall see fit. No officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the assets of the corporation on dissolution of the corporation. No part of the net earnings of the corporation shall inure to benefit of any director, officer of the corporation private or individual.

General Revisions**3/17/18**

- Revised Article III, subsection 6. Voting Rights, to remove “ex officio” from the final sentence.
- Revised Article IV, subsection 1. Board of Directors, to remove “or ex officio member of The Board” from the third sentence.
- Revised Article V, subsection 8. Term of Office to remove final sentence “Past chairperson shall become an ex officio member of The Board.” Replaced with “Board members who have completed their terms of service in good standing may become advisors to the board but shall not have voting rights.”

General Revisions**1/30/18**

- Revised to add Registered Trademark symbol ® after “Camp Hendon” throughout the document
- Revised Article III, subsection 4. Annual Meetings, to change the timing of an annual board retreat from May to January, and listed goals of that retreat. Eliminated the statement to follow Robert’s Rules of Order at this retreat.
- Revised Article III, subsection 5. Board Meetings, to state that they are guided by the principles of Robert’s Rules of Order rather than followed precisely. Revised to state that schedule of board meetings will be available on Camp Hendon’s website.
- Revised Article III, subsection 8. Special Meetings, to replace President with Vice Chair.
- Revised Article III, subsection 9. Notice of Meeting, to change notice of meeting from 10 days to 5 days prior to the meeting.
- Revised Article III, subsection 12. Organization, to replace President with Vice Chair and to remove the following statement: “Being ex officio the President will have voting rights should there be a tie of a vote of The Board.”
- Eliminated Article III, subsection 14. Robert’s Rules of Order
- Revised Article IV, subsection 1. Board of directors, by removing the following sentences: “The initial board shall be appointed by the President Pro Tem. All of the initial board members shall be appointed to serve the first two years of the organization.” Also revised to state that individuals may only be nominated by a member of the board or ex officio member of the board.
- Revised Article IV, subsection 4. Resignation, to replace President with Vice Chair.
- Revised Article IV, subsection 7. Other Meetings, to replace President with Vice Chair.
- Revised Article V, subsection 1. Officers of the Corporation, to remove the titles President and Vice President and replace with Vice Chairperson. Revised statement for segregation of positions to state that individuals may hold multiple offices, but chairperson and secretary cannot be the same. Revised voting procedures to state a majority vote of all board members is required.

- Revised Article V, subsection 3. Chairperson of the Board, to elaborate upon duties and responsibilities. Removed the following sentence: “He or she is the primary person to conduct the business of the corporation.”
- Replaced Article V, subsection 4. President with subsection 4. Vice Chairperson. Added explanation of duties and responsibilities of Vice Chairperson.
- Revised Article V, subsection 5. Secretary, to update duties and responsibilities. States that the secretary serves on the executive committee, and assumes the responsibilities of chair in the absence of chairperson and vice chair. Removes the limitation that secretary and treasurer may not be the same individual. Removes the responsibility to give and serve notice of meetings.
- Revised Article V, subsection 6. Treasurer, to update duties and responsibilities. Removed the sentence requiring the treasurer to deposit all funds of the corporation. Elaborated upon collaboration between the Treasurer and Executive Director in regards to furnishing financial statements.
- Revised Article VII, Employees, to add that paid staff or employees cannot serve as board members.
- Revised Article X, Dissolution, to correct the name of the Diabetes Education Camping Association.
- Removed the final statement that this set of ByLaws were adopted on October 6, 2010.

General Revisions

4/20/17

- Revised to remove from Article I the discrimination policy.
- Revised to remove from Article IV, number 1 the following text: “Terms of office for Board members will be two years. Board members may be reelected by a simple majority of The Board for three successive terms. See Article V for officers.”
- Revised to remove from Article V offices of Vice President, and Vice Chairperson of The Board
- Revised to remove from Article VII the following text: “However, the corporation shall be able to pay seasonal personnel employed as supervisory personnel employed for sponsored or related programs, seminars, camps or retreats.”

General Revisions

11/19/16

- Revised to remove prohibition of full time paid staff, revised language to achieve purpose of 2014 amendment to keep board structure a volunteer governance structure but to permit hiring of staff.
- Revised term length of board membership
- Established officers elected by majority vote of board
- Indicated mission

- Indicated 501(c)3 status/purpose
- Incorporated fiscal year
- Revised office location
- Added supplant versions language
- Added History Summary

Full Time Paid Employee

12/8/14

The KENTUCKY DIABETES CAMP FOR CHILDREN, INC. may authorize a full time salaried paid position of "Administration Manager." A motion to the board for the hiring of an employee to fulfill this position shall be presented to the board for approval. Approval of this Amendment requires a vote by two thirds (2/3rds) of The Board Members present or voting by proxy. This vote requires two-thirds of ALL members of The Board, not just those attending.

This Amendment I: Full Time Paid Employee was voted on and passed unanimously at the Special Meeting to Amend Bylaws held on December 8, 2014 at 8:00 pm.

Originated Corporation

10/13/2010