

BY-LAWS
OF
HESPERUS BAPTIST CAMP, INC.

June 9, 2016

Table of Contents

PREAMBLE.....4

PURPOSE4

MISSION4

VISION4

STATEMENT OF FAITH.....4

Statement on Marriage, Gender, and Sexuality5

Statement on Final Authority for Matters of Belief and Conduct4

Statement on the Sanctity of Human Life.....5

USE POLICY.....5

CODE OF CHRISTIAN CONDUCT6

OWNERSHIP AND CONTROL 76

OFFICES7

ARTICLE I: MEMBERSHIP8

Section 1. Members.....8

Section 2. Member Organizations and Camp Council Members.....8

Section 3. Senior Council Membership.....9

Section 4. Voting Rights of Representatives and Delegates.....9

ARTICLE II: MEETINGS9

Section 1. Annual Meeting.....9

Section 2. Special Meetings 10

Section 3. Notice of Meetings and Quorum 10

Section 4. Meeting Agenda Format..... 10

ARTICLE III: BOARD OF DIRECTORS 11

Section 1. Board Composition 11

Section 2. Board Administrative Powers 12

Section 3. Board Authority Regarding Property 12

Section 4. Board Meeting Schedule..... 12

Section 5. Board Quorum 12

Section 6. Board Self-Assessments 13

Section 7. Board Meeting by Electronic Means..... 13

Section 8. Board Member Resignation	13
Section 9. Board Member Presumption of Assent	13
Section 10. Rules Governing Meetings	14
ARTICLE IV: OFFICERS	14
Section 1. Officer Election	14
Section 2. Officer Description and Duties.....	14
Section 3. Officer Removal	15
ARTICLE V: COMMITTEES	15
Section 1. Finance Committee	16
Section 2. Development Committee	16
Section 3. Program Committee	17
Section 4. Executive Committee	17
Section 5. Nominating Committee	17
Section 6. Special Committees	18
Section 7. Committee Tenure	18
Section 8. Committee Chairs	18
ARTICLE VI: CAMP EXECUTIVE DIRECTOR	18
Section 1. Description and Duties.....	18
ARTICLE VII: AMENDMENTS.....	19
ARTICLE VIII: INDEMNIFICATION	19
ARTICLE IX: DISSOLUTION	19

PREAMBLE PURPOSE

Hesperus Baptist Camp, Inc. (hereinafter referred to as Hesperus Baptist Camp, Hesperus Camp, or the camp) exists to promote the Gospel of Jesus Christ and His Church by providing a place of sanctuary for Christian churches, schools, community and family groups or individuals for the purpose of holding camps, retreats, and meetings, whose purpose does not diminish the stated values contained within the current version of *The Baptist Faith and Message*.

MISSION

We will provide our guests a retreat from the routine in order to experience recreation, learning, relationships, and creation in a God-honoring setting.

VISION

We strive to be a place prepared such that boys and girls, men and women may find a saving knowledge of Jesus Christ and where Christians will leave renewed and refreshed in their walk with Christ.

STATEMENT OF FAITH

Statement on Final Authority for Matters of Belief and Conduct

The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Hesperus Baptist Camp's faith, doctrine, practice, policy, and discipline, our board of directors is the camp's final interpretive authority on the Bible's meaning and application. The statement of faith does not exhaust the extent of our beliefs.

Statement on Providing a Biblical Role Model

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11.)

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the camp.

We believe that in order to preserve the function and integrity of Hesperus Baptist Camp, and to provide a biblical role model to the camp constituents and the community, it is imperative that all persons employed by the camp in any capacity, or who serve as volunteers, agree to and abide by the statement on Marriage, Gender, and Sexuality listed below. (Matt 5:16; Phil 2:14-16; 1 Thess 5:22.)

Statement on Marriage, Gender, and Sexuality

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen 1:26-27.) Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Cor 6:18; 7:2-5; Heb 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt 15:18-20; 1 Cor 6:9-10.)

Statement on the Sanctity of Human Life

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. (Ps 139.)

USE POLICY

Hesperus Baptist Camp facilities were provided through God's benevolence and by the sacrificial generosity of Christian supporters. The camp desires that its facilities be used for the fellowship of the Body of Christ and to bring God glory. Although the facilities are not generally open to the public, we make our facilities available to approved groups by written or verbal agreement as a witness to our faith, in a spirit of Christian charity, and as a means of demonstrating the Gospel of Jesus Christ in practice.

But, facility use will not be permitted to persons or groups holding, advancing, or advocating beliefs or practices that conflict with the camp's faith or moral beliefs. Nor may the camp be used for activities that contradict, or are deemed inconsistent with, the camp's faith or moral beliefs. The Executive Director, or his official designee, is the final decision-maker concerning use of camp facilities.

This restricted facility use policy is necessary for two important reasons. First, the camp may not in good conscience materially cooperate in activities or beliefs that are contrary to its faith. Allowing its facilities to be used for purposes that contradict the camp's beliefs would be material cooperation with that activity, and would be a grave violation of the camp's faith and religious practice. (2 Cor 6:14; 1 Thess 5:22.)

Second, it is very important that the camp present a consistent message to the community, and that the camp staff and supporters conscientiously maintain that message as part of their witness to the Gospel of Jesus Christ. Allowing facilities to be used by groups or persons who express beliefs or engage in practices contrary to the camp's faith would have a severe, negative impact on the message that the camp strives to promote. It could also cause confusion and scandal to camp supporters and the community because they may reasonably perceive that by allowing use of our facilities, the camp agrees with the beliefs or practices of the persons or groups using its facilities.

Therefore, in no event shall persons or groups who hold, advance, or advocate beliefs, or advance, advocate, or engage in practices that contradict the camp's faith use any camp facility. Nor may camp facilities be used in any way that contradicts the camp's faith. (Col 3:17.)

CODE OF CHRISTIAN CONDUCT

The environment at Hesperus Baptist Camp and the use of its facilities shall comply with all components of our Statement of Faith. In particular, use of lodging and gender specific restrooms will be in conformance with one's biological sex. Likewise, all intimate sexual conduct outside the marital union of one man and one woman shall be abstained from.

Behaviors such as cheating, stealing, disrespect for authority, and other such conduct is prohibited. The camp has the right to discipline or ask a guest, employee, or volunteer to vacate the premises for any reason, but failure to comply with expected standards of conduct will subject the guest, employee, or volunteer to potential disciplinary action, up to and including expulsion or dismissal.

OWNERSHIP AND CONTROL

Hesperus Baptist Camp, Inc., exists as a public non-profit corporation under the laws of the State of Colorado. The camp's land, improvements, trademarks and intellectual property are owned by the Hesperus Baptist Camp, Inc. No capital stock may, under Colorado law, be issued and no income or dividends may be paid to its members, directors, or officers. The corporation shall consist of a Camp Council, from which a twelve (12) member Board of Directors shall be elected as indicated in Article 3 § 1 and said Board shall govern the corporation as indicated in Article 3 § 2.

OFFICES

The Principle/Registered Office of the Corporation shall be located in the County of La Plata, Colorado. The Corporation may have such other offices, either within or outside of the State of Colorado as the Corporation may require from time to time.

ARTICLE I: MEMBERSHIP

Section 1. Members

Members of the corporation shall be of one class, and said members may be appointed or selected at any regular or annual meeting described in Article II, § 1. The San Juan Baptist Association, the Mesa Verde Baptist Association, each member church in both associations, and other groups, organizations, and individuals approved by the qualified membership of the corporation, shall be eligible to be members of the corporation.

Section 2. Member Organizations and Camp Council Members

- A. Each member organization shall designate two representatives to the Hesperus Camp Council (hereinafter designated as council members) and may request that any council member who meets those qualifications set forth in Section 3 be designated senior council member by the corporation. Each member shall annually provide the Secretary with a certificate signed by an authorized officer of the member organization appointing them to membership in the Camp Council. The membership of the Camp Council shall have the power to pass upon the qualifications of the organizations and to pass upon the credentials of all council members appointed. The associational appointees from the San Juan and Mesa Verde Baptist Associations shall serve as ex-officio members to the Camp Council and of the various committees.

- B. Individuals (those not appointed by a member organization) appointed to the council shall be nominated by a member of the Board of Directors attesting that the individual is of the same character and qualifications required of those appointed by member organizations. The individual must also provide a reference letter from their pastor and one from another member of their church. Each individual member shall annually be approved by the Board of Directors affirming continued membership in the Camp Council. The membership of the Camp Council shall have the power to pass upon the qualifications of all council members appointed.

- C. Vacancies of council members in the corporation caused by death, resignation, or otherwise, shall be filled for the unexpired term by the organization entitled to make the original appointment

- D. It is the intent of the corporation, in its requisites as set forth above, relating to participation and attendance by council members of member organizations to encourage communications to member

organizations of the activities of Hesperus Baptist Camp, and commitment of each organization through its representatives in the operation of the camp and in reports and input from each member organization at all council meetings.

Section 3. Senior Council Membership

After ten (10) years of service as a council member, an individual may be designated by the corporation as a senior council member and shall no longer be considered to be the council member of the member organization as defined in Section 2(A). The member organization may designate another council member in addition to the senior council member. The status as senior council member will not affect his or her right to vote or hold office. The designation as senior council member is intended to reward both the member organization and its representatives for loyal service to Hesperus Baptist Camp.

Section 4. Voting Rights of Representatives and Delegates

Each council member and all senior council members shall be qualified to originate and take part in the discussion of any subject that may properly come before the meeting of the corporation, to vote on such subjects and to hold any office in the corporation to which he or she may be elected or appointed. The senior council member must have attended at least 50% of corporation meetings the prior calendar year in order to be eligible to vote during the current calendar year. If neither of the member organizations appointed council members are able to attend a corporation meeting, the member organization may grant a proxy for that meeting to another representative of its organization. The proxy, to be valid, must be in writing, signed by an officer of the member organization and presented to the corporation's Secretary before the corporation meeting begins. The proxy will be honored only if neither appointed council member is present for the corporation meeting and will entitle its designee to one vote.

ARTICLE II: MEETINGS

Section 1. Annual Meeting

The annual meeting of the corporation shall be held in **November** of each year on a day designated by the directors. Regular meetings of the corporation shall also be held on a day designated by the directors in the months of **March and July**.

At the regular meeting, a report shall be made by the Board of Directors to the Camp Council of activities carried on by the corporation during the preceding quarter. Such report shall include a financial statement. Election of Board members shall be held at the November annual meeting.

Section 2. Special Meetings

Special meetings of the corporation may be called by the Chairperson of the Board, or may be called at the written request of any ten (10) council members.

Section 3. Notice of Meetings and Quorum

- A. Notice of meetings, annual, regular or special, shall be made by mailing such notice, and/or electronic notification to each council member at the address as shown on the books of the corporation at least ten days before the time set for the meeting, which notice shall set forth the time and place of the meeting. In case of special meetings, the notice shall contain a statement of the business to be transacted, and at such meeting no business other than that stated in the notice shall be transacted.

- B. A quorum at any meeting shall consist of the duly appointed council members present at the beginning of said meeting.

Section 4. Meeting Agenda Format

The agenda at any meeting shall be as follows:

Regular Camp Council Meeting

- a. Call to order, opening prayer and recognition of guests.
- b. Presentation and approval of the minutes of the last meeting held.
- c. Presentation of the report of the Board of Directors.
- d. Transaction of old and new business that may properly be brought before the Camp Council meeting.
- e. Adjournment.

Special Camp Council Meetings

- a. Call to order, opening prayer and recognition of guests.
- b. Reading of the notice calling the meeting.
- c. Transaction of the business stated in the notice.
- d. Adjournment.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Board Composition

The affairs of the corporation shall be conducted by the Board of Directors consisting of twelve (12) members as hereinafter provided.

Two directors shall be the executives, or appointees, of the San Juan and Mesa Verde Baptist Associations. A third director will be the camp's executive director. The camp executive director is prohibited from holding elective office on the Board of Directors but does have the right to vote. Every year every voting member will be asked to complete and sign a board-approved conflict of interest statement.

Of the remaining nine (9) members, three (3) shall be elected from the council members or senior council members of member organizations at each annual meeting of the Camp Council to serve three (3) year terms, with the stipulation that no more than two (2) council members from a member organization may serve on the Board at one time. All elected directors must be council members or senior council members. Should they cease to represent the member organization, they must resign from the Board of Directors.

The immediate past chairperson of the Board may serve as an advisory, non-voting director for a period of one (1) year at the discretion of the Board, if his or her term as a director expires at the same time his or her term as Chairperson ends.

No director (other than the associational appointees and the camp Executive Director) may serve more than three (3) consecutive terms in office.

Vacancies on the Board of Directors due to resignation, death or absence shall be filled by election at the next regular meeting of the Camp Council for the duration of the unexpired term.

Section 2. Board Administrative Powers

The administrative powers of the corporation shall be vested in the Board of Directors, who shall have charge, control, and management of the property, affairs, investments and funds of the corporation, and who shall have the power and authority to do and perform all acts and functions not inconsistent with these By-Laws and with any action taken by the corporation.

Section 3. Board Authority Regarding Property

The title to all property of the corporation shall be vested in the corporation and the signature of the Chairperson and Secretary/Treasurer, when authorized at any meeting of the Board of Directors, shall constitute proper authority for the purchase or sale of property subject to the control of the corporation.

Section 4. Board Meeting Schedule

Meetings of the Board of Directors shall be regular and special. A regular meeting shall be held at the camp, or any such place as the Board may designate, in the months of **January, March, May, July, September, and November** of each year. Notice of special meetings of the Board of Directors shall be made by written notice and/or electronic mail, mailed to each member of the Board of Directors at least five (5) calendar days before the date of the meeting. This notice shall state the business for which the special meeting has been called, and at such special meeting no business other than that stated in this notice shall be transacted.

Each director shall be required to attend a minimum of 75% of all regular meetings and special meetings each year. Directors not meeting attendance requirements shall be replaced as described in Section 1. It is understood, however, that a Board member may be excused at the discretion of the Board Chairperson if noted in the minutes of the meeting.

Section 5. Board Quorum

Quorum. A quorum shall be deemed to be present when five (5) or more directors are present at a lawfully called special or regular meeting. Evidence of proper notification must be available when less than half of the directors are present in order to have a quorum and conduct business of the Corporation.

Section 6. Board Self-Assessments

Self-Assessment. The Board of Directors and the Camp Executive Director shall conduct an objective annual self-assessment of their performance in relation to the goals and objectives for Hesperus Baptist Camp. The purpose of the assessment process is to increase board professionalism and performance and is to be done prior to the November meeting.

Section 7. Board Meeting by Electronic Means

Participation by Electronic Means. Any member of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 8. Board Member Resignation

Resignation. Any director or council member may resign at any time by giving written notice to the Chairperson or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. (In accordance with the process outlined in Article V, Section 5, replacement nominee(s) would be voted upon at the next regular meeting of the Council and would serve for the duration of the term of the director(s) they are replacing.)

Section 9. Board Member Presumption of Assent

Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is documented in the minutes of the meeting, as amended.

Section 10. Rules Governing Meetings

In questions concerning the procedure of the Camp Council and the board, Robert's Rules of Order (latest revised edition) shall be the authority used by the presiding officer, except wherever the Articles of Incorporation or By-Laws clearly cover such procedure.

ARTICLE IV: OFFICERS

Section 1. Officer Election

The Board of Directors shall elect from its members the following officers: Chairperson, Vice-Chairperson, Secretary/Treasurer and other such officers or officials as may be determined by the Board of Directors. The Board of Directors may also appoint a recording secretary, but the recording secretary will not be a member of the Board of Directors. All of the officers shall be elected by the Board of Directors at the first meeting called after the annual meeting at which directors are elected and such officers shall hold the office for a period of up to two (2) years, or until their successors shall have been elected. Any vacancy by an officer of the Board of Directors due to resignation, death or absence shall be filled by election at the next regular meeting of the Board of Directors.

Section 2. Officer Description and Duties

- A. The Chairperson shall call and preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees with voting privileges. The Chairperson shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation and not the camp. In no way though is this to be construed to allow for "micromanagement" of the Camp Executive Director who is responsible for the day-to-day operations of the camp in accordance with Board-approved policies.

The Chairperson, when present, presides at all meetings of the Council and of the Board of Directors. He or she may sign, with the Secretary/Treasurer or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, leases, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the

office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson, in conjunction with the Camp's Executive Director, shall make a report to the Annual Meeting of the San Juan and Mesa Verde Baptist Associations.

- B. The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson or in the event of his or her death, inability or refusal to act, perform all duties of the Chairman and when so acting shall have all the powers and authority and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson assumes the office of Chairperson at the expiration of the Chairperson's term.
- C. The Secretary/Treasurer shall issue notices of all regular and special meetings on orders from the Chairperson and shall receive and attend to all correspondence of the Board of Directors, and shall have custody of all documents belonging to the Corporation, with the originals stored on camp premises and shall perform such other duties as usually pertain to such office.

The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and shall oversee in accordance with board-approved policies the receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V, § 1 of these By-Laws. The treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

Section 3. Officer Removal

Removal from office of any officer shall be the exclusive prerogative of the Board of Directors.

ARTICLE V: COMMITTEES

Committees and their chairpersons shall be appointed by the Chairperson of the Board for a period of one year. The standing committees shall be Finance, Development, Program, Nominating, Executive, and other such standing committees as the governing board may authorize.

Attendance at 75% of the committee meetings each year shall be required. Committee members not meeting attendance requirements may be replaced by the Board Chairperson. Any member may be excused at the discretion of the Committee Chairperson if noted in minutes of the committee meeting.

Committee meetings shall be regular and special. Committee meetings shall be held at the camp, or any such place as the Committee Chairperson may designate, at least once between each of the regularly

scheduled board meetings. Notice of committee meetings shall be made by written notice and/or electronic mail, mailed to each committee member at least five (5) calendar days before the date of the meeting.

With the exception of the Nominating Committee, committee members need not be members of the Camp Council.

A quorum shall consist of a majority of those voting members of the committee in attendance.

Action items from the committee shall be presented for ratification at the next regularly scheduled Board meeting.

Section 1. Finance Committee

The Finance Committee shall consist of at least two (2) members of the Board of Directors, one of whom must be the Secretary/Treasurer and who cannot serve in the capacity as committee chairperson. In addition the Chairperson shall appoint up to five (5) representatives to serve on the committee. This committee shall be responsible for the management of all funds of the camp. It shall prepare and submit to the Board of Directors a budget showing the expected revenue and expenses for the ensuing year. The finance committee shall be responsible for the administration of loans and debt service on said loans. It shall establish and periodically review financial policies and procedures of the Corporation. The finance committee shall establish a reserve fund and recommend to the Board its size and uses. It shall examine the monthly financial reports and require an explanation from the Camp Executive Director whenever it deems it necessary. It shall be responsible for oversight of financial audits as it shall so direct but no less frequently than biannually.

Section 2. Development Committee

The Development Committee shall consist of at least two (2) members of the Board of Directors. In addition the Chairperson shall appoint up to nine (9) representatives to serve on the committee. This committee shall be responsible for the management and long-term stewardship strategy of the camp property. It shall make an annual audit of the camp property and be responsible for maintaining an inventory of all camp property. Working with the Camp Executive Director it shall make recommendations to the Board for acquisition and disposal of camp real property, and shall develop long-range master plan for the camp consistent with the camp's purpose. The committee in coordination with the Camp Executive Director shall make recommendations for improvements to the camp buildings, grounds, and infrastructure. The committee is also responsible for developing and coordinating volunteer labor activities associated with camp grounds and facilities.

Section 3. Program Committee

The Program Committee shall consist of two (2) members of the Board of Directors and the program directors for each of the Hesperus Baptist Camp-sponsored events (e.g. boys, girls and youth camps, etc.). In addition the Chairperson shall appoint up to nine (9) representatives to serve on the committee. The committee shall develop relevant short- and long-term plans for programs to enhance the camping experience and spiritual formation opportunities and develop plans for extended on- and off-site programming opportunities.

Section 4. Executive Committee

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, and Secretary/Treasurer for the Board of Directors and the Camp Executive Director. The Immediate Past Chairperson may also be appointed to this committee at the discretion of the Board Chairperson. The Board Chairperson shall preside over all Executive Committee meetings. The Executive Committee meetings may be convened by either the Board Chairperson or the Camp Executive Director. The purpose and responsibilities of the Executive Committee are three-fold: (1) Advise the Camp Executive Director and Board on issues of immediate concern or requiring input prior to any formal Board meetings and is empowered to make emergency decisions and expenditures on behalf of the Board in keeping with previously approved board policy; (2) Setting the agenda for the regular Board meetings; and, (3) Negotiating, executing, and/or amending employment terms with the Camp Executive Director, subject to approval of the Board of Directors. Any committee chairperson or other director may be asked to attend any Executive Committee meeting at the discretion of the Board Chairperson. Activities of the Executive Committee (if any) will be reported to board members at the next regularly scheduled board meeting.

Section 5. Nominating Committee

The Nominating Committee shall consist of up to five (5) members, two (2) from the Board and up to three (3) from the Camp Council's membership, appointed by the Board Chairperson to seek and obtain replacements for Board members whose terms expire, or who cannot complete their term of appointment for any reason. The committee shall, at the pleasure of the Board Chairperson and in accordance with these By-Laws, report to the Board and Camp Council their recommendations for such replacements.

Section 6. Special Committees

Special Committees may be appointed by the Chairperson with the concurrence of the Board of Directors for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which it was created and appointed, and shall have no power to act except such as in specifically conferred by action of the Board of directors. Upon completion of the task for which appointed, such special committees shall stand discharged.

Section 7. Committee Tenure

Those standing committees named in Sections 1 through 5 shall be appointed by the Chairperson at the November annual meeting and shall serve for a period of one (1) year.

Section 8. Committee Chairs

The chairperson of each committee shall be appointed by the Board Chairperson and need not be a member of the Board but must be a member of the Camp Council.

ARTICLE VI: CAMP EXECUTIVE DIRECTOR

Section 1. Description and Duties

The Board of Directors shall select and employ a Camp Executive Director who shall serve as the “Chief Operating Officer” of the camp. This Camp Executive Director, shall be given the necessary authority for, and be held responsible for, the administration of the camp in all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued, by the Board of Directors or by any of its committees to which it had delegated power for such action. He shall act as the “duly authorized representative” of the governing board in all matters in which the governing body has not formally designated some other person for that specific purpose.

ARTICLE VII: AMENDMENTS

These By-Laws may be amended by affirmative roll call vote of two-thirds of the membership present at any regular or special meeting of the Camp Council, provided a full statement of such proposed amendment shall have been published in the notice calling the meeting.

ARTICLE VIII: INDEMNIFICATION

Each person who is now, has been, or will be in the future elected as a Director of the Corporation, or who has been, presently is or will be appointed as Officer of the Corporation, shall be indemnified by the Corporation against any and all claims and liabilities to which such person has been or shall become subject, by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted or neglected by him as such Director or Officer, and the Corporation shall reimburse such person for all legal expenses and all Judgments entered against said Director or Officer; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct.

The indemnity provided by this Section shall not only apply to those persons elected or appointed by the corporate membership, its Officers and Directors, but also apply to the Camp Executive Director, the camp's employees and volunteers at camp-sponsored activities.

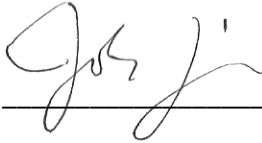
The right of indemnification herein provided above shall not be exclusive of any right to which any Director, Officer or Employee above named of the Corporation may otherwise be entitled by law.

ARTICLE IX: DISSOLUTION

Upon dissolution of the Hesperus Baptist Camp, Inc. and after paying all debts providing for the obligations of the Corporation, title to the real property donated to the camp by the San Juan Baptist Association by Warranty Deed (Reception #: 1062009 Record Date: 03/13/2013 10:15am) as filed for record in the La Plata County Assessor's office La Plata County, Colorado; shall be returned to said San Juan Baptist Association or its successor. Any and all real estate (excluding the land represented by the above referenced deed), buildings, property and other items of valuable consideration shall be divided equally between the San Juan Baptist Association and the Mesa Verde Baptist Association (or its successors) providing they are in existence and are considered as charitable, religious organizations according to the Internal Revenue Service. Any such assets not so disposed of shall be disposed of by the District Court for La Plata County, Colorado in accordance with the purpose of the Corporation as set forth herein by distributions to such

charitable organizations as the District Court shall determine will most appropriately advance the purpose for which the Corporation was established.

Approved by Hesperus Baptist Camp, Inc., on June 9, 2016.

A handwritten signature in black ink, appearing to read "Johnny Spicer", is written above a horizontal line.

Board Chairperson
Johnny Spicer