

**CONSTITUTION AND BYLAWS  
OF  
ROUND LAKE CHRISTIAN ASSEMBLY INCORPORATED**

Revised January 1, 2018

**Introduction**

Dear Member Church,

This letter is to inform you that Round Lake Christian Assembly (more commonly referred to as Round Lake Christian Camp) has created an updated set of bylaws. A full copy of the revised bylaws is enclosed with this letter. These revised bylaws have been approved by both the Board of Trustees and the Board of Directors, with both boards being comprised of representatives from our Member Churches.

The original bylaws were created at the camp's founding nearly seventy years ago. While Round Lake's mission has not changed during this time, minor updates were required to ensure the bylaws are accurate and relevant for today's setting. The updates consolidate the prior content, maintaining the mission and purpose of the camp while being written in a format compatible with today's requirements in operating a nonprofit organization. If approved, a copy of the revised bylaws will be submitted to the State of Ohio. The need to submit an updated copy to the State of Ohio was the event that prompted the revision of the bylaws. As a Member Church, you are being sent a copy to keep you informed of the camp's operations.

Additionally, each of our Member Churches is invited to send up to three (3) representatives to our 2018 Annual Meeting, at which time the revised bylaws will be voted on. If approved, the revised bylaws will be submitted to the State of Ohio. The meeting will be held on Sunday, February 11, from 3:00-5:00 pm at the Campside Dining Hall, located at 114 State Route 3, Lakeville, OH 44638. Representatives may register either online at [www.roundlake.org](http://www.roundlake.org) or by phone at 419-827-2017.

When reviewing the document, please note that the term "Member Church" has been updated to "Charter Partnership Church" to make use of a more up-to-date description rather than utilizing dated terminology. The list of Member Churches (now known as Charter Partnership Churches) has not changed during the revision of these bylaws. There has simply been an update in terminology.

Please review the revised bylaws and submit any questions to Lance Powers, Camp Manager of Round Lake Christian Assembly. He may be reached via email at [lance@roundlake.org](mailto:lance@roundlake.org) or by phone at 419-827-2017.

Thank you for your support of Round Lake Christian Assembly and the mission of the camp. We look forward to hosting your church representatives at the 2018 Annual Meeting.



Lance A. Powers  
Camp Manager  
Round Lake Christian Camp

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**Article I  
Inauguration**

The Secretary of State of the State of Ohio has duly issued this, a Corporation Not For Profit, the Articles of Incorporation to ROUND LAKE CHRISTIAN ASSEMBLY, INC., on the 21st day of June 1950. The Corporation was formed by and for FREE AND INDEPENDENT CHURCHES OF CHRIST AND CHRISTIAN CHURCHES.

In order to serve its purpose the Corporation shall include but not be limited to purchasing and receiving by gift, bequest, or development: real estate; buildings; and equipment, for the establishment and maintenance of camping sessions. Corporate power and business shall be conducted consistently with the doctrine, customs, and practices of Free and Independent Churches of Christ and Christian Churches.

Business of the Corporation shall include but not be limited to receiving gifts, bequests, funds, and holding investments and deposits of the same. Business of the Corporation shall also include charging and receiving compensation for the use of camp sessions and any facilities, and any and all other accommodations constructed on any sites acquired by this Corporation known as ROUND LAKE CHRISTIAN ASSEMBLY INC., located in Ashland County, Ohio.

**Article II  
Purpose & Principles**

The expressed purpose of Round Lake Christian Assembly is: "Teaching the Gospel of Jesus Christ as found in the New Testament." The primary goal of the camp is to provide an unusual setting, apart from the routine and often unchristian surroundings of daily living. In this setting, the Word of God is taught and principles of Christian living emphasized on a continuing basis.

Classes are taught in Scripture content as well as Christian conduct. It is the objective of the camp that a camper will go home with a clearer understanding of Christ's way of life, a greater love for the Savior, and a genuine desire to grow in Christian experiences and witness.

It is the intention of the camp that those who come here as teachers and helpers as well as students shall go away with a clearer, stronger faith. Camp is intended to be an enjoyable experience. We desire there to be a fine balance of "fun" and "seriousness" in the atmosphere of Round Lake Christian Assembly.

**We embrace these values to be the heart of our contribution to Kingdom efforts:**

**Biblical Truth** – Our only absolute in a changing culture.

**Unusual Setting** – A Christian environment set in the midst of God's beautiful creation, where one can separate from the influences of the world.

**Unusual Living and Service** – Time is spent in interaction with Christian peers and role models in worship, evangelism, exploring, and applying the challenge of God's mission through the application of one's faith.

**Unusual Training** – Equipping Christians of all ages to use their God-given gifts in service to Christ, whether in full-time or part-time church ministry or leadership in the local church.

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**Article III  
Charter Partnership Churches**

**Section 1.** The Charter Partnership Churches of this Corporation shall be those independent Churches of Christ and Christian Churches which provide financial and/or other support to the Camp on a regular basis and shall have been invited by the Governing Boards of Trustees and Program Directors to be a Charter Partner of this Corporation. Over the years Churches have been added and removed from the list. That list is maintained at the camp office.

**Section 2.** Individuals are selected by the Governing Boards from these Charter Partner Churches to serve on each of these Boards.

**Section 3.** Special meetings may be called by the Chairperson of each Board or by a majority of Board members, inviting representatives from each Charter Partner Church to participate in informational meetings.

**Article IV  
Governing Boards**

**Boards of Trustees and Program Directors**

**Members.** Each year the Board of Trustees shall elect not less than nine (9) nor more than fifteen (15) persons from among the Charter Partner Churches at large to serve as the Board of Trustees for the Corporation. Each Trustee shall serve a three-year term until new Trustees are selected or they are reappointed for an additional three-year term. Board members are elected at the last meeting of the year.

Each year the Board of Program Directors shall elect not less than nine (9) nor more than fifteen (15) persons from among the Charter Partner Churches at large to serve as the Board of Program Directors for the Corporation. Each Program Director shall serve a three-year term until new Program Directors are selected or they are re-appointed for an additional three-year term. Board members are elected at the last meeting of the year.

**Committees.** The Boards of Trustees and Program Directors shall select Board members to serve on these committees and may expand [combine or reduce] the number of committees from time to time as deemed necessary by the Boards of Trustees or Program Directors.

**Meetings.** The Board of Trustees shall meet at such time and place as determined by the Chairman of the Board of Trustees but not less frequently than six (6) a year. The Board of Program Directors shall meet at such time and place as determined by the Chairman of the Board of Program Directors but not less frequently than three (3) a year.

**Duties.** The Board of Trustees shall be charged with the responsibility of the oversight of all Corporation property, Corporation finances, Corporation personnel, and the conduct of all Corporation business matters. In addition to the foregoing duties, the said board is charged to be responsible representatives of the Charter Partner Churches.

The Board of Program Directors shall be charged with the responsibility of the Christian education and spiritual welfare of the camp programs at Round Lake and/or such other sites as may be selected from time to time. In conjunction with the Camp Manager, the Board of Program Directors is responsible to select and approve Deans for camp weeks and retreats; provide potential curriculum for camp weeks; determine and set possible dates for camp weeks as well as the age groups for each week; and to evaluate yearly the camp program. The said Board will also establish rules of conduct for students, faculty, visitors, and guests during the time camp is in operation. In addition to the foregoing duties, the said Board is charged to be responsible representatives of

**Removal.** Any Trustee or Program Director may be removed from their respective Board, with or without cause, by a majority vote of the members of their respective Board, with the member whose removal is sought not entitled to vote and not counted as a member of the Board for purposes of determining whether a majority concurs with the removal. In the event of death, resignation, or removal of a Trustee or Director, his/her successor shall be selected by the Boards of Trustees or Program Directors and shall serve for the unexpired term of his/her predecessor.

**Compensation.** No Trustee or Program Director shall receive compensation for any service he/she may render to the Corporation. However, any Trustee or Program Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties, and a Trustee or Program Director employed by the Corporation shall not be precluded from receiving compensation agreed to by the Board of Trustees and the Board of Program Directors as fair and reasonable compensation for services or supplies as actually rendered to the Corporation.

**Action Taken Without a Meeting.** The Trustees shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all of the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

The Program Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all of the Program Directors. Any action so approved shall have the same effect as though taken at a meeting of the Program Directors.

**Quorum.** A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Trustees.

A majority of the number of Program Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Program Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Program Directors.

**Executive Committee.** The Executive Committee meets to: create vision for the camp; keep the camp focused on its purpose; and to keep the camp fruitful in its ministry. The Executive Committee has no authority; the respective Boards may act upon anything discussed. The Executive Committee will include but not be limited to: Officers and Chairpersons from Committees on each Board, the Camp Manager, and other staff persons.

## **Article V Officers & Duties**

**Trustees Officers.** The Officers of the Corporation shall be President and a Vice President, a Secretary and a Treasurer, who shall at all times be members of the Board of Trustees, and such other officers as the Board of Trustees may from time to time by resolution create.

**Program Directors Officers.** The Board of Program Directors shall elect a Chairman, a Vice Chairman, and a Secretary, who shall at all times be members of the Board of Program Directors, and such other officers as the Board of Program Directors may from time to time by resolution create.

**Election of Officers.** The election of officers shall take place at the first meeting of the Boards of Trustees or Program Directors of each year.

**Resignation and Removal.** Any officer may be removed from office with or without cause by action of their respective Board. Any officer may resign at any time by giving written notice to their respective Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

effective.

**Vacancies.** A vacancy in any office may be filled by appointment by action of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

**Multiple Offices.** The same person may not hold more than one office at any one time.

**Duties. The duties of the Officers of the Board of Trustees are as follows:**

#### **Duties of Officers of the Board of Trustees**

**President:** The President shall preside at all meetings of the representative members and at all meetings of the Board of Trustees; shall sign all leases, mortgages, deeds, and other written instruments, shall co-sign all promissory notes, and perform generally all the duties usually performed by the president of like corporations, and such other duties as shall from time to time be required of him/her by the members.

**Vice President:** The Vice President shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

**Secretary:** The Secretary of the Corporation shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the meetings of members, serve notice of meetings of the Board of Trustees, and shall perform such other duties as required by the Corporation.

**Assistant Secretary:** The Assistant Secretary shall perform all duties of the Secretary in case of the absence of the latter.

**Treasurer:** The Treasurer shall be responsible for overseeing the financial affairs of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He/she shall arrange to have accounts in which to deposit funds of the Corporation, shall oversee the financial activities of the employees of the Corporation and shall report to the members on the financial condition of the Corporation. In addition, the Treasurer shall prepare, or cause to have prepared, a monthly financial statement for presentation to the Board of Trustees. In general, the Treasurer shall perform all the duties incidental to the Office of Treasurer and such other duties as may, from time to time, be assigned to the Treasurer by the President.

**Assistant Treasurer:** The Assistant Treasurer shall perform any duties delegated to him/her by the Treasurer and Trustees.

#### **Duties of Officers of the Board of Program Directors**

**Chairman:** The Chairman shall preside at all meetings of the Board of Program Directors and perform generally all the duties usually performed by the chairman of like boards in other corporations, and such other duties as shall from time to time be required of him/her by the members.

**Vice Chairman:** The Vice Chairman shall act in the place and stead of the Chairman in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

**Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Program Directors and shall perform such other duties as required by the Board.

**Assistant Secretary:** The Assistant Secretary shall perform all duties of the Secretary in case of the absence of the latter.

## **Article VI Camp Manager**

The Board of Trustees in concurrence with the Board of Program Directors shall employ a Camp Manager who will administer the daily operation of the camp in accordance with the policies and procedures approved by the Board of Trustees and Board of Program Directors. The Camp Manager shall be selected by the affirmative vote of a majority of the Board of Trustees and the Board of Program Directors in a meeting held for such purpose. The Camp Manager shall be accountable to the Board of Trustees and to the Board of Program Directors for leadership and management of Round Lake Christian Assembly.

He/she shall perform such duties pursuant to the operation of the camp as shall be detailed in a written job description or may otherwise be delegated by the Board.

## **Article VII Volunteers**

The Board of Trustees and Board of Program Directors recognize that the very existence of Round Lake Christian Assembly depends upon the efforts, qualifications, and dedication of its unpaid volunteers.

- a. All volunteer faculty should be dedicated, immersed believers of Jesus Christ and active members of the Christian Churches or Churches of Christ.
- b. Any person desiring to be a volunteer at Round Lake Christian Assembly must support the purpose and principles of the camp as set forth in Article II hereof. Volunteers are subject to the control and direction of the Camp Manager and Camp Dean or Retreat Leader and may be removed as a volunteer by such with or without cause.
- c. Volunteers may submit items of interest to either Board. Notice of items of interest must be submitted to the President or Chairman in writing no less than 15 days prior to the meeting. [The Board may or may not act upon such items further.] Either Board by majority vote may adjourn to executive session.

## **Article VIII Books & Records**

- a. The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subjected to inspection by a member of the Board of Trustees or Board of Program Directors. The Constitution shall be available for inspection by any member of a member church at the principal office of the Corporation.
- b. The fiscal year of the Corporation shall begin on January 1 and shall end on December 31st of every year.

## **Article IX Federal Income Tax**

"Round Lake Christian Assembly shall, in all respects, act as an organization exempt from federal income tax under IRC Section 501(C)(3) and to which contributions are deductible under IRC Section 170(c)(2), including but not limited to (1) the carrying out of its charitable, religious, and educational purposes, (2) the general distribution of its funds, and (3) the disposal of its assets upon dissolution, all as required by law."

## **Article X Amendment**

The provisions contained in this constitution may be amended, supplemented, or repealed by a two-thirds vote of the Board of Trustees and Board of Program Directors present at a meeting called for that purpose, providing a quorum is represented and present, and provided sufficient notice has been served in accordance with the provisions contained herein.