



**BYLAWS  
OF  
ASSOCIATION OF CAMP NURSING, INC.  
dba  
Alliance for Camp Health  
2024**

(Approved Feb 2024)

**ARTICLE I  
NAME AND PURPOSE**

SECTION 1. Name. The name of the organization shall be Association of Camp Nursing, Inc (ACN) doing business as (dba) Alliance for Camp Health (ACH). It shall be a nonprofit organization incorporated under the laws of the State of Kentucky.

SECTION 2. Purpose. The ACH is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to ACHs that qualify as exempt ACHs under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the ACH will provide educational services to the public.

**ARTICLE II  
OFFICES**

The principal office of the ACH in the State of Kentucky, shall be located in the County of Jefferson. The ACH may have such other offices, either in or out of the State of Kentucky, as the Board of Directors may designate or as the business of the ACH may require from time to time.

**ARTICLE III  
MEMBERSHIP**

SECTION 1: Membership shall consist of healthcare providers, summer program leaders, and behavioral health personnel who have paid the membership fee or have lifetime membership status conferred by board action. Only nurses participate in decisions specific to nursing

practice.

Members have the right to receive ACH publications, attend conferences and functions, be a candidate for ACH Positions, and exercise voting privileges as defined by the Bylaws.

SECTION 2: Dues for membership shall be paid according to the fee structure set by the ACH Executive staff. Forfeiture of all member rights occurs if dues are not paid. Membership shall be for a period of 12 or 24 consecutive months from the time of admission to ACH depending on membership selected.

#### ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the ACH shall be managed by its Board of Directors.

SECTION 2. Size and Terms. The number of directors of the ACH shall be fixed by the Board of Directors, but there shall not be less than 5 members. Each director shall hold office for three years unless duly removed as prescribed in Article V. The board will be developed through a recruitment, vetting, and selection process. Each board member may be re-selected for each three-year term. To hold a position as a board member, the person will: (a) maintain a current ACH membership, (b) complete a signed ethics agreement, conflict of interest statement, and confidentiality agreement, and (c) demonstrate a commitment to promoting healthier camp communities.

SECTION 3. Meetings. Meetings may be held in person, via telephone, or video conferencing. Special meetings of the Board of Directors may be called by or at the request of the President or CEO.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or CEO. The person/s authorized to call special meetings of the Board of Directors may choose the method (phone/video conference) for holding the special meeting of the Board of Directors.

SECTION 5. Quorum. A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, the members present may discuss topics but will not vote. Electronic voting can occur after the board meeting provided that the vote includes all board members. No actions requiring a vote shall be done without an in-person, telephonic, or email communication .

SECTION 6. Manner of Acting. The board makes decisions according to its written governance

policies with guidance from ACH Executive staff. The board has the power to act on behalf of the membership as defined by the bylaws. The board shall report to and be accountable to the ACH membership and ACH Executive staff as described by board policies.

SECTION 7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of the remaining majority of directors even if a quorum of the Board of Directors does not exist, unless otherwise provided by law. A director recruited to fill a vacancy shall be selected for the remaining term of his/her predecessor in office. Any directorship to be filled to increase the number of directors may be filled by a vote of the Board of Directors for a term of office continuing only until the next regular recruitment and selection of directors.

SECTION 8. Compensation. No Director or Officer shall for the reason of his/her board position be entitled to receive any direct salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the ACH for duties other than as a director.

#### ARTICLE V OFFICERS

SECTION 1. Number. The primary officer of the ACH shall be the President elected by the board from the board members. Such other officers may be deemed necessary and elected or appointed by the Board of Directors on an as needed basis.

SECTION 2. Election and Term of Office. The officer(s) of the ACH to be elected by the Board of Directors shall be elected every three years. Each officer shall hold office until his/her successor shall have been duly elected or until he/she shall resign or shall have been removed in the manner hereinafter provided. Resignation from the board should be in writing to the President. If the President resigns, the written resignation should be submitted to the ACH CEO.

SECTION 3. Removal. Any officer, agent, or director may be removed by a three-fourths vote of the remaining Board of Directors whenever, in its judgment, the best interests of the ACH will be served thereby, but such removal shall be without prejudice of the person removed. A board member may be terminated if s/he has a record of missing two or more board meetings within the year. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the ACH and,

subject to the control of the Board of Directors, shall in general, supervise and control all the business and affairs of the ACH. He/she shall, when present, will preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer or director of the ACH thereunto authorized by the Board of Directors, any deeds, 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 Bylaws to the Chief Executive Officer of the ACH, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Chief Executive Officer. The board hires and determines compensation for the Chief Executive Officer (CEO). It is recommended that the CEO be someone with leadership experience, a diverse camp background and broad understanding of the camp community, and knowledge about health services at camp. Other qualifications may be specified by board policy. The CEO functions as an official representation of ACH as directed by Board policies. Other staff will be hired and supervised by the CEO as directed by board policies. Staff positions are considered at-will agreements and may be terminated for due cause.

#### ARTICLE VI INDEMNITY

The ACH shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of the ACH shall be indemnified by the ACH against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the ACH or is or was serving at the request of the ACH as a director, officer, employee or agent of the ACH, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the ACH. (b) The ACH shall provide to any person who is or was a director, officer, employee, or agent of the ACH or is or was serving at the request of the ACH as a director, officer, employee or agent of the ACH, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of board liability insurance by way of implementing the provisions of this Article VI.

#### ARTICLE VII CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt ACH's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the ACH or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable ACHs.

SECTION 2. Definitions.

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the ACH has a transaction or arrangement, (b) A compensation arrangement with the ACH or with any entity or individual with which the ACH has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ACH is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting

during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the ACH can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ACH's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 3.4 Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### SECTION 5. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the ACH is precluded from voting on matters pertaining to that board member's compensation.
2. A voting member of any committee whose jurisdiction includes

compensation matters and who receives compensation, directly or indirectly, from the ACH for services is precluded from voting on matters pertaining to that board member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ACH, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
4. The Board of Directors are non-salaried and will not be related by blood, marriage, or personal relationships to salaried personnel or to parties providing services. In addition, all compensation decisions pertaining to the CEO will be made by the Board of Directors.
5. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our ACH, and (f) the need of our ACH for the services of the particular individual.

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the ACH is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the ACH operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether CEO compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the ACH's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the ACH may, but need not, use outside advisors. If outside experts are

used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII  
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer/s, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ACH, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the ACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ACH, shall be signed by such officer or officers, agent or agents of the ACH and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the ACH not otherwise employed shall be deposited from time to time to the credit of the ACH in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the ACH shall begin on the first day of January and end on the last day of December each year.

ARTICLE X  
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any board member of the ACH under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person/s entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII  
AMENDMENTS



These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors.

The above Bylaws were approved and adopted by the Board of Directors of the ACH on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

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President  
Lynne Rodrigues