

**AMERICAN CAMP ASSOCIATION, Heart of the South
BY-LAWS**

I. Name

The name of the organization shall be the **American Camp Association, Heart of the South.**

II. Mission

Section 1. ACA mission

The American Camp Association is a community of camp professionals and is dedicated to enriching the lives of children, youth and adults through the camp experience.

Section 2. Section mission

The purpose of the ACA, Heart of the South shall be to further the welfare of children, youth and adults through the camp experience.

III. Jurisdiction and Authority

Section 1. Geographic Boundaries of the Section

The jurisdiction of this Section shall be the geographic area represented by the states of Alabama, Arkansas, Kentucky, Louisiana, Mississippi, and Tennessee.

Section 2. Districts and Clusters

The Section shall be divided into six Districts, with each state constituting a District. The Board of Directors of the Section shall be empowered to organize clusters of membership based upon the needs of the members. [Clusters may include, but are not limited to considerations such as: special interest, common needs, communication links, camp types, or geography.]

Section 3. Statement of relationship with ACA

The Section shall be chartered by the American Camp Association, Inc. and subject to its rules and regulations and guided by its policies and mission. No provision of these By-laws shall contravene any provision of the Articles of Incorporation and By-laws of the American Camp Association.

Section 4: Limit of Authority

These By-Laws shall have no authority to bind the American Camp Association, Inc. to any financial or legal obligations.

Section 5. Non-profit Statement

- a) The section is organized exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the section shall be authorized and empowered to pay reasonable compensation for services rendered.
- b) No substantial part of the activities of the section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the section shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

- c) Notwithstanding any other provision of these by-laws, the section shall not carry on any other activities not permitted to be carried on:
- (i) By a section exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") or corresponding provisions of any subsequent federal tax laws, or
 - (ii) By a section, contributions to which are deductible under Section 170 (c)(2) Section 2522(a)(2) of the Code, or corresponding provision of any subsequent tax laws.

IV. Membership

Section 1. Qualifications

Membership in the Section shall be open to members, in good standing, of the American Camp Association, Inc.

Section 2. Application

Written application is made directly to the American Camp Association, Inc. Application for membership in the American Camp Association Inc. includes membership in a Section.

Section 3 Section Membership

The Section agrees its membership jurisdiction includes the ACA members who have assigned their membership to the Section and excludes ACA members who have assigned their membership to another chartered section.

Section 4. Classification

Types of membership shall conform to the categories set forth from time to time by the American Camp Association, Inc.

Section 5. Dues

Membership dues shall be assessed in accordance with the membership categories set forth from time to time by the American Camp Association, Inc. and sent to the national office.

V. Meetings and Elections

Section 1. Regular meetings

- a) Regular meetings of the Section shall be established by the Program and Education Committee, subject to the approval of the Board of Directors. There shall be a minimum of one (1) annual meeting and two (2) program meetings each calendar year.
- b) The Board of Directors shall have the power to establish the time and place of the annual and any other regular meeting.

Section 2. Special meetings

Special meetings of members may be called by the Board of Directors whenever advisable or upon a request of ten percent (10%) of the members (based on the total membership as of the previous January 1) who submit a request in writing to a voting member of the board.

Section 3. Alternative Attendance

Members and officers may participate in meetings through the use of modern communication systems such as telephone conference call, video down link, video conference, real time internet communications and other such means which provide for clear communications between all

members present. Any member or officer participating by these means shall be considered present at the meeting.

Section 4. Notice provisions

Notice of meetings shall be given in writing to the members at least fourteen days in advance of the meeting.

Section 5. Quorum

The members that are present at a duly called meeting of the ACA, Heart of the South shall constitute a quorum for the transaction of business. A vote on an item of business shall be legal only when a quorum is present.

Section 6. Elections The purpose of elections is to select officers and members to serve on the Section board of Directors.

- a) Officers and members on the Board of Directors, elected by the total Section membership include President, President-Elect, Vice President, Secretary, Finance Chair, Membership Chair, Program and Education Chair, Newsletter Editor/Public Relations Chair, Nominations and Awards Chair, and Past President. District Chairs, also members of the Board of Directors, shall be elected by members of each respective District.
- b) Elections shall take place in time for the elected persons to attend training for their office and/or for them to assume their duties on the Board on January 1.
- c) All ACA, Heart of the South members in good standing are entitled to vote and hold office. Prior to having their name placed on the ballot, all candidates for office shall be notified in advance, agree to serve, and be an ACA member in good standing.
- d) Elected Board members shall be elected by ballot distributed either electronically or paper ballot to all members except District Chairs who shall be elected by members of each respective District. A majority vote of those cast will constitute election. In the event of a tie, the voting members of the Board shall break the tie by secret ballot.
- e) The Nominating Committee shall ensure that paper votes are counted by at least two (2) persons simultaneously. Electronic votes shall be verified by a process determined by the Board of Directors prior to any election.

Section. 7. Terms of office

- a) In order to provide for continuity on the Board, one third of the members shall be elected annually to serve three years except for the President Elect who serves one year, then serves as President for three years, then serves one year as Past President. The President's term of office shall match the association's training schedule and national board president.
- b) An elected individual who has served two full terms of office in the same position, may hold that office again, after a vacancy of one year. Appointed positions are for a term of three years and persons serving in those positions may be reappointed for an unlimited number of terms.

Section 8. Nominations and Size of Slate

The slate of persons nominated for office shall include a minimum of 1 person named for each office with the option of a write-in vote.

VI. Board of Directors

Section 1. Eligibility to serve

Eligibility to serve on the Board of Directors is open to anyone duly elected or appointed by the Board of Directors.

Section 2. Membership of Board of Directors

- a) Elected members: President, President-Elect, Vice President, Secretary, Finance Chair, Membership Chair, Program and Education Chair, Newsletter Editor/Public Relations Chair, Nominations and Awards Chair, Past President and District Chairs.
- b) Appointed Members: Standards Chair, Legislation Chair, Complaint Resolution Chair and Members At Large as deemed useful and beneficial to the Section such as students, business leaders, community leaders and special camp populations.
- c) Ex-officio Members: The Section Executive serves as a non-voting member.
- d) The membership of the Board shall consist of no less than 50% elected members.

Section 3. Frequency and Quorum of Board meetings

- a) A designated annual meeting of the Board of Directors shall be scheduled each year in conjunction with a regular meeting. At the minimum, one other meeting of the Board of Directors shall be called by the President and attendance shall be sufficient in number to conduct the business of the Section. Notice shall be sent to all Board members at least fourteen (14) days prior to the date of the meeting.
- b) A quorum shall consist of the Board members present at a duly called meeting.

Section 4. Duties of Board

- (a) To govern and direct the affairs the Section;
- (b) To formulate and approve rules and policies for operation of the Section;
- (c) To hold title to any property;
- (d) To recruit, employ, and supervise the executive director of the Section;
- (e) To have supervision of all income and expense;
- (f) To organize districts and clusters;
- (g) To determine programs and services of the Section;
- (h) To approve Section camp fees;
- (i) To approve or make recommendations to the National Standards Commission regarding accreditation.
- (j) To appoint Board members and other appointed chairs;
- (k) To fill vacancies occurring between elections, except that of President.

- (l) To serve as the agent to announce the position of Executive Director, establish compensation, evaluate applicants, establish the job description, employ the person for this position, establish system of performance review, supervise work, and dismiss person from employment.

Section 5. Filling Vacancies

- a) A vacancy in the office of President shall be filled by the Vice President.
- b) A replacement for a vacancy of any other elected and appointed office shall be appointed by the President and approved by the Board of Directors at the next meeting and the appointee shall hold office until the next regular election or appointment for that position.
- c) A vacancy in the office of President-Elect shall be filled by election of a new candidate following the usual election process. If necessary, the President at the time the vacancy occurs shall remain in office until the election of the President-Elect is completed.

Section 6. Removal of Board or Committee Members

Any Board member who shall have been absent for two consecutive regular meetings of the Board of Directors during a twelve-month period shall automatically vacate his/her place on the Board and the position filled like other vacancies. A Board member shall vacate his/her place on the Board when they are no longer a member in good standing. The Board of Directors shall consider each case individually and may vote to waive these rules. A Board member may also be removed with cause by a two-thirds vote of the Board of Directors or of the Members.

VII. Duties of officers and Committee Chairs

Section 1. President

The President shall:

- a) serve as a member of the Executive Committee.
- b) call and preside at all meetings of the board of Directors and meetings of the membership.
- c) be an ex-officio member of all committees.
- d) sign any contracts or other instruments which the Board of Directors has authorized to be executed
- e) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 2. Vice President

The Vice President shall:

- a) serve as a member of the Executive Committee.
- b) assume the duties of the President when the President is unable to be present.
- c) serve as a member of the Finance Committee.
- d) review the bylaws as required by the Section charter agreement.
- e) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 3. Secretary

The Secretary shall:

- a) serve as a member of the Executive Committee.
- b) keep the minutes of the meetings of the Board of Directors, the Executive Committee and the Section business meetings.

- c) be the custodian of Section records
- d) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 4. Finance Chair

The Finance Chair shall:

- a) serve as a member of the Executive Committee
- b) have charge of and joint custody of and be responsible for all funds of the Section.
- c) serve as chair of the Finance Committee.
- d) monitor all financial activities, transactions and accounting of the Section.
- e) organize and carry out fund raising efforts within the Section to support causes identified by the Board of Directors such as scholarships for attending educational events.
- f) implement the financial policies as approved by the Board of Directors and to make recommendations for changes as needed
- g) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 5. President-Elect

The President-Elect shall:

- a) serve as a member of the Executive Committee.
- b) serve as a member of the Nominating and Awards Committee.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 6. Past President

The Past President shall:

- a) serve as a member of the Nominations and Awards Committee.
- b) In general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 7. Membership Chair

The Membership Chair shall:

- a) serve as chair of the Membership Committee.
- b) carry out an approved plan for recruiting new members and maintaining membership of current members.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 8. Standards Chair

The Standards Chair shall:

- a) serve as chair of the Standards Committee.
- b) coordinate the standards services of the section.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 9. Program and Education Chair

The Program and Education Chair shall:

- a) serve as chair of the Program and Education Committee.

- b) oversee the process of meeting the needs of Section members in terms of educational and professional development programs.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 10. Nominations and Awards Chair

The Nominations and Awards Chair shall:

- a) serve as chair of the Nominations and Awards Committee.
- b) secure qualified nominees for officers to serve on the Board, prepare and distribute ballots and receive and count completed ballots.
- c) recommend candidates for section, region and national awards.
- d) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 11. Newsletter Editor and Public Relations Chair

The Newsletter Editor and Public Relations Chair shall:

- a) prepare and distribute at least four (4) newsletters per year to the members of the Section.
- b) provide consistent communication channels and resources to carry Section member and public communications.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 12. Complaint Resolution Chair

The Complaint Resolution Chair shall:

- a) implement the conflict resolution process as specified by the national association.
- b) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 13. Legislation Chair

The Legislation Chair shall:

- a) coordinate the efforts of District Chairs in monitoring information about laws or pending legislation, local, state, or national, which will affect the Section membership.
- b) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

Section 14. District Chair

The District Chair shall:

- a) serve as a member of the Membership Committee and as a member of the Nominations and Awards Committee.
- b) represent ACA members and camps within the state or district at meetings of the Section Board of Directors and Section Committees.
- c) in general, perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors or contained in the job description.

VIII. Committee Membership and Duties

Section 1. Executive Committee

- a) Membership: President, Vice President, Secretary, Finance Chair and President Elect. Section Executive is an ex-officio member.

- b) Duties: The Executive Committee will meet on call, act on behalf of the Board between regular meetings and on other duties as directed by the Board.

Section 2. Membership Committee

- a) Membership: Membership Chair, District Chairs and other members as selected by the committee chair.
- b) Duties: Carry out Board approved Membership Plan for recruiting new members; maintain membership of current members by implementing the provisions of the Board approved Membership Plan and other specific responsibilities as specified in the committee guidelines.

Section 3. Standards Committee

- a) Membership: Standards Chair and other members as selected by the committee chair.
- b) Duties: To coordinate the standards services of the Section and other specific responsibilities as specified in the committee guidelines.

Section 4. Program and Education Committee

- a) Membership: Program and Education Chair and other members as selected by the committee chair.
- b) Duties: To Plan and implement programs and conferences to meet the educational needs of the Section and other specific responsibilities as specified in the committee guidelines.

Section 5. Nominations and Awards Committee

- a) Membership: Nominations and Awards Chair, District Chairs, President-Elect, Past President and other members as selected by the committee chair.
- b) Duties: To plan and execute the election process for all elected officers of the section. To plan and implement the awards program and other specific responsibilities as specified in the committee guidelines.

Section 6. Finance Committee

- a) Membership: Finance Chair, Vice President and other members as selected by the committee chair.
- b) Duties: To monitor all financial activities, transactions and accounting of the Section. To organize and carry out fund raising efforts within the section to support causes identified by the Board such as scholarships for attending educational events. To implement the financial policies as approved by the Board and to make recommendations for changes as needed and other specific responsibilities as specified in the committee guidelines.

Section 7. Personnel Committee

- a) Membership: President serves as chair with the Executive Committee as members plus other members as selected by the committee chair. The Section Executive will not serve on this committee.
- b) Duties: To oversee the recruitment, employment, performance and evaluations of the Section employees according to the personnel policies established by the ACA National Association. To make recommendations to the Section Board of Directors on employment matters and other specific responsibilities as specified in the committee guidelines.

Section 8. Other committees, task forces and ad hoc committees may be formed by the President or the Board as needed to accomplish the goals of the organization and/or the Section. If the Newsletter Editor/Public Relations Chair, Complaint Resolution Chair, Legislation Chair or any other Board member has need for a committee or special task force, those members can be selected by the chair or Board member.

IX. Parliamentary Procedure

All meetings of this organization shall be governed by parliamentary law, as set forth in Robert's Rules of Order, latest version.

X. Fiscal Year

The fiscal year of the Section shall commence on July 1st and end on June 30th of each year.

XI. Amendments

These By-Laws may be amended by an affirmative vote of two thirds of the members present at a regular meeting or special meeting called for this purpose at which a quorum is present, and provided that the amendment shall have been reviewed by the Section Board of Directors and the American Camping Association, Inc.. Amendments must be proposed at a previous meeting and distributed to the membership at least two (2) weeks prior to the date of the meeting in which such amendment is to be considered and voted upon.

XII. Dissolution

This section shall have continued existence as long as a charter from ACA is held by the section. This Section shall be terminated if its charter is revoked. In the event the Board of Directors on behalf of the membership of the Section or the membership of the Section dissolves the Section for any reason, or if the charter is revoked, all assets remaining after the settlement of all outstanding debts and liabilities, will be turned over to the American Camp Association, Inc. to be held in trust until the national board of directors of ACA determines the final disposition in order to further the aims of the organization to continue services to members.