

CONSTITUTION AND BYLAWS

FOR

LIVING WATER MINISTRIES

**A Shared Ministry of the
Lower Michigan Synods of the ELCA**

TABLE OF CONTENTS
for the
Constitution and Bylaws for

Living Water Ministries,
A Shared Ministry of the Lower Michigan Synods of the ELCA

	PREAMBLE.....	P 2
Chapter 1	NAME AND INCORPORATION ..	P 2
Chapter 2	AFFILIATION	P 3
Chapter 3	PURPOSE.....	P 3
Chapter 4	PROPERTY OWNERSHIP AND AUTHORITY	P 3
Chapter 5	BOARD OF DIRECTORS	P 4-5
Chapter 6	OFFICERS	P 6
Chapter 7	deleted	
Chapter 8	FINANCIAL MATTERS	P 6
Chapter 9	INDEMNIFICATION	P 6
Chapter 10	BYLAWS AND AMENDMENTS ..	P 6
Appendix.....		P 7
Index		P 8

PREAMBLE

In the name of the Father and the Son and the Holy Spirit. We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the word, administer the Sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions.

Chapter 1.

NAME AND INCORPORATION

1.01. The name of this corporation shall be Living Water Ministries, A Shared Ministry of the Lower Michigan Synods of the ELCA.

1.02. For the purposes of this constitution and the accompanying bylaws, Living Water Ministries, A Shared Ministry of the Lower Michigan Synods of the ELCA is hereafter designated as "this corporation" or "the corporation".

1.11. This corporation shall be incorporated under the laws of the State of Michigan.

1.21.01 This corporation shall maintain offices In the State of Michigan.

"The provisions of the constitution and the bylaws which pertain to the same matter have been placed together.

Major sections are designated as chapters. The chapters are numbered 1 through 10.

Constitutional provisions are codified with two sets of numbers. The chapter number and two-digit number preceding the second period in the codification. Thus one constitutional provision relating to the Board of Directors is codified 5.02.

Bylaw provisions are codified with three sets of numbers, the chapter number, the related constitutional provision number, and a two-digit number. Thus one bylaw provision related to the Board of Directors and its meetings is codified 5.05.02.

Chapter 2.

AFFLIATION

2.01. This corporation is formed by The North/West Lower Michigan Synod and The Southeast Michigan Synod (the “synods”) of the Evangelical Lutheran Church in America (“the church” or “ELCA”) pursuant to **S 11.04.06. and **S11.02.05. of the synods’ bylaws as the Camp Board having responsibility for the Camp Ministry of the synods in the lower peninsula of Michigan.

““See Appendix.

Chapter 3.

PURPOSE

3.01. This corporation is a ministry of Gospel proclamation committed to the fellowship and spiritual growth of individuals, the care of the environment, the support of our neighbors in crisis, and the support of congregations as extensions of their ministry.

We are both a ministry of Lutherans in Michigan, as an expression of the church and an outreach to all people.

We provide Christ-centered programs. We provide opportunities to develop an awareness of the environment. We seek to develop new services in areas such as: community growth, education, individual development, family and community support. We promote nurturing of the staff. We seek consultation with congregations. We provide well-kept facilities to enable this ministry.

This corporation is organized and operated exclusively for religious, educational, charitable and public welfare purposes.

Chapter 4.

PROPERTY OWNERSHIP AND AUTHORITY

4.01. This corporation owns the camping properties of Stony Lake and Michi-Lu-Ca, together with any additional property which this corporation may acquire from time to time. In addition, this corporation serves as the outdoor and retreat ministries organization for the synods.

4.02. Regardless of the source from which funds or assets are received, the use and control thereof shall be determined by the Board of Directors.

4.03. If this corporation ceases to exist, title to undisposed property shall pass to the synods or their successor(s) as provided in its Articles of Incorporation.

4.04. This corporation shall have the power, among other powers conferred upon Michigan nonprofit corporations and consistent with its Articles of Incorporation, to purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use, and otherwise deal in and with, real or personal property, or an interest therein, wherever situated, either absolutely or in trust and without limitation as to amount or value, and to sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge, or create a security interest in, any of its property, or an interest therein, wherever situated.

Chapter 5.

BOARD OF DIRECTORS

5.01 There shall be a Board of Directors consisting of the Bishop of each Synod, up to three representatives from each synod, and a member of the Episcopal Diocese of Michigan. Each representative shall be appointed by their respective Bishop, and serve a three year term, each representative may succeed him or herself once.

5.01.01 All authority of this corporation shall be exercised by or under the direction of the Board of Directors in a manner consistent with ELCA's and Synod's respective Constitutions and Bylaws and this corporation's Constitution and Bylaws.

5.02. The functions of the Board of Directors shall be:

- a. To own, operate and maintain the camping properties of Stony Lake, and Michi-Lu-Ca in the State of Michigan; and such other property as may be added from time to time, for the synods.
 - (i) The Board shall provide for and supervise property management, maintenance, procedures and risk management, and other responsibilities as pertain to the property.
 - (ii) The Board shall advocate accreditation of outdoor and retreat ministries.
- b. To direct and/or oversee the financial aspects of the corporation's ministry including:
 - (i) Budget development and maintenance.
 - (ii) User Fees.
 - (iii) Independent Annual Audit.
 - (iv) Synod allocations requests.
 - (v) Gifts from individuals/congregations.
 - (vi) Grants from foundations.
 - (vii) Insurance review, selection and management.
 - (viii) Investments.
 - (ix) Coordination of all solicitation programs.
 - (x) Approval and coordination of major appeal campaigns.
 - (xi) Such other funds as may become available
- c. To provide for the adequate staffing of the corporation's ministry, including:
 - (i) The hiring, or dismissal, of an executive director, camp directors, maintenance, or other staff as needed.
 - (ii) The establishment of policies and procedures and the monitoring of those policies and procedures, making certain they are consistent with the synods' constitutions and bylaws and comply with state laws.
 - (iii) The drawing up and supervision of Job descriptions and the conduct of search committees and selection procedures.
 - (iv) Advocating certification of directors, In accordance with the guidelines of the ELCA and ACA.
 - (v) Encouragement of resource people for outdoor and retreat ministries programs.
 - (vi) An annual review of the executive director.
 - (vii) The nurturing of staff.

d. To receive, review, and approve or modify outdoor ministry programs. e. To promote outdoor and retreat ministry by:

- (i) Interpreting outdoor and retreat ministry to the synods.
- (ii) Identifying and encouraging congregations that relate to particular outdoor and retreat ministry programs.
- (iii) Formulating and implementing marketing and public relations.

f. To formulate and Implement long-range planning for outdoor and retreat ministry in Michigan.

g. To engage in regional planning with other outdoor and retreat ministry boards.

h. To present an annual report to the synods.

i. To perform such other functions as are set forth in the bylaws. In order to carry out these responsibilities the Board may establish such committees as needed.

5.02 DELETED IN ENTIRITY

5.03. No elected member of the Board of Directors shall receive compensation for such services.

5.04. The Board of Directors shall establish and maintain a policy and procedures manual.

5.05.01 Meetings of the Board of Directors shall be held at such times and places as the Board may from time to time determine. Action by the Board of Directors may be taken by unanimous consent resolutions of the Board of Directors or at a meeting of the Directors.

5.05.02 DELETED IN ENTIRITY

5.05.03 The Board of Directors may hold its meetings in such place or places in the State of Michigan or without the State of Michigan at Region VI meetings as the Board from time to time shall determine.

5.05.04 A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting of the Board at which a quorum is present shall be the act of the Board; provided, however, the hiring or dismissal of the Executive Director or the purchase, sale or transfer of real estate shall require a vote of two-thirds (2/3) of all members of the Board of Directors. Attendance of a member at a meeting constitutes a waiver of notice thereof except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawful or valid. If at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting to another time, date and/or place. At any such rescheduled meeting, the members then present shall constitute a quorum for the transaction of business.

5.05.05 DELETED IN ENTIRITY

5.05.06 A member of the Board of Directors who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as secretary immediately after the adjournment of the meeting. It shall be the duty of the secretary to record such dissents in the corporate minutes at the appropriate place. Such right to dissent shall not apply to a member who voted in favor of such action.

5.05.07 DELETED IN ENTIRITY

5.05.08 All Board of Directors meetings shall be governed by Roberts Rules of Order, latest edition.

Chapter 6:

OFFICERS

6.01 Officers: The Board of Directors may, but is not required to, appoint officers, agents and committees to act on behalf of this corporation, Such individuals shall serve at the pleasure and under the direction of the Board of Directors

Chapter 7 DELETED IN ENTIRITY

Chapter 8.

FINANCIAL MATTERS

8.01. The fiscal year of the corporation shall be February 1 to January 31. The audit year shall match the fiscal year.

Chapter 9.

INDEMNIFICATION

9.01. To the full extent permitted from time to time by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the church, by reason of the fact that such person is or was a member of the Board of Directors, officer, employee, agent or member of any committee of this corporation shall be indemnified against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses, Including attorneys' fees and disbursements, Incurred by the person in connection with the proceeding. The indemnification provided by this section shall continue as to a person who has ceased to be a member of the Board of Directors, officer, employee, agent or member of a committee of this corporation and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

9.02. This corporation may purchase and maintain insurance on behalf of a person who is or was a member of the Board of Directors, officer, employee, agent. or member of a committee of this corporation against any liability asserted against and incurred by the person in or arising from that capacity, whether or not this corporation would have been required to indemnify the person against the liability under the provisions of the constitution of this synod.

Chapter 10.

BYLAWS AND AMENDMENTS

10.01 This constitution may be amended by the corporation with a two-third (2/3) vote of the members of its Board of Directors, at any regularly called meeting, and with concurrence of the synods, through their constitutional procedures. Notification in writing shall be made to all Board members, of a proposed amendment. ten (10) days prior to the meeting at which an amendment is to be voted upon.

10.01.01 This corporation may adopt bylaws not in conflict with this constitution. Such bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote of the members present and voting.

APPENDIX

REFERENCE: Section 2.01

The Constitution of the Southeast Michigan Synod, ELCA

S 11.04.06. The Southeast Michigan Synod join together with the North/West Lower Michigan Synod to form a Michigan non-profit corporation that will have responsibility for camping, retreat, and conference ministries in the lower peninsula of Michigan. The Synod Council shall appoint the Bishop and one other to serve on its board of directors.

Adopted at SE Synod Assembly April 30- May 1, 2005

AND

The Constitution of the North/West Lower Michigan Synod, ELCA

S 11.04.06. The North/West Lower Michigan Synod joins together with the Southeast Michigan Synod to form a Michigan non-profit corporation that will have responsibility for camping, retreat, and conference ministries in the lower peninsula of Michigan. The Synod Council shall appoint the Bishop and one other to serve on its board of directors.

Adopted at NW Synod Assembly May 2005

INDEX

Adoption of Bylaws	10.01.01	p 6
Amendment of Constitution.....	10.01	p 6
Compensations for Board Members	5.03	p 5
Fiscal Year	8.01	p 6
Meetings of Board of Directors	5.05.01	p 5
Ownership of Property	4.01	p 3
Policy and Procedures Manual	5.04	p 5
Power to buy, sell, etc.....	4.04	p 3
Quorum	5.05.04	p 5
Responsibility for		
Camp Ministry	2.01	p 3
Outdoor and retreat ministries		
for synods	4.01	p 3
Roberts Rules of Order	5.05.08	p 5
Terms of Service	5.01	p 4