

ARTICLES OF INCORPORATION OF THE CAMP CUYUNA ALUMNI ASSOCIATION

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE 1

NAME

The name of this corporation shall be the Camp Cuyuna Alumni Association (CCAA).

ARTICLE 2

REGISTERED OFFICE ADDRESS

The principle office of the CCAA shall be the following:

Camp Cuyuna Alumni Association
12548 Dewdrop Lane
Crosslake, MN 56442

The CCAA may have such other offices as may from time to time be designated by its board of directors.

ARTICLE 3

PURPOSE

This corporation is organized exclusively for charitable and educational purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the CCAA shall be as follows:

- To promote social activities for the members of the Association as to sponsor fellowship among former and current staff members of Camp Cuyuna.
- To disseminate information about the members and Camp Cuyuna by means of such devices as mailing lists, newsletters and updates to encourage communications between members and keep members informed about the current status of Camp Cuyuna.
- To be of service and support to Camp Cuyuna as deemed appropriate by the members of the Association.

ARTICLE 4

EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- (1) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- (2) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (3) Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE 5

MEMBERSHIP

(1) Active Members.

Active members are defined as those persons who have paid their annual Association dues.

(2) Staff Members.

All persons who have served or are serving on the staff of Camp Cuyuna shall be eligible to become members of the Association, provided that they pay their annual dues and satisfy any other requirements imposed by the board of directors.

(3) Associate and Honorary Members.

The board of directors may select associate and honorary members. Candidates for associate or honorary CCAA membership must meet the following requirements:

- Associate and honorary members must have demonstrated continued service to Camp Cuyuna.
- Associate and honorary members must be nominated by a CCAA board member.
- Associate and honorary members must be approved by at least 75% of all board members.
- Associate members must be willing to pay CCAA dues and become active CCAA members.
- Honorary members will become lifetime members, with dues waived in perpetuity.

Associate and honorary members will receive all privileges of regular CCAA members, with the exception that they will be non-voting members. While they are non-voting members, associate and honorary members are encouraged to participate in all CCAA meetings and to share their opinions and ideas.

(4) Voting by Members.

Each active member, with the exception of associate and honorary members, shall be entitled to one vote in the affairs of the Association. Proxy voting is not permitted.

(5) Statement of Inclusiveness.

The CCAA subscribes to the following practices:

- The CCAA and its parent organization are tolerant of human differences. Among other ways, Scouting teaches tolerance of various beliefs through adherence to its Oath and Law.
- The CCAA promotes the opportunity for youth to associate with leaders, who, by example and other means, encourage positive mental, physical, moral, ethical, and character development in youth.
- The CCAA asks its members or those who seek to be members to subscribe to its programs, policies, and standards in support of Scouting's mission. The CCAA reserves the right to exclude a member if his or her behavior becomes publicly inappropriate.
- The CCAA does not permit its organization to be used as a vehicle to promote any personal, political, social, or other agenda that is inconsistent with Scouting's mission.
- The CCAA follows applicable laws and regulations dealing with members' rights and the fair treatment of all people.

ARTICLE 6

DUES/DONATIONS

(1) Annual dues will be required for membership in the CCAA. Annually, the board of directors shall determine the membership dues for the following year. The annual membership period will start on July 1 and run through June 30 of the following year.

(2) Dues are initially established at the rate of \$10.00 per year. However, dues for current staff members of Camp Cuyuna are initially established at the rate of \$0.00 per year.

(3) The board of directors may establish special dues for certain categories of members and modify the annual membership period as deemed necessary.

(4) Annual dues entitle each member to the following:

- Receive all CCAA correspondence (e.g., website, newsletters, updates, members lists, mailings.).
- Participate in all CCAA events (e.g., work weekends, dinners, reunions, camp-outs).
NOTE: BSA membership and additional fees might be required for certain events, such as overnight stays at Camp Cuyuna and its Family Camp. Members will be required to pay the current fees for any camping or other services used, adhere to all camp policies and procedures, and ensure that their use of the camp does not interfere with normal camp operations.

(5) The Association may also establish programs to allow its members to make special donations to Camp Cuyuna.

ARTICLE 7

FINANCIAL MATTERS

(1) CCAA Funds.

All dues, contributions, and other funds received by the Association will be deposited into the bank account of the Camp Cuyuna Alumni Association.

(2) Expenditures.

To make any expenditure of Association funds, two authorized signatures will be required on an official check from the Camp Cuyuna Alumni Association bank account. Authorized check signers will be (a) any member of the CCAA board of directors and (b) any designee approved by the CCAA board of directors (for example, the Camp Cuyuna Ranger, Camp Director, Program Director, or a CCAA volunteer).

ARTICLE 8

CCAA MEMBER MEETINGS

(1) Annual Meeting.

There shall be an annual meeting of the CCAA. The board of directors shall determine the time and place of the meeting. Notice of the meeting will be provided to all active members at least twenty (20) days before the meeting. Business at the meeting shall include the election of certain officers, election of members of the board of directors, a member open forum to allow members to voice any issues or concerns, and such other business as the board of directors determines shall come before the meeting.

(2) Other Meetings.

The board of directors may call other meetings of the CCAA, as it deems necessary, provided at least seven (7) days notice of such meeting is given to all members.

(3) Quorum.

The quorum requirement for conducting business at any member meeting of the CCAA will be the presence of 10% of the active membership of the Association. Each active member shall be entitled to one vote in the affairs of the Association. Proxy voting is not permitted. The CCAA will act by a simple majority of the present members. The board of directors will break all tied votes.

ARTICLE 9

BOARD OF DIRECTORS

(1) Board of Directors.

A board of directors shall govern the CCAA. No director shall have any right, title, or interest in or to any property of the corporation. The board shall have twelve (12) members. The board of directors will consist of the elected president, nine (9) elected directors, the current Camp Cuyuna Director as an Ex Officio Director, and the current Camp Cuyuna Ranger as the Twin Valley Council Liaison, for twelve (12) members in total. The Association will strive

to have broad representation on the board of directors so that all eras of staff members will be represented on the board. All elections will be held as part of the annual member meeting.

- (2) The terms of all elected members will be three (3) years. The interim president will be appointed to a one-year term, after which a president will be elected for a term of three (3) years. As of June 22, 2002, the interim president will be Doug Raney, 5158 Lincoln Drive, Edina, MN 55436.

Nine (9) interim directors will be appointed with three one-year seats, three two-year seats, and three three-year seats, after which three (3) directors will be elected each year for a term of three (3) years. As of June 22, 2002, the interim board of directors will be as follows:

One-Year Terms

Pat Kunkel, 804 Cedar Ave, Albert Lea, MN 56007

Rich Gilbertson, 1518 20th Ave NE, Rochester, MN 55906

Scott Poppe, 1315 Lucia, Fairmont, MN 56031

Two-Year Terms

Lowell Johnson, 434 Wheeler Ave, North Mankato, MN 56002

Steve Knuth, 115 W 3rd #11, Frost, MN 56033

Eric Raney, 3031 Ewing Avenue S, Minneapolis, MN 55416

Three-Year Terms

William Groskreutz, 265 Balsam Drive, Foley, MN 56329

Don Halverson, 12548 Dew Drop Lane, Crosslake, MN 56442

Travis Back, 1038 Thompson Ravine Rd, Mankato, MN 56001

- (3) Board Operating Procedures.

A majority of the board shall be the quorum requirement for a board meeting. The board will act by a simple majority of the members present at a meeting. The board will determine the ways by which a board member may be considered "present" (e.g., the Internet, conference calling, or any other method where live interaction and discussion can be achieved). The board may fill vacant board positions and elected offices until the next annual meeting of the CCAA. Proxy voting is not permitted.

ARTICLE 10

OFFICERS AND COMMITTEES

- (1) The president shall appoint the following officers from the board of directors as per Article 9:

- Secretary. The interim Secretary will be Pat Kunkel.
- Treasurer. The interim Treasurer will be Steve Knuth.
- Vice-President: Social. The interim Vice-President: Social will be Scott Poppe.
- Vice-President: Membership and Nominations. The interim Vice-President: Membership and Nominations will be William Groskreutz.

- Vice-President: Service and Support. The interim Vice-President: Service and Support will be Lowell Johnson.

The president may appoint other officers as deemed necessary.

(2) The CCAA will have the following standing committees:

- Social Committee
- Membership and Nominations Committee
- Service and Support Committee

The corresponding Vice-Presidents will chair the committees. The Vice-Presidents and board of directors can appoint any member of the CCAA to serve on a committee. The board of directors may establish such other committees and appoint committee chairmen, as it deems appropriate.

ARTICLE 11

BYLAWS

Bylaws for the CCAA may be adopted and amended by a majority vote of the board of directors, or by a majority vote of members if deemed necessary by the board of directors.

ARTICLE 12

AMENDMENT OF ARTICLES

These Articles may be amended, in whole or in part, by a majority vote of the board of directors, or by a majority vote of members if deemed necessary by the board of directors.

ARTICLE 13

DURATION/DISSOLUTION

The duration of the corporation existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 14

PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of debts or obligations of this corporation.

ARTICLE 15

INCORPORATORS

The Articles of Association that formed this association were ratified and adopted by the following founders of the CCAA to be effective as of the 22nd day of June 2002:

Chuck McMahon, Chuck Gilbertson, Chuck Sohn, Don Halverson, Doug Raney, Ed Borchardt, Eric Raney, Eric Roers, Glenn Schalk, Harlan Logeman, Jeff Kunkel, Jim Kagermeier, Jim Menton, Keith Fitzpatrick, Lowell Johnson, Pat Kunkel, Patti Cole, Quintin Pettigrew, Rich Gilbertson, Ryan Roers, Scott Poppe, Steve Knuth, Travis Back, William Groskreutz

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this June 11 of 2004.

Signature (President: Doug Raney, 311 Harrison Avenue South, Edina, MN 55343-2032)

Signature (Vice-President, Social: Scott Poppe, 1315 Lucia, Fairmont, MN 56031)

Signature (Vice-President, Membership & Nominations: William Groskreutz, 265 Balsam Drive, Foley, MN 56329)

Signature (Vice-President, Service & Support: Lowell Johnson, 434 Wheeler Ave, North Mankato, MN 56002)

Signature (Treasurer: Don Halverson, 12548 Dew Drop Lane, Crosslake, MN 56442)

Signature (Director: Travis Back, 1245 Lake St, North Mankato, MN 56003)

Signature (Director: Keith Fitzpatrick, 201 South Ave West, Truman, MN 56088)

Signature (Director: Jon Morrill, 355 Cardinal Dr, Mankato, MN 56001)

Signature (Director: Jeff Kunkel, Box 494, Mapleton, MN 56065)

AMENDMENT 1

All persons who have served on the staff of Camp Luck shall be eligible to become members of the Association, provided that they pay their annual dues and satisfy any other requirements imposed by the board of directors. The old Cedar Valley Council ran Camp Luck in Luck, Wisconsin. It was the pre-cursor to Camp Cuyuna and was closed when Camp Cuyuna was opened.

This Amendment was proposed by *Pat Kunkel (1982-86, 88-91, 99)* at the annual members meeting held on June 13, 2003, and it was adopted with unanimous approval.

AMENDMENT 2

The CCAA will officially take on non-profit status and become an independent non-profit organization that is no longer part of the Twin Valley Council.

This Amendment was proposed at the executive board meeting held on March 6, 2004, and it was adopted with unanimous approval.

The original "Articles of Association" have been renamed "Articles of Incorporation," and Articles 1, 2, 3, 4, 9, and 13 have been revised and Articles 14 and 15 have been added to reflect this Amendment.

AMENDMENT 3

The CCAA will remove its funds from the Twin Valley Council bank account and deposit the funds in a new bank account that the CCAA will create and manage exclusively, using the name "Camp Cuyuna Alumni Association."

This Amendment was proposed at the executive board meeting held on March 6, 2004, and it was adopted with unanimous approval.

Article 7 has been revised to reflect this Amendment.

AMENDMENT 4

The board of directors may select associate and honorary members.

This Amendment was proposed by *Bill Groskreutz (1986-91)* at the April 17, 2004 CCAA board meeting, and it was adopted with unanimous approval.

Article 5 has been revised to reflect this Amendment.
