

**BYLAWS OF
HEARTLAND ECUMENICAL CAMINO, INC**

A Missouri Not For Profit Corporation

ARTICLE I; MEMBERSHIP

- 1.1 **QUALIFICATIONS:** The Corporation shall have one class of members. All persons satisfying the following qualifications shall be eligible for membership in the corporation upon registration with the Corporate Secretary:
- (a) Completed a Cursillo or Camino weekend sponsored by the corporation or the completion of a similar weekend sponsored by an organization recognized by Heartland Ecumenical Camino Secretariat, a/k/a Board of Directors and
 - (b) Associated with a church recognized by the Heartland Ecumenical Camino Secretariat as having theological views compatible with the purposes of Camino.
- 1.2 **Dues:** There shall be no annual or periodic assessments.
- 1.3 **Resignation :** A member may resign from the corporation by delivering his written resignation to the Secretary of the corporation at its principal office. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.
- 1.4 **Meetings:** Meetings of the membership may be held at any time and at any place, either within or without the state of Missouri as designated by the Secretariat, a/k/a Board of Directors. General meetings shall be known as “Consunos”. The time, date, place, and location of such meetings shall be communicated to the membership at least 30 days in advance of any meeting. At any meeting of the members, a Quorum shall consist of the members present.
- 1.5 **Voting:** Each member shall have one vote for election of representatives to the Secretariat.

ARTICLE II: SECRETARIAT A/K/A BOARD OF DIRECTORS

- 2.1 **General Powers:** The property, affairs, and business of Heartland Ecumenical Camino shall be controlled and managed by the Board of Directors, which shall be known as the Secretariat.

2.2 Number of Representatives: The Secretariat shall consist of three non-Weekend Committee representatives at the time of their election, and who are active in the corporation. These representatives will be selected from members who have been active in the corporation for a minimum of three years and have worked a minimum of four weekends; one representative selected from the Pastors Committee and three representatives elected from the membership of the Weekend Committee.

2.3 Proxy: Any representative to the Secretariat may vote either in person or by written proxy, which shall be in writing and filed with the Secretary of the corporation or other person responsible for recording the proceedings of the meeting.

2.4 Election of Representatives: Each year, the Weekend Committee and Community shall each elect one member to serve on the Secretariat. Every other year (on even numbered years) the Pastors Committee will select one member to serve on the Secretariat. Representatives from the Weekend and Pastors Committees will be elected at the first meeting of the year. Representatives from the Community will be elected from a list of candidates developed by the Secretariat, by a mail vote in December of each year. No more than two lay members of the Secretariat can be from the same congregation

2.5 Tenure: Each member elected from the Weekend Committee and Community will serve a three-year term. Each member elected from the Pastors Committee will serve a two year term. (Except the first year where one, two and three year positions will be filled from the Weekend Committee and Community.)

2.6 Quorum: At any meetings of the Secretariat, five representatives then in office shall constitute a quorum.

2.7 Regular Meetings: The Secretariat shall meet before each Camino weekend. All regular meetings shall be open to all members of the Corporation.

2.8 Special Meetings: Special meetings of the Secretariat shall be held at any time and at any place when called by the President of the corporation upon ten days notice of the time, place, and date by mail, e-mail, telephone or oral announcement at a prior meeting.

2.9 Action by Writing, Electronic or Telephonic Conference: Any action required or permitted to be taken at any meeting of the Secretariat may be taken without a meeting of all the members of the Secretariat provided that a majority or the Secretariat Representatives consent to the action in writing, e-

mail or by oral consent via telephone and written contents are filed or a recording of the telephonic conference is made.

ARTICLE III OFFICERS

- 3.1 **Officers:** Officers of Heartland Ecumenical Camino, Inc. shall consist of the President, known as the “Rector”, the Vice President, known as the “Vice-Rector”, the Secretary, and the Treasurer.
- 3.2 **Election:** The officers shall be elected by a majority vote of Secretariat members during their first meeting of the year.
- 3.3 **Tenure:** The officers shall serve until the election of their successors.
- 3.4 **Removal:** Any officer may be removed by a majority vote of the Secretariat if deemed by the Secretariat in the best interest of the Secretariat upon a majority vote and may be replaced by the Secretariat upon the resignation, disqualification, or death of the officer by a majority vote of the Secretariat.
- 3.5 **Rector:** The President will be known as Rector. The Rector shall be the chief executive officer of the corporation and, subject to the control of the Secretariat, shall have general charge and supervision of the affairs of the corporation. The Rector shall preside at all meetings of the membership and exercise such additional powers as from time to time may be assigned to the Rector by the Secretariat. The Rector may not serve for more than two consecutive years in such capacity and the Rector’s successor may not be from the same congregation to which the Rector belongs or is associated.
- 3.6 **Vice-Rector:** The Vice-Rector shall have such duties and powers as the Secretariat shall determine. At the request of the Rector, or in the event of the Rector’s absence, disability, or refusal to act, the Vice Rector shall perform all the duties of the Rector and when so acting shall have all the powers of and be subject to all the restrictions upon the Rector. Each Vice-Rector shall have such powers and discharge such duties as may be assigned to the Vice-Rector from time to time by the Rector or the Secretariat. The Vice-Rector shall not belong or be associated with the same congregation to which the Rector is a member or associated.
- 3.7 **Secretary:** The Secretary shall record and maintain records of all proceedings of the membership or Secretariat; act as custodian of the records of the corporation and of the Secretariat and of its corporate seal and shall affix the seal to all documents, the execution of which, on behalf of the corporation, shall have been duly authorized. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by

law to be kept or filed are properly kept and filed. The Secretary shall communicate with the Registered Agent of the corporation regarding meeting minutes and bylaw amendments. The Secretary shall further perform such other duties and have such other powers as may from time to time be assigned to the Secretary by the Rector of the Secretariat. The Secretary shall further keep records of the names and addresses of all members of the corporation.

3.8 Treasurer: The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer will have supervision of the funds, securities, receipts and disbursements of the corporation; cause all monies and valuable effects of the corporation to be deposited in its name and to its credit at such depositories shall be selected by the Secretariat. The Treasurer shall keep correct books of accounts, proper vouchers, and other papers pertaining to the corporation's business and render to the Rector or the Secretariat, when requested, an account of the financial condition of the corporation and of the Treasurer's transactions. The Treasurer shall perform such other duties and have such other powers as from time to time may be assigned to the Treasurer by the Rector or the Secretariat.

3.9 Other Officers: The Rector shall, with the approval of the Secretariat, appoint the following additional officers:

- (a) Newsletter Editor – To edit the newsletter distributed to members.
- (b) Quartermaster – To keep, inventory and order supplies.
- (c) Chairperson of the Weekend Committee.
- (d) Chairperson of the Pastors Committee.
- (e) Chairperson of Fourth Day Committee.
- (f) Chairperson of Hospitality Committee.
- (g) Chairperson of Participant Selection Committee.
- (h) Librarian

Each of these additional officers shall be a non-voting officer of the Secretariat unless duly elected as described above.

3.10 Vacancies: If the office of any officer becomes vacant, the Secretariat may elect a successor for the unexpired term.

3.11 Personal Liability: The members, director and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE IV: COMMITTEES

- 4.1 Committees:** The following committees are established:
Weekend Committee, Pastors Committee, Quartermaster Committee, Participant Selection Committee, Fourth Day Committee, and Hospitality Committee.
- 4.2 Weekend Committee:** The Weekend Committee shall consist of all members of the corporation who have served as weekend Rectors for Camino Weekends sponsored by the corporation or who have served as weekend Rectors for Camino Weekends sponsored by other Camino/Cursillo organizations recognized by the Secretariat. In addition to such members, the Rector and one representative from the Pastors Committee shall be a member of the Weekend Committee. The committee shall meet as required by the chairperson or the Secretariat and shall be responsible for the format, content and script of Camino Weekends with the consent of the Secretariat. The committee shall also be responsible for selecting weekend Rectors for Camino Weekends by the corporation. The committee shall also set the dates and locations for Camino Weekends with the advice and consent of the Secretariat.
- 4.3 Pastors Committee:** The committee shall consist of all members of the corporation who are members of the clergy or are ordained to perform pastoral and sacramental functions of the Universal Christian church. The committee shall meet as required by the Secretariat or chairperson of the committee. The Committee shall make recommendations to the Secretariat and the Weekend Committee of pastoral concerns regarding the operation of the corporation. The committee shall review applications from churches to join regarding their theological views.
- 4.4 Quartermaster Committee:** The committee shall consist of three to five members who are appointed by the Rector with the approval of the Secretariat for a term of one year. Members of the committee do not need to be members of the Secretariat. The chairperson of the committee shall be the Quartermaster. The committee shall assist the Quartermaster in obtaining and transporting, inventorying and protecting the supplies and property of the corporation. The committee shall also coordinate with the church liaison representatives in transporting supplies to and from Camino Weekends.
- 4.5 Participant Review Committee:** The committee shall consist of five members. The Chair of the committee shall be the Registrar. The Registrar shall receive, review, investigate, select, contact, coordinate and welcome all candidates for membership attending Camino Weekends sponsored by the corporation. If the Registrar needs assistance in determining the approval of an application, the Registrar shall consult other members of the Committee. The Committee shall be composed of the Registrar, the Pastors Committee

Rector, the Rector of the Secretariat, the Vice Rector of the Secretariat, and the Weekend Committee Rector.

4.6 Hospitality Committee: The Hospitality Committee shall consist of one man and one woman who are appointed by the Rector with the approval of the Secretariat for a term of one year. The committee members do not need to be members of the Secretariat. The committee shall assist in preparing, printing and distributing the newsletter. The committee shall inform Camino communities and members of the corporation's activities and serve as the liaison with related Camino movements such as Happening and Impact.

ARTICLE V: MISCELLANEOUS PROVISIONS

5.1 Execution of Instruments:

- (a) Execution of Instruments Generally: All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such Officer or Officers or by such agent or agents of the corporation and in such manner as the Secretariat from time to time may determine.
- (b) Checks, Drafts and Other Documents: All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of the corporation whatsoever, shall be signed by such Officer or Officers or by such agent or agents of the corporation and in such manner as the Secretariat from time to time may determine. Endorsements or instruments for deposit to the credit of the corporation in any of its duly authorized depositories shall be made by rubber stamp of the Corporation or in such another manner as the Secretariat may from time to time determine.
- (c) Proxies: Proxies to vote with respect to shares of stock of other corporations that may be owned by or stand in the name of this corporation may be executed on behalf of this corporation by the Rector, Vice Rector or Secretary or by any other person or persons authorized to do so by the Secretariat.

5.2 Distributions: No part of the income or property of the corporation shall be distributed to the Directors or Officers of the corporation.

5.3 Corporate Seal: The corporate seal of the corporation shall be in the form of a circle and shall bear the name of the corporation as well as the words "Corporate Seal".

5.4 Fiscal Year: Except as from time to time otherwise provided by the Secretariat, the fiscal year of the corporation shall extend from the first day of January to the last day of December of each year, both dates inclusive.

5.5 Amendments: These By-Laws may from time to time be altered, suspended, amended or repealed, or new By-Laws may be adopted at an Annual or Special Meeting of the Secretariat.

- 5.6 Trade Names: The Corporation may operate or transact business under such certain trade names other than its corporate name as may be adopted by the Secretariat.
- 5.7 Loans to Officers Prohibited: No loan shall be made by the corporation to any of its Officers or directors. Any Director of the corporation who votes for or assents to the making of any such loan and any Officer participating in the making of such loan shall be jointly and severally liable to the corporation for the amount of such loan until its repayment.
- 5.8 Waiver of Notice: Whenever any notice is required to be given under the laws of the State of Missouri or under the provisions of the Articles of the Incorporation or there By-Laws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice.
- 5.9 Inspection of Records: All books and records of the corporation may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time provided that advance notice is given the Secretary of the corporation.

Adopted _____

Rector

Attest:

Secretary