



## SOUTHERN CALIFORNIA NEVADA CONFERENCE, UNITED CHURCH OF CHRIST

Our mission is to embody a covenant of extravagant Christian love  
that empowers leaders, congregations, and communities in pursuit of a just world.  
Loving Community    Building the Future    Seeking Justice    Equipping Leaders

### **SCNCUCC Special Conference Meeting – September 24, 2022 (Zoom)** **Pilgrim Pines Camp Transition – Approval of Bylaws & Election of Board**

Conference Moderator, Andy Schweibert, called the meeting to order at 9:01 AM.

Acting Conference Minister, Kris Bergstrom, opened the meeting with a prayer.

#### **Quorum & Procedures**

- Notice, as required, was sent out 30 days prior to the meeting
- A quorum was met - 130 registrants (109 delegates), all associations represented, Zoom limited attendance at 100 (but requirements for a quorum were still met)

#### **Transition Team Report**

Edith Guffey introduced the Pilgrim Pines Transition Team (Petra Malleis-Sternberg, Jude Johnson, Rich Fluechtling, and Phil Jenkins) and thanked them for their work. She explained what has brought the conference to this moment:

- Decision was made to end the contract with UCCR
- Research was done on how to proceed (including contacting other conferences, camps, etc.)
- Received a strong recommendation to establish a separate board of directors and a separate budget
- Pilgrim Pines Camp has always been a separate entity, but prior to this point has not had a separate board, budget, etc.

**Motion to adopt the restated bylaws for Pilgrim Pines Camp (attached below):** Rich Fluechtling

**Second:** Wally Hoeger

**Vote:** Approved (97% yes, 3% abstain, 0% no)

Discussion: question was asked – what is GAAP? (generally accepted accounting procedures); suggestion made to re-word to include all IRS requirements.

**Motion to elect the slate of nominated Pilgrim Pines Camp Board Members (Candice Hubbard, Phil Jenkins, Meehan Rasch, Jenny Penner, Jude Johnson, Jen Folger, Petra Malleis-Sternberg, Rich Fluechtling, Tracey Brown):** Tom Mason

**Second:** Neal Washburn

**Vote:** Approved (97% yes, 3% abstain, 0% no)

Several members of the new Pilgrim Pines board introduced themselves (bios were also sent out in advance of the meeting).

Edith Guffey introduced the new Executive Director of Pilgrim Pines Camp, Tracey Brown, and Tracey briefly introduced herself.

Edith offered special thanks to the transition team for their work to this point and their ongoing work as this new phase of the transition unfolds.

Tracey Brown closed the meeting in prayer.

Kris Bergstrom noted the conference's continued commitment to the camp.

The meeting was adjourned at 9:36 AM.

Submitted by,

Susan Bjork, Secretary  
Southern California Nevada Conference of the United Church of Christ

THE BYLAWS  
PILGRIM PINES CAMP, UNITED CHURCH OF CHRIST  
A California Nonprofit Religious Corporation

**Article I: NAME**

The name of this corporation is Pilgrim Pines Camp, United Church of Christ.

**Article II: DEFINITION**

1. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public educational and charitable purposes.
2. Pilgrim Pines (The Camp) is missional partner of the Southern California Nevada Conference of the United Church of Christ (SCNC UCC).
3. The principal office of The Camp is located at 39570 Glen Road, Yucaipa, CA 92399.

**Article III: PURPOSE**

1. The Camp shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or comparable provision of any future federal revenue law). Its specific purposes shall include supporting the Southern California/Nevada Conference of the United Church of Christ (SCNC UCC) in operation of a religious and educational retreat and conference center to provide facilities and services for outdoor ministries, educational activities and spiritual renewal for children, youth, individuals, and families of the Conference, of individual churches of the Conference, and of churches and agencies of other religious denominations. The Camp's facilities and services may also be used by other educational and nonprofit organizations for related educational and retreat purposes. Further, the Camp may offer programs for religious and other education, spiritual renewal, and personal revival to members of churches, organizations, corporations, or the general public.

2. **THE MISSION** Statement of The Camp is:

**We affirm** persons of all ages, sexes, genders, gender expressions, sexual orientations, racial or ethnic backgrounds, socio-economic positions, intellectual, developmental, emotional, and physical abilities, or religious affiliation.

We Seek To

- Provide an inclusive and safe environment for personal and spiritual growth.
  - Nurture community by building personal relationships.
  - Encourage care and concern for all of God's creation.
- 3. OUR VISION is:**
- To be accepting of a diverse population of opinions, beliefs, ideas, and backgrounds.
  - To seek to create a peaceful and healing community in which people learn to cooperate in an inclusive and diverse setting.
  - To encourage a sustainable world through modeling environmentally just practices.

#### **Article IV: BOARD OF DIRECTORS**

1. **General Powers:** *The Camp shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provision of the California Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or comparable provision of any future federal revenue law). The Camp shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of its purposes. No substantial part of the activities of the Camp shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Camp shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.*
2. **Membership, Election and Appointment:**
  - a. *The Board of Directors shall consist of between seven and eleven persons (usually nine persons). One of these persons shall be the Executive Director of Pilgrim Pines Camp, serving as an ex-officio member, with vote. The other ex-officio member, with vote, will be a member of the Pilgrim Pines Board of Directors who is chosen by the Southern California/Nevada Conference Board of Directors. All other Board members will be elected by the current members of the Board.*
  - b. *Board members will have staggered terms, initially lasting 1, 2, or 3 years. A "regular" term will be 3 years long, and a person elected to the Board may serve no more than 7 years total, after which time they must rotate off the Board for at least two years before being considered for election again to the Board.*
  - c. *The majority of members of the Board at any time must be members of churches within the Southern California/Nevada Conference of the United Church of Christ, and they must be chosen with a variety of gifts to support the work of the Camp. The membership of the Board will be comprised of members from throughout the Conference embodying as much as possible the commitment to full inclusion as articulated in the Mission Statement of the Camp.*
  - d. *Any Director of the Camp may at any time be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Camp would be served thereby.*
3. **Responsibilities of The Board of Directors:**
  - a. *The Board of Directors shall have responsibility for the mission and work of The Camp. This shall include fiduciary and legal matters; property oversight; personnel matters related to the Executive Director; strategic planning and evaluation; and*

*any other functions normally performed by the Board of Directors of a non-profit organization. The Board shall approve the budget.*

- b. The Board shall meet at least quarterly in each year, either in-person or by a video or audio meeting in which all members are able to fully participate in discussions and decisions. Meetings may be called by the Board Chair or the Camp Executive Director.*
- c. The Board shall work closely with the Executive Director and shall have the authority to create subcommittees or task teams as desired and needed*
- d. The Board of Directors shall control and order the receipt, investment, and expenditure of all funds of The Camp and disposition of all undesignated benevolences. The Board of Directors or designated personnel approved by the Board may accept gifts on behalf of The Camp and authorize the borrowing of money by The Camp. The Board shall designate officers or other persons who shall have power to sign receipts and checks or orders for withdrawals of funds from banks, savings institutions, and entities where The Camp funds are on deposit. All persons handling funds shall be bonded through insurance coverage.*

4. **Officers.** The officers of the Board of Directors shall be a Chairperson, a Treasurer, and a Secretary, elected annually by the Board.

- a. **Chairperson.** The Chair of the Board shall be the principal executive officer of the Camp. The Chair shall preside at all meetings of the Board of Directors. The Chairperson shall sign, with the Secretary or any other proper officer of the Camp authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Camp; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.
- b. **Treasurer.** The Treasurer shall be responsible for assuring that the Camp's financial performance is clearly understood by the Camp board and that the Camp's accounting procedures meet current GAAP standards. Working with the Camp's Executive Director, the Treasurer shall be responsible for the preparation of annual operating budgets, shall review monthly financial reports (operating statements, including annual and year to date budget comparisons, and balance sheets) as prepared by the Camp's Executive Director, shall interpret said financial reports to the Camp's board, shall represent the board in preparation of annual audits in those years when the board determines an audit is necessary, shall assure that Forms 990 are filed annually with the I.R.S., shall ensure that the Camp complies with government laws and tax regulations, shall monitor the Camp's banking and accounting procedures in an effort to protect against theft and fraud, and in general perform all the duties as from time to time may be assigned by the Chairperson or by the Board of Directors.
- c. **Secretary.** The Secretary shall assure that the Camp's acts are performed in compliance with applicable provisions of the laws of the State of California, particularly the Non-Profit Corporation Act, and shall assure that annual reports are filed with the California Secretary of State. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of

these Bylaws or as required by law; be custodian of the Camp records, and such other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

#### **Article V. EXECUTIVE DIRECTOR POWERS AND DUTIES**

1. **Powers.** The Executive Director, within the parameters of the budget approved by the BOD, shall have power to:
  - a. negotiate the terms of, and execute, purchase agreements for supplies to operate the camps, except as delegated to camp directors;
  - b. negotiate the terms of borrowings and execute loan documents to evidence loans approved by the BOD; and
  - c. determine the salaries of staff.
2. **Duties.** The Executive Director shall be responsible:
  - a. as chief operating officer, for daily operations of Camp facilities and employees, including:
    - 1) supervision, directly or indirectly, of all employees;
    - 2) hiring and firing employees, and
    - 3) regular review of financial transactions and records.
  - b. as chief development officer, for creating and maintaining relationships that may result in financial and volunteer support of the Camp's mission and ministries;
  - c. for reporting significant activities of the Camp to the BOD; and
  - d. for communications with the SCNC UCC and all stakeholders and supporters of the Camp.

#### **Article VI. FISCAL YEAR**

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

#### **ARTICLE VII. PROPERTY RESTRICTIONS**

*Acknowledging that the Articles of Incorporation, Section V requires that upon dissolution of this corporation the remaining assets be distributed to the Southern California-Nevada Conference of the United Church of Christ, the sale of any portion of the property or the use of the property for collateral of any loan is subject to approval of the Southern California Nevada Conference of the United Church of Christ board of directors.*

#### **ARTICLE VIII. DISSOLUTION OF CORPORATION & DISTRIBUTION OF ASSETS**

1. Upon the dissolution of the Camp, assets shall be distributed to the Southern California/Nevada Conference of the United Church of Christ, or to the successor of the

Conference, or, in the event that the Conference or a successor is not then existent, to the national United Church of Christ or its successor, only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or comparable provision of any future federal revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Camp is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article IX: AMENDMENTS**

These Bylaws, except Article VII – Property Restrictions, may be altered or amended, by a majority vote of the Directors at an Annual, Regular or Special Meeting; provided, that notice of the proposed action is given in writing at least two-weeks' notice is provided to the annual, regular, or specially called meeting.

*Any amendments or deletion of Article VII Property Restrictions is subject to approval of the board of directors of the Southern California Nevada Conference of the United Church of Christ.*