

Preamble

World Camp for Kids enriches the lives of children in disadvantaged communities throughout the world. Fun, educational camps build each child's self worth and encourage community pride by raising awareness about locally challenging issues through workshops and games. World Camp for Kids aids in the mission of every community to have happy, educated children with aspirations for the future.

ARTICLE I - NAME, PURPOSE

Section 1: Name. The name of the corporation shall be World Camp for Kids.

Section 2: Purpose. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 503(c)(3) of the Internal Revenue Code. These purposes are:

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 503(c)(3) of the Internal Revenue Code as the same now exists or as it may hereafter be amended. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II - OFFICES

Section 1: Principal Office. The principal office for the transaction of business of the corporation shall be fixed annually by the Board of Directors at the beginning of the fiscal year.

Section 2: Change of Location of Principal Office. The location of the principal office may be changed at any time by majority vote of the Board of Directors.

Section 3: Other Offices. Branches or subordinate offices may be establish at any time by a majority vote of the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Role, Composition, Compensation, Terms, Election.

a. Role of Board of Directors. The Board is responsible for overall policy and direction of the corporation and its committees.

b. Composition of the Board of Directors. The Board shall have up to fifteen and not fewer than five Directors.

c. Compensation. The Directors receive no compensation other than reimbursements for reasonable expenses incurred in performance of their duties as Directors, as approved in advance by the Board.

d. Terms. All Directors shall serve one-year terms, but are eligible for re-election at the end of the fiscal year.

There is no bound on the number of terms any Director may serve.

e. Election. Election of new Directors or election of current Directors to a subsequent term will occur at the end of every fiscal year.

i. Nomination. Any current Director or Sustaining Member (see Article IV) may nominate a new Director

ii. Approval. New Directors will be approved by an unanimous vote of the current Board of Directors and effective at the beginning of the following fiscal year.

Section 2: Meetings.

a. Meeting. The Board of Directors shall meet at least monthly. Each meeting shall be conducted in a manner in which each participant may hear each of the other participants. The meeting shall be called to order by the President, who shall also announce adjournment.

b. Annual Meeting. The date of the regular annual meeting, which is open to Sustaining Members shall be set by the Board of Directors who shall also set the time and place.

c. Electronic Meetings. Electronic meetings shall only be initiated by the President. Each Director shall reply to the said message. The meeting shall adjourn once every Director has responded, the intended business has been transacted and the President sends notification of adjournment.

d. Notification. A meeting announcement shall be issued to all members of the Board of Directors at least forty eight hours prior to the meeting, setting forth the date, time, place and manner of meeting.

e. Quorum. A meeting of the Board of Directors must be attended by a majority of the Directors before business can be transacted or motions made or passed. A meeting at which a quorum is initially present may continue to transact business as set forth by the by-laws, despite the absence of these Directors.

f. Special Meetings. In any case of negligence on the part of the President, the Vice President will call a meeting and proceed with termination consideration and the proceedings outlined in these by-laws.

Section 3: Resignation, Termination and Vacancies.

a. Resignation. Resignation from the Board must be in writing and received by the Secretary.

b. Termination. Any Director demonstrating negligence in regards to their designated duties, causing violations of the policies or of the integrity of the organization or who is nor furthering the mission of World Camp for Kids

may come under review by the remaining members of the Board. If this negligence is deemed excessive during this inquiry the Board or Directors reserves the right to terminate association with the said member by a unanimous vote of the remaining members.

c. Vacancies. When a vacancy on the Board exists, nominations for new Directors shall be made to present Directors in advance of a Board meeting. These nominations shall be sent to all other Directors with the regular Board meeting announcement. A quorum of the remaining Directors shall be present, and a unanimous vote shall authorize the new Director. The new Director shall only carry out the remainder of the previous Director's term, but can also be considered for re-election for the following term.

ARTICLE IV - SUSTAINING MEMBERSHIP

Section 1: Qualification, Approval.

a. Qualifications. Any individual or institution who supports the goals and objectives of this organization as enumerated in the Preamble and who agrees to abide by these by-laws and pay the membership donation is eligible for Sustaining Membership.

b. Approval. The Board of Directors reserves the right to decline membership to any individual or institution.

Section 2: Certificates.

a. Distribution. Every Sustaining Member shall receive a membership certificate certifying his or her membership in the corporation at the time of the initial membership donation.

b. Signature. The certificates shall be signed by the President or a Vice President of the Board of Directors.

Section 3: Sustaining Membership Donations.

a. Payment. Each Sustaining Member shall pay the membership donation at the beginning of the fiscal year.

b. Amount. The Board of Directors shall set the amount of the membership donation for each fiscal year.

Section 4: Privileges.

a. Annual meetings. Every Sustaining Member shall be invited to attend the annual membership meeting.

b. Annual report. Annual reports shall be sent to every member at the end of the fiscal year. The membership list, including addresses for every Sustaining Member, shall be kept by the Secretary.

c. Other privileges. Each member shall be entitled to such benefits and privileges as stated in the Articles of Incorporation and as shall be set forth in the regulations and proceedings of the Board of Directors.

ARTICLE V - OFFICERS AND DUTIES

Section 1: Officers. The Board of Directors will include a minimum of four officers designated as: President, Vice President, Treasurer and Secretary. Other officers may be elected by the Board of Directors.

a. President. The President shall be the principal executive officer and as such shall oversee all of the business and affairs of the corporation. She or he shall preside over the meetings of the Board of Directors and at the annual meeting of the Sustaining Membership. She or he shall perform all duties incident to the office of President, as set forth by the policies of the Board of Directors.

b. Vice President. In the absence of the President, the Vice President shall perform the duties of the President. In addition, the Vice President shall oversee all matters related to grant proposals. He or she shall also perform such other duties as may be assigned to him or her by the President or the Board of Directors.

c. Treasurer. The Treasurer shall be responsible for all funds of the corporation. He or she shall have charge of the disbursement and the income of the monies of the corporation in accordance with the Board of Directors and the President, supervise the receipt of such transactions, be responsible for all transactions with the bank and for balancing the monthly bank statement, send monthly reports of accounts to all Directors and perform all duties incident to the office of Treasurer.

d. Secretary. The Secretary shall be custodian of all records and documents of the corporation, keep minutes of meeting of the Board of Directors and of Sustaining Membership, see that all notices are duly given in accordance with the provisions of these by-laws, keep a roster of the address of each Directors, Sustaining Member and other correspondents, oversee the annual Sustaining Membership drive and perform all duties incident to the office of Secretary.

Section 2: Election of Officers.

a. Nominations. Any Sustaining Member and/or Director may submit to the Secretary nominations for officers. Nominations shall occur by two months preceding the new fiscal year.

b. Election. Officers shall be elected by a unanimous vote of the Board of Directors by the month preceding the new fiscal year.

c. Term. The said Officer's term shall be effective at the beginning of the new fiscal year, and officer shall serve at least until the end of the given fiscal year.

ARTICLE VI - MEETINGS

Section 1: Meetings of the Board of Directors. The date, time and place of the meeting shall be set by the

Board of Directors and called to order by the President, who shall also preside over the meeting.

Section 2: Annual meeting of Sustaining Membership. The date, time and place of the regular annual Sustaining Membership meeting shall be set by the Board of Directors and called to order by the President, who shall also preside over the meeting.

Section 3: Electronic Meetings. Electronic meetings shall only be initiated by the President. Each Director shall reply to the said message. The meeting shall adjourn once every Director has responded, the intended business has been transacted and the President sends notification of adjournment.

Section 4: Special Meetings. Special meetings may only be called by the President. Notification of this meeting must be sent at least twenty-four hours in advance. Notification need not be sent of an electronic special meeting.

ARTICLE VII - COMMITTEES

Section 1: Appointment. The Board may create committees as needed. The Board of Directors appoints all committee chairs by a majority vote.

a. Duties and Responsibilities. Committees shall have the duties and responsibilities delegated by resolution of the Board of Directors

b. Liaison. The committee chair shall act as liaison and shall report on the business of the committee upon request of the Board of Directors.

ARTICLE VIII - FISCAL YEAR Section 1: Fiscal year. The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE IX- RECORDS, REPORTS, INSPECTION Section 1: Records. The corporation shall maintain adequate and correct accounts, books and records of its business and properties. A copy of all such books, records and accounts shall be kept at its principal executive office. Section 2: Inspection. All books and records shall be open to inspection by the Directors and all other persons upon request. Section 3: Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by the Treasurer and/or any other person or persons and in such manner as shall be determined by resolution of the Board of Directors. Section 4: Contracts. The Board of Directors may authorize a contract or executive any instrument in the name of and on behalf of the corporation. Unless authorized by the Board of Directors no one shall have any power or authority to bind the corporation by, or pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE X - PROHIBITION OF DIVIDENDS

Section 1: Net earnings. None of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, directors or other private persons, except that the corporation shall be authorized to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

Section 2: Disposal of assets. Upon the dissolution of the corporation, the Board of Directors, after paying all of the liabilities of the corporation, shall dispose of all assets to one or more charitable, educational or scientific institutions or organizations selected by the Corporation by the affirmative vote of its Board of Directors and in such proportions and in such manner as may be determined by such vote. Such one or more institutions or organizations shall at the time qualify as exempt organizations under section 503(c)(3) of the Internal Revenue Code as the same now exists or as it may hereafter be amended.

ARTICLE XI - MERGER, DISSOLUTION OF THE CORPORATION

Section 1: Merger, Dissolution of the Corporation. The sale of the organization and its assets and the merger or dissolution of the corporation shall be determined by a three fourths vote of the Board of Directors.

ARTICLE XII - AMENDMENTS

Section 1: These by-laws may be amended when necessary by a unanimous vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE XIII - ADOPTION

Section 1: Adoption of the By-laws. These by-laws shall be adopted by a unanimous vote of the Board of Directors.

ARTICLE XIV - CORPORATE SEAL

Section 1: Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of its incorporation and the words "Corporate Seal".