

**AMENDED AND RESTATED BYLAWS OF
FRIENDS OF WINNATASKA, INC.
A NONPROFIT CORPORATION**

I.

POWERS AND PURPOSES

1.1. General. Friends of Winnataska, Inc., (the "Corporation") was formed for the benefit of, to perform the functions of, and to carry out the purposes of The Corporation as is organized exclusively for the benefit of, to perform the functions of, and to carry out the purposes of raising money and investing such money to insure the perpetual existence of Camp Winnataska, Inc. aka Camp Winnataska, an Alabama non-profit corporation and an interdenominational Christian facility for summer resident camp program and other group activities at the property situated in St. Clair County, Alabama known as Camp Winnataska, as it was formerly operated by the Birmingham Sunday School Council. Further, the Corporation may provide scholarships for staff training and fund other expenses including facility construction and renovation in order to maintain American Camping Association accreditation for Camp Winnataska and to fund its program activities. In addition, subject to the limitations set forth herein, the Corporation may engage in any activity permitted by the Alabama Nonprofit Corporation Act.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder, as they now exist or as such may hereafter be amended, or any activities proscribed by the Alabama Nonprofit Corporation Act.

2. **Powers and Other Purposes.** The powers and other purposes of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation, as amended.

II.

OFFICES

1. **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Alabama a registered office and a registered agent whose office is identical with such registered office.

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2. **Other Offices**. The Corporation may have other offices, either within or outside of the State of Alabama, at such place or places as the Board of Directors may from time to time establish and as the business of the Corporation may require.

III.

MEMBERSHIP

- III.1. **Membership**. The Corporation shall have no members.

IV.

BOARD OF DIRECTORS

1. **General Powers**. The business and affairs of the Corporation shall be managed by its Board of Directors.
2. **Number, Tenure and Qualifications**. The number of directors of the Corporation shall be up to nine (9). At each Annual Meeting of the Board of Directors, one-fourth of the total number of directors shall be appointed to a four-year term, to the end that equal numbers of directors shall serve staggered terms of four (4) years. Successor directors shall be nominated by a majority of the directors entitled to vote at an annual, regular or special meeting of the Board of Directors. The number of directors may be changed at any time by a majority vote of the Board of Directors; provided, however, that no such change shall have the effect of shortening the term of a then incumbent director. Directors may serve successive terms if so elected.
3. **Annual and Regular Meetings**. An annual meeting of the Board of Directors shall be held without other notice than as prescribed by these Bylaws on or before the fifteenth (15th) day of the last month of each fiscal year (January to December) of the Corporation or on such other day within such month as shall be fixed by the Board of Directors; provided, however, that any such annual meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings, or in a consent and waiver of notice thereof signed by all directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of

Alabama, for the holding of regular meetings without other notice than such resolution.

4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, any Vice President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Alabama, as the place for holding any special meeting of the Board of Directors called by them.
5. **Notice.** Notice of any special meeting shall be given either by (a) written notice at least forty-eight (48) hours in advance of such meeting, delivered in person, by facsimile, by electronic mail or by leaving such notice at the place of business or residence of each director, or by depositing such notice in the United States mail, postage prepaid, addressed to the director at his or her address as it appears on the records of the Corporation; or (b) verbally in person or by telephone at least twenty-four (24) hours in advance of such meeting by communication with the director in person or by telephone. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
6. **Quorum.** A majority of the number of directors fixed pursuant to Section 4.2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed above, or the refusal of any director present to vote.
7. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.
8. **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall be filed with the regular minutes of the Board of Directors and shall have the same effect as a unanimous vote of the directors.
9. **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. Any director elected to fill a vacancy shall serve until the original director's term is finished. Any directorship to be filled by reason of an increase in the

number of directors shall be filled by election at an annual meeting or at a special meeting of directors called for that purpose.

10. **Compensation.** Directors, as such, shall not receive any stated compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting thereof. Nothing in this Section 4.10 shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.
11. **Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
12. **Resignations.** Any director of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
13. **Removal of Directors.** Any director may be removed from office with the affirmative vote of a majority of the Board of Directors of the Corporation.
14. **Participation in Meetings by Conference Telephone.** Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meetings.

V.

COMMITTEES

V.1. Committees. The Board of Directors, by resolution adopted by a majority of its members, may designate and appoint one or more committees, each of which shall contain at least one (1) director, including, without limitation, the Camp Winnataska Advisory Committee (the “CWOC”). The Board of Directors may also designate one or more of its members as alternates to serve as a member or members of any such committee. The Board of Directors may delegate to any such committee, subject to the control of the Board of Directors, any and all of the powers and authority of the Board of Directors to conduct the business and affairs of the Corporation between regular and special meetings of the Board of Directors, subject to the restrictions set forth in Code of Alabama, § 103A38. The Board of Directors may at any time modify or revoke any or all of the authority so delegated to any such committee, change the number of its members and fill vacancies therein from the members of the Board of Directors. Any such committee shall have power to determine the form of its organization and to establish such rules and regulations covering its proceedings and meetings as it shall see fit; provided, however, that any such committee shall meet whenever necessary upon written notice to all members thereof provided in the manner set forth in Section 4.5. A majority of the members of any such committee shall constitute a quorum thereof, and no acts of any such committee shall be valid unless approved by the affirmative vote or consent of the majority of such committee constituting a quorum at any such meeting. Any such committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors. The members of any such committee shall serve at the pleasure of the Board of Directors and, by resolution of the Board of Directors, may be paid such compensation as the Board of Directors may determine.

VI.

OFFICERS

1. **Principal Officers**. The principal officers of the Corporation shall be elected by the Board of Directors and shall include a President, a Vice President, a Secretary and a Treasurer, and may, at the discretion of the Board of Directors, also include such other officers and assistant officers as may be deemed necessary. Any number of offices may be held by the same person, except the offices of President and Secretary. None of the principal officers need be directors of the Corporation.
2. **Election of Principal Officers; Term of Office**. The principal officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board of Directors. If the election of principal officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each principal officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. If the Board of Directors shall fail to fill any principal office

at the annual meeting or if any vacancy in any principal office shall occur, or if any principal office shall be newly created, such principal office may be filled at any regular or special meeting of the Board of Directors.

3. **Subordinate Officers, Agents and Employees.** In addition to the principal officers, the Corporation may have one or more Assistant Treasurers, Assistant Secretaries and such other subordinate officers, agents and employees as the Board of Directors may deem advisable. Each such subordinate officer shall hold office for such term (not to exceed three (3) years) and shall perform such duties as the Board of Directors, the President, or any officer designated by the Board of Directors, may from time to time determine. The Board of Directors at any time may appoint and remove, or may delegate to any principal officer the power to appoint and to remove, any subordinate officer, agent or employee of the Corporation.
4. **Delegation of Duties of Officers.** The Board of Directors may delegate the duties and powers of any officer of the Corporation to any other officer or to any director for a specified period of time for any reason that the Board of Directors may deem sufficient.
5. **Removal of Officers or Agents.** Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.
6. **Resignations.** Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.
7. **Vacancies.** A vacancy in any office, the holder of which is elected or appointed by the Board of Directors, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of such office. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee or officer to whom authority in the premises may have been delegated by these Bylaws or by resolution of the Board of Directors.
8. **President.** The President shall preside at all meetings of the Board of Directors at which he or she is present. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision over

the business and affairs of the Corporation. The President shall have all powers and duties usually incident to the office of the President except as specifically limited by resolution of the Board of Directors. The President shall have such other powers and perform such other duties as may be assigned to her from time to time by the Board of Directors. The President shall be, ex officio, a member of all standing committees. The President shall from time to time report to the Directors all matters within his or her knowledge which the interest of the Corporation may require to be brought to their notice.

9. **Vice President.** In the absence or disability of the President or if the office of President be vacant, the Vice Presidents in the order determined by the Board of Directors, or if no such determination has been made, in the order of their seniority, shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others. Any Vice President may have such additional designations in his or her title as the Board of Directors may determine. Each Vice President shall generally assist the President in such manner as the President shall direct. Each Vice President shall have such other powers and perform such other duties as may be assigned to her from time to time by the Board of Directors or the President.
10. **Secretary.** The Secretary shall act as Secretary of all meetings of the Board of Directors at which he or she is present, shall record all the proceedings of all such meetings in a book to be kept for that purpose and shall have supervision over the care and custody of the records and seal of the Corporation. The Secretary shall be empowered to affix the corporate seal to documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and when so affixed may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned to her from time to time by the Board of Directors or the President.
11. **Treasurer.** The Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Corporation and shall cause the funds of the Corporation to be deposited in the name of the Corporation in such banks or other depositories as the Board of Directors may designate. The Treasurer shall have supervision over the care and safekeeping of the securities of the Corporation. The Treasurer shall have all powers and duties usually incident to the office of Treasurer except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned to her from time to time by the Board of Directors or the President.

VI.

INDEMNIFICATION

In amplification and not in limitation of the applicable provisions of the

Act:VII.1.**General Indemnification.**

(a) Except as provided in subsection (d) of this Section, the Corporation (which term, for purposes of this Article, includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction) shall indemnify an individual who is or was a director, officer, employee or agent of the Corporation or an individual who, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Indemnitee", which term includes, unless the context requires otherwise, the estate or personal representative of such individual) who was, is or has threatened to be made a named defendant or respondent (a "Party") in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (a "Proceeding") because he or she is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), all reasonable expenses, including counsel fees, incurred with respect to a Proceeding ("Liability") incurred in the Proceeding if:

(1) the Indemnitee conducted himself or herself in good faith; and

(2) the Indemnitee reasonably believed:

(i) in the case of conduct in his or her Official Capacity (meaning thereby

(a) when used with respect to a director, the office of director in the Corporation; and (b) when used with respect to an individual other than a director, the office in the Corporation held by an officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; "Official Capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee

benefit plan or other enterprise) with the Corporation, that the conduct was in its best interest; and

(ii) in all other cases that the conduct was at least not opposed to its best interest; and

(3) in case of any Criminal Proceeding the Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

(b) An Indemnitee is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the Indemnitee to the plan or to participants in or beneficiaries of the plan. An Indemnitee's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirement of subsection (a)(2)(ii) of this Section.

(c) The termination of a Proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Indemnitee did not meet the standard of conduct described in this Section.

(d) The Corporation shall not indemnify an Indemnitee under this Section:

(1) in connection with a Proceeding by or in the right of the Corporation in which the Indemnitee was adjudged liable to the Corporation; or

(2) in connection with any other Proceeding charging improper personal benefit to the Indemnitee, whether or not involving action in his or her Official Capacity, in which the Indemnitee was adjudged liable on the basis that personal benefit was improperly received by him or her.

(e) Indemnification permitted under this Section in connection with a Proceeding by or in the right of the Corporation is limited to reasonable expenses, including counsel fees, incurred in connection with the Proceeding.

2. **Items Covered.** The Corporation shall indemnify an Indemnitee who was successful, on the merits or otherwise, in the defense of any Proceeding, or of any claim, issue or matter in such Proceeding, where he or she was a Party because he or she is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director,

officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses, including counsel fees, incurred in connection therewith, notwithstanding that he or she was not successful on any other claim, issue or matter in any such Proceeding.

3. **Reimbursement.**

(a) The Corporation may pay for or reimburse the reasonable expenses, including counsel fees, incurred by an Indemnitee who was a party to a Proceeding in advance of final disposition of the Proceeding if:

(1) the Indemnitee furnishes the Corporation a written affirmation of good faith and belief that he or she has met the standard of conduct described herein;

(2) the Indemnitee furnishes the Corporation a written undertaking, executed personally or on the Indemnitee's behalf, to repay the advance if it is ultimately determined that the Indemnitee did not meet the standard of conduct, or is not otherwise entitled to indemnification under Section 7.1(d), unless an indemnification is approved by the court under the provisions of the Act;

(3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VII.

(b) The undertaking required by subsection (a)(2) above must be an unlimited general obligation of the Indemnitee but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payment under this Section shall be made in the manner specified in Section 7.4 of this Article.

4. **Determination.**

(a) The Corporation may not indemnify an Indemnitee under Section 7.1 of this Article unless authorized in the specific case after a determination has been made that indemnification of the Indemnitee is permissible in the circumstances because the Indemnitee has met the standard of conduct set forth in Section 7.1 of this Article VII.

(b) The determination shall be made:

(1) by the Board of Directors of the Corporation by a majority vote of a quorum

consisting of Directors not at the time Parties to the Proceeding;

(2) if a quorum cannot be obtained under subdivision (1) above, by a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are Parties may participate) consisting solely of two or more Directors not at the time Parties to the Proceeding; or

(3) by special legal counsel:

(i) selected by the Board of Directors or a committee in the manner prescribed in subdivision (1) or (2) above; or

(ii) if a quorum of the Board of Directors cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by a majority vote of the full Board of Directors (in which selection Directors who are Parties may participate).

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b)(3) to select counsel.

5. **Insurance.** The Corporation may purchase and maintain insurance, or furnish similar protection (including but not limited to trust funds, self-insurance reserves or the like), on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify him or her against the same Liability under Sections 7.1 or 7.2 of this Article.

6. **Nonexclusivity.**

(a) Any indemnification, or advance for expenses, authorized under this Article shall not be deemed exclusive of and shall be in addition to that which may be contained in the Corporation's bylaws, a resolution of its shareholders or Board of Directors, or in a contract or otherwise.

(b) This Article does not limit the Corporation's power to pay or reimburse expenses incurred by an Indemnitee in connection with the Indemnitee's appearance as a witness in a Proceeding at a time when he or she has not been made or named defendant or respondent to the Proceeding.

7. **Survival of Indemnification; Savings Provision.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such director, officer, employee or agent. Neither the repeal nor the modification of this Article nor the adoption of any provision of the Articles of Incorporation or Bylaws inconsistent with this Article shall adversely affect the right of any director, officer, employee or agent to indemnification with respect to any Proceeding that had accrued or arisen prior to such repeal, modification or adoption of an inconsistent provision.

VII

I.

MISCELLANEOUS

1. **Fiscal Year.** The fiscal year of the Corporation shall run from January 1st until December 31st.
2. **Bank Accounts.** The Board of Directors by resolution may, from time to time, authorize the maintenance of one or more deposit accounts by the Corporation. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by a minimum of two (2) such directors or officers of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.
3. **Notice.** Any notice required to be given by these Bylaws shall be deemed sufficient by electronic mail at the person's last known email address or by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her last known post office address according to the records of the Corporation, and such notice shall be deemed given on the date of such mailing.
4. **Waiver of Notice.** Whenever any notice is required to be given under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether signed before or after the time stated therein, shall be equivalent to the giving of such notice.

IX.

AMENDMENTS

IX.1.Power of Directors to Amend. The Board of Directors shall have the power to alter, amend, restate or repeal the Bylaws of the Corporation or adopt new Bylaws for the Corporation at any regular or special meeting of the Board of Directors.

***CERTIFICATE OF
ADOPTION***

The foregoing were adopted as the Amended and Restated Bylaws for the Corporation, an Alabama nonprofit corporation, by an action by unanimous written consent of the undersigned members of the Board of Directors of Friends of Winnataska, Inc. this the 22nd day of July, 2013, and shall be effective from and after that date. Barbara Sloan, Secretary.

Forrest Brice

Malcolm Miller

Karen Moore

Linda Geiss

Donald Guthrie

Bob White

Katherine P. Garmon

CERTIFICATE OF ADOPTION OF AMENDMENT

The following Amendment was adopted and incorporated as the Amended and Restated Bylaws for the Corporation, an Alabama nonprofit corporation, by an action by unanimous consent of the undersigned members of the Board of Directors of Friends of Winnataska, Inc. this the 6th day of December, 2021, and shall be effective from and after that date. The original Bylaws stipulated Seven (7) directors, subsequently Eight (8) directors.

1. **Number, Tenure and Qualifications**. The number of directors of the Corporation shall be up to Nine (9). At each Annual Meeting of the Board of Directors, one-third of the total number of directors shall be appointed to a two-year term, to the end that equal numbers of directors shall serve staggered terms of two (2) years. Successor directors shall be nominated by a majority of the directors entitled to vote at an annual, regular or special meeting of the Board of Directors and elected by a majority of the CWAC (as hereinafter defined) at the first meeting of the CWAC following such Board of Directors meeting. The number of directors may be changed at any time by a majority vote of the Board of Directors; provided, however, that no such change shall have the effect of shortening the term of a then incumbent director.

Katie Sefton

Paul Bentley

Elin Glenn

Stephanie Harless

Karen Moore

Barbara Sloan Ex-Officio Secretary

Bob White

Foster Yeilding