

**RESTATED BYLAWS OF  
SOUTHWESTERN TEXAS SYNOD OUTDOOR  
AND RETREAT MINISTRIES, INC.**

**ARTICLE I – NAME, PURPOSES, POWERS AND OFFICES**

**1.01 Name**

The name of this Corporation is Southwestern Texas Synod Outdoor and Retreat Ministries, Inc. doing business as Cross Trails Ministry (hereinafter designated as “CTM” or “Corporation”).

**1.02 Purpose**

It shall be the purpose of CTM to provide unique settings and experiences in which youth, adults and families are strengthened in relationship with Christ, each other, the church and community. The assets and property of the Corporation are hereby pledged for use in performing its exempt purpose.

**1.03 Powers**

The Corporation is a Texas nonprofit corporation and has all the powers, duties, authorizations and responsibilities as provided by the Texas Business Organizations Code (“Code”). The Corporation is a tax-exempt entity as a part of the Evangelical Lutheran Church in America’s (ELCA) group exemption under Internal Revenue Code §501c3.

**1.04 Registered Office and Registered Agent**

The Corporation shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

**ARTICLE II – MEMBERS**

**2.01 Membership**

The Members of CTM shall be the voting members to the SWT Synod Assembly as defined by S7.21 of the Constitution and Bylaws of the SWT or members of the SWT Synod Council when the SWT Synod Assembly is not in session.

**2.02 Rights of Members**

Members shall have the right to vote on the following items: election of directors as defined in Article IV; dissolution of the Corporation; merger or consolidation with another corporation; sale of ten percent or more of the Corporation’s assets as calculated from audited land, buildings and equipment; and other items at the discretion of the Board of the Directors.

**ARTICLE III – MEETINGS OF THE CORPORATION**

**3.01 Annual Meeting**

The annual meeting of the Corporation shall be held concurrently with the assembly of the SWT in years in which the SWT Synod Assembly meets; in other years the annual meeting of the Corporation shall take place concurrently with a meeting of the SWT Synod Council.

**3.01.01** No further notice than that provided by these by-laws is necessary.

**3.01.02** This provision recognizes that the assembly of the SWT may be held in person or by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication.

### **3.02 Special Meetings**

Special meetings of the Corporation shall be held at a place designated by the Board of Directors and may be called at any time by the President, or, in the absence of the President, by the Executive Committee.

**3.02.01** Notice of special meetings of the Corporation shall be given by mail or electronic means as permitted by state law. Such notice shall be provided to the Members at least thirty (30) days in advance of the time set for the meeting.

**3.02.02** Special meetings may be held in person or by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication.

### **3.03 Conduct of Meetings**

At all meetings, annual or special, the President of the Board of Directors, or in the absence of the President or the inability of the President to act, the Vice-President, or in the absence or inability of each of them to act, the Secretary shall preside.

**3.03.01** At every meeting each member shall be entitled to one vote. There shall be no proxy or absentee votes.

**3.03.02** A quorum for the transaction of business at any business meeting of the Corporation shall consist of at least 10% of the voting Members of the Corporation; when the SWT Assembly is not in session, a quorum shall consist of a quorum of the SWT Synod Council as determined by the applicable provisions of the governing documents of the SWT.

### **3.04 Notice of Action Items**

Except in cases of extreme emergency, at least thirty (30) days notice shall be given to Members on any action items which would require a vote.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **4.01 General Powers; Delegation**

The activities, property and affairs of the Corporation shall be managed by its Board of Directors.

### **4.02 Number and Qualification**

The Board of Directors shall consist of thirteen (13) individuals. At least ten (10) directors shall be a member of a congregation or synod authorized worshipping community in the Southwestern Texas Synod of the ELCA (hereinafter designated as "SWT").

**4.02.01** There shall be twelve (12) at large directors elected by the Members at the annual meeting of the Corporation.

**4.02.02** There shall be one (1) director appointed by the Bishop of the SWT.

#### **4.03 Term of Office**

Directors shall serve a term of three (3) years, with the exception of the Bishop's appointment, who serves at the will of the Bishop.

**4.03.01** A director shall not be eligible to serve more than two (2) consecutive terms of three (3) years each. An unexpired term of less than two (2) years shall not be considered a term of office.

**4.03.02** Terms of office of a director shall begin at the Fall Board of Directors meeting.

**4.03.03** Directors shall serve until their successor has been seated as a new board member.

#### **4.04 Staggered Terms**

Directors' terms will be staggered so that approximately one-third of the directors will be elected each year.

#### **4.05 Nomination of Directors**

All nomination processes shall give careful consideration to the need for inclusive and regional representation, the balance of clergy/lay, male/female, persons of color, primary language other than English, and the current needs of the Board of Directors.

**4.05.01** Director nominations shall be generated by the nominating committee of the Board of Directors. Said committee shall include five (5) members, three (3) whom shall be current directors and two (2) who shall be non-directors, selected at the Fall Board of Directors meeting. The committee shall meet a minimum of two (2) times prior to the spring board meeting to review candidates. At the committee meeting prior to the spring director's meeting, nominees to present to the board shall be selected by ballot of the committee. Selected nominees shall then be presented to the board at the spring director's meeting for board approval. The board shall present the approved nominees to the Corporation for election.

**4.05.02** Those considering self-nomination may present their names to the nominating committee no later than March 1.

#### **4.06 Election of Directors**

A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director.

**4.06.01** Directors shall be elected at the annual meeting of the Corporation. Their names and biographical information shall be presented to Members no less than fifteen (15) days prior to the meeting. Those candidates receiving the highest number of votes shall be declared elected according to the number of positions to be filled.

**4.06.02** In the absence of an annual meeting of the Corporation, the SWT Synod Council shall vote on directors at their spring meeting.

#### **4.07 Duties of Directors**

Directors will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

**4.07.01** The Board of Directors shall have the general supervision and management of the business of the Corporation in accordance with the purpose and mission of CTM.

**4.07.02** The Board of Directors shall be responsible for the long range planning.

**4.07.03** The Board of Directors shall develop and approve an annual budget in consultation with the Executive Director and shall be authorized to expend no more than ten percent (10%) above the anticipated annual income.

**4.07.04** The Board of Directors shall exercise trusteeship on behalf of the Corporation.

**4.07.05** The Board of Directors shall adopt bylaws, adopt Continuing Resolutions and establish a system of governance for the Corporation, including all necessary plans and methods of work to accomplish the purposes of the Corporation.

**4.07.06** The Board of Directors shall appoint an Executive Director and may hire such professional assistants, agent or agents, for the attainment of the purposes of the Corporation.

**4.07.07** The Board of Directors shall provide timely reports on program and finances of CTM to the constituency.

#### **4.08 Filling of Vacancies**

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director will be filled by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present. Any director elected or appointed to fill a vacancy will hold office for the remainder of the vacated term and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

#### **4.09 Removal**

Any director can be removed, either for or without cause, by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

#### **4.10 Resignation**

Any director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

#### **4.11 Directors' Compensation**

Directors will not receive any salaries or other compensation for their services as directors, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any director.

#### **4.12 Advisors to the Board of Directors**

Advisors to the Board of Directors, with exception of summer staff representatives, shall serve a minimum term of one year, beginning with the Fall meeting.

**4.12.01** Two representatives from CTM summer staff, one male and one female, shall be appointed by the year round staff to serve as Advisors to the Board of Directors with voice but no vote from the Fall meeting until the Spring meeting.

**4.12.02** Additional representatives and advisors may be appointed as deemed appropriate and necessary by the executive committee, with the approval of the Board of Directors, to serve as Advisors to the Board of Directors of CTM, with voice but no vote. A term shall be designated at the time of appointment.

#### **4.13 Ex-Officio**

The Executive Director shall be an ex-officio advisor to the Board of Directors, with voice but no vote.

### **ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS**

#### **5.01 Place of Meeting**

The Board of Directors shall meet at a time and a place designated by the person or persons calling the meeting.

#### **5.02 Regular & Special Meetings**

The Board of Directors shall meet at least quarterly. The Fall meeting shall be designated as the annual meeting of the Board of Directors.

**5.02.01** Regular meetings of the Board of Directors will be held at such times and places as may be selected from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by law, by the Certificate of Formation, or by these Bylaws, any and all business may be transacted at any regular meeting.

**5.02.02** Special meetings of the Board of Directors may be called by or at the request of the Executive Director, President or upon written request by any three (3) directors. A person or persons authorized to call special meetings of the Board of Directors may select any place within Texas as the place for holding a special meeting. The person calling a special meeting will notify the Secretary of the information required to be included in the notice of the meeting. The Secretary will ensure notice is given to the directors as required in the bylaws.

### **5.03 Notice**

Except in cases of extreme emergency, at least seven (7) days' written notice must be given to all directors of any regular or special meeting of the Board of Directors. Notice of meetings may be given by electronic transmission (i.e., email) if all directors individually and collectively consent in writing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to a meeting not properly called.

### **5.04 Quorum and Manner of Acting**

A majority of the number of directors then in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

### **5.05 Proxy Voting Prohibited**

Proxy voting is not permitted.

### **5.06 Written Consent of Directors**

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by the number of directors or officers whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted, as the case may be. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted and may be stated as such in any document.

### **5.07 Electronic Meetings**

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of the Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 4.07 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE VI – COMMITTEES AND TASK FORCES**

### **6.01 Committees of Directors**

The Board of Directors may establish one or more committees, may delegate specified authority to a committee, and may appoint or remove members of a committee. A committee shall include one or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors.

### **6.02 Advisory Boards or Committees**

Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each advisory board or committee need not be directors of the Corporation.

### **6.03 Task Forces**

The Board of Directors shall appoint such task forces as it deems necessary for the fulfillment of the purposes of the Corporation. Such action shall include a description of responsibilities and the length of time that such task forces shall serve.

## **ARTICLE VII – OFFICERS**

### **7.01 Elected Officers**

The elected officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer. These four officers shall constitute the Executive Committee.

### **7.02 Election**

Officers will be elected by a majority vote of the Board of Directors, so far as is practicable, at each annual meeting of the Board from amongst its voting directors.

### **7.03 Appointed Officers**

The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who will exercise powers and perform duties as set forth in these Bylaws or determined from time to time by the Board.

### **7.04 Term of Office; Removal; Filling of Vacancies**

Officers shall hold a one-year term and shall be eligible for re-election.

Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

### **7.05 Duties**

The officers of the Corporation shall exercise power and discharge such duties as are normally incident to their office and shall carry out such other duties as are requested by the Board of Directors.

In addition to the foregoing duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

#### **7.06 Executive Committee**

The Executive Committee shall have the authority to manage and direct the Corporation between meetings of the Board of Directors.

**7.06.01** Both the individual officers and the Executive Committee shall be subject to the order of the Board of the Directors and the Corporation and none of their actions shall conflict with actions taken by the Board of Directors of the Corporation.

### **ARTICLE VIII - STAFF**

#### **8.01 Staff**

The Board of Directors may, upon resolution, appoint a staff, including an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

#### **8.02 Executive Director**

The Executive Director shall be paid a fee set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws. The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the Corporation, yet does not have a vote on the Board of Directors.

**8.02.01 Selection of Executive Director** – Before selecting an Executive Director, the name of the nominee or nominees shall be submitted to the Board of Directors by the Executive Committee.

**8.02.01.01** Upon hiring by the Board of Directors of CTM, a Letter of Agreement shall be issued and should the Executive Director be rostered in the ELCA, a Letter of Call shall be issued by the SWT Synod Council.

#### **8.02.02 Review**

The Board of Directors shall define the duties of and conduct an annual evaluation of the Executive Director.

#### **8.02.03 Termination of Employment**

The Executive Director shall not be required to resign except by a two-thirds (2/3) majority vote by the entire Board of Directors.



**8.03 Other Full-Time Administrative Employees** – Other full-time administrative employees of the Corporation shall be hired by the Executive Directors based on guidance from the Board of Directors.

**8.03.01** Upon hiring by the Executive Director of CTM, a Letter of Agreement shall be issued, and should the employee be rostered in the ELCA, a Letter of Call shall be issued by the Synod Council of the SWT.

**8.03.02 Review**

Duties shall be reviewed and redefined by the Executive Director and the Board of Directors as is deemed necessary.

**8.03.03 Termination of Employment**

Termination of employment shall be conducted in accordance with current personnel policies.

**ARTICLE IX – OPERATIONS**

**9.01 Contracts**

The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**9.02 Disbursement of Funds**

The Board of Directors will set financial policies, including limitations on check signing and approval procedures for significant transactions.

**9.03 Records**

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

**9.04 Conflicts of Interest**

The Corporation cannot enter into a contract or agreement with any of the following: (a) a director, officer, committee member, or employee of the Corporation (hereinafter an “Insider”); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; and (ii) if one or more of the parties to the contract is a “disqualified person” with respect to the Corporation within the meaning of Section 4958 of the Internal Revenue Code, either (x) such transaction is reviewed and approved in accordance with the “rebuttable presumption safe harbor” provisions set forth in the regulations promulgated under Section 4958 of the Internal Revenue Code or (y) the Board of Directors or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including, but not limited to, a charitable contribution of cash or property to the Corporation, an

interest-free loan, a wholly gratuitous lease, a pledge, a guarantee, an assumption of liability, a bailment, or a consignment. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, committee member and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time.

#### **9.05 Dividends Prohibited**

No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers.

#### **9.06 Loans to Officers and Directors Prohibited**

The Corporation will not make loans to its directors. Any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

#### **9.07 Fiscal Year**

The fiscal year of the Corporation will be January 1 to December 31.

#### **9.08 Audits**

A qualified firm of certified public accountants shall be designated as auditors by the Board of Directors prior to the Corporation's close of business for each fiscal year to audit the books of account of the Corporation, and to certify and report in writing to the Board of Directors and voting Members of the Corporation the annual balances and condition of such books as prepared at the close of the fiscal year under the direction of the Treasurer. No director, officer or full-time administrative employee of the Corporation, and no firm or corporation of which any director, officer or full-time administrative employee of the Corporation is a member, shall be eligible to serve as auditor. The compensation of the auditors shall be determined by agreement between the Executive Director and the auditing firm at the time of its employment and the terms of the employment, including compensation, reduced to writing.

#### **9.09 Invalid Provisions**

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

#### **9.10 Powers to Amend**

These Bylaws may be amended or repealed, or new bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of two-thirds (2/3) of the directors present at the meeting, provided notice of the proposed amendment, repeal or adoption is provided not less than thirty (30) days prior to the vote; and provided further, that the foregoing notice requirement shall not prohibit the directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

#### **9.11 Consolidation, Dissolution and Sale of Assets**

Dissolution of the Corporation; merger or consolidation with another corporation; or sale of ten percent (10%) or more of the Corporation's assets as calculated from audited land, buildings and equipment, shall require an affirmative vote of two-thirds (2/3) of the Members present at any annual or special meeting of the Corporation at which a quorum is present, provided notice of the proposed action be contained in the notice of such meeting.

### **9.12 Disposition of Assets**

Should CTM dissolve, all assets shall revert to the SWT Synod, ELCA. If the SWT Synod no longer exists, all assets shall revert to the ELCA. If the ELCA no longer exists, all assets shall revert to its primary successor.

## **ARTICLE X – INDEMNIFICATION**

### **10.01 Insurance**

The Corporation will provide indemnification insurance for its directors, and the Board of Directors shall select the amount and limits of such insurance policy.

### **10.02 Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was a director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### **10.03 Limits on Indemnification**

Notwithstanding the above, the Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

## **CERTIFICATION**

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing initial bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation effective January 25, 2014 and affirmed by the Members of the Corporation effective May 3, 2014.

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Jonathan Zitelman, Secretary

Revised 5/26/1998

Revised 2/13/1999 (Sec. 3.08 only)

Revised 09/29/2000 (sec 4.01.4)

Revised 05/20/2012 (Sec. 2.02, 3.01, 3.01.1, 3.01.3, 3.01.5, 3.02.2)

Restated 1/25/2014