

LUTHERAN CAMP ASSOCIATION

ARTICLES OF INCORPORATION

Article I

NAME

The name of the corporation is Lutheran Camp Association.

Article II

(as amended December 26, 1987)

PURPOSES

The purpose or purposes for which the Corporation is formed are as follows:

- A. The Corporation is organized for and shall be operated exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code as amended, and no other, and including (but without limitation thereto) the following:
 - 1. to operate and manage Camp Arcadia, a camp for Lutherans and other persons desiring instruction in the Lutheran faith. Camp Arcadia shall at all times operate so that it shall not discriminate on any basis prohibited by law.
 - 2. to operate said Camp in such manner as to promote Christian fellowship and Christian education and to encourage and stimulate the spiritual and religious growth of persons who attend the Camp.
- B. To lease, purchase, sell, hold, insure, maintain, operate, repair, improve, develop and construct property (real and personal); to enter into contracts and borrow money; to solicit and accept gifts, devises and bequests, and to do such other things as are consistent with the purposes herein stated and not forbidden by the laws of Michigan, but all solely in furtherance of the purposes set forth in paragraph (a) above.

Article III

Location of the First Registered Office is 2516 Delaware Boulevard, Saginaw, Michigan 48602.

Post office address of the First Registered Office is 2516 Delaware Boulevard, Saginaw, Michigan 48602.

Article IV

The name of the first resident agent is Mr. Walter Wilkins.

Article V

Said corporation is organized upon a non-stock basis.

The amount of assets, which said corporation possesses, is none.

Real property --- none

Personal property --- Shortly after forming of the corporation it is contemplated that at least \$5000 will be raised either through loan or gift.

Said corporation is to be financed under the following general plan: Fees paid by person using the Camp facilities, gifts, devises and bequests.

Article VI

The names and places of residence, or business, of each of the incorporators are as follows:

Richard J. Blum, 419 Sherwood Road, LaGrange Park, Illinois 60525
Joseph Sup, 230 South Street, Elmhurst, Illinois 60126
John E. Jass, 129 E. Northridge Lane, Peoria, Illinois 61614

Article VII

The names and addresses of the first Board of Directors (or trustees) are as follows:

John Steben, 5118 Pepin Place, Madison, Wisconsin 53705
Joseph Sup, 230 South Street, Elmhurst, Illinois 60126
Freeman W. Snyder, 1209 Cedarhill Drive, East Lansing, Michigan 48823
Richard J. Blum, 419 Sherwood Road, LaGrange Park, Illinois 60525
Fred Kuhlmann, 50 Berry Road Park, St. Louis, Missouri 63122
John E. Jass, 129 E. Northridge Lane, Peoria, Illinois 61614

Article VIII

The term of the corporate existence is perpetual.

Article IX

(as amended December, 1977)

No part of the net earnings of the corporation shall inure to the benefit of any private individual, and the corporation shall not engage in nor shall any of its income or assets be used in carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or interfere in any political campaign on behalf of any candidate for public office.

Upon dissolution and liquidation of the corporation all assets of the corporation remaining after all liabilities and obligations of the corporation shall have been paid, satisfied and discharged or adequate provision made therefore, shall be transferred, conveyed and distributed only to such non-profit organization(s) as are exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954. The method of selecting such organization(s) shall be set forth in the bylaws of the corporation.

BYLAWS FOR THE LUTHERAN CAMP ASSOCIATION

(As amended November 7, 1987, October 20, 2001, October 16, 2004, November 4, 2006, November 5, 2011)

Article I

Membership, Voting Rights, Powers of Members

Section 1: Membership in the Lutheran Camp Association, hereinafter called the Association, shall be open to Lutherans and other Christians who are interested in supporting and advancing the ideals of the Lutheran Camp Association as expressed in its Articles of Incorporation and Statement of Purpose, who are eighteen years of age and who are current in payment of dues as described below. Applicants must submit a completed membership application form to the Association, and all applications shall be subject to the approval of the Board of Directors. (Amended October 2004)

Section 2: A membership may be held by an individual or jointly by a husband and wife. Memberships are not transferable except that a membership originally issued jointly to a husband and wife can be transferred to an individual membership held by one of the original joint members only, and an individual membership may be transferred to a joint membership upon marriage, but upon dissolution of the marriage, the membership remains with the original member only.

Section 3: For memberships initiated subsequent to the date of these amended bylaws (Amended November 1987), membership is divided into two categories. An active member is defined as an individual or married couple current in the payment of dues and, at least once in the five years prior to an annual meeting, having either:

- A. attended Camp Arcadia as campers,
- B. resided in the cottage they own at Camp Arcadia,
- C. lived in a cottage at Camp Arcadia during the regular summer Camp season (Amended November, 1997), or
- D. otherwise demonstrated a continuing interest in Camp Arcadia by such actions as attendance at annual meetings, proxy voting and periodic correspondence.

An individual who is delinquent in payment of dues or who has not participated in the life of Camp Arcadia as described above will be defined as an inactive member. Reinstatement to active status will require renewed participation as described above. (Amended October 2004)

Section 4: Deleted entirely October 2004

Section 5: All individuals or married couples interested in becoming members of the Association must purchase a life membership. The base cost of this membership shall be \$400.00, as of 2011, but this base shall be reviewed periodically at least every five years in order to account for changing price levels. Payment for the membership can be accomplished in either of the following ways: (Amended October 2004 and November 2011)

- A. a single payment equaling the total base cost at the time of application, or
- B. a series of annual payments - not to exceed four, but may be extended at the discretion of the Executive Director - where the minimum required payment in any one year is one-fourth the base cost for the year in which the payment is being made, unless extended as noted above. Multiple payments can be made at any time. Payments do not have to be made in consecutive years, but individuals or married couples electing a time payment plan may not vote at an annual or special meeting unless their annual payment was received six calendar months prior to the date of the meeting. An interruption in payments of five years or more will require reapplication for a new membership; however, previous payments will apply to the reapplication. (Amended October 2004 and November 2011)

Section 6: Each membership entitles an individual or married couple to one vote, but only active members may vote at annual or special meetings of the Association.

Section 7: Members shall elect the Board of Directors and shall pass on major policy matters, including such items as the sale or purchase of property, the mortgaging of property, substantial building construction, and major changes in the program and operation of Camp Arcadia. These major policy matters require a two-thirds vote of the membership present, in person or by proxy, at a duly called meeting of the Association.

Section 8: The holding of office is limited to active members.

A. To avoid a conflict of interest, full-time employees of the Association (LCA) and their families (defined as siblings, spouses, parents of each spouse, and children) shall not be eligible for the Board of Directors during the term of employment. (Amended November 2011)

Section 9: An active member may designate in writing another active member as a proxy for voting in any meeting. Proxies are valid for the designated meeting, unless otherwise specified. All undesignated proxies returned to the Board shall be distributed equally among all the elected directors present at a meeting of the members of the Association, and shall be voted by the directors to whom the proxies are so distributed. (Amended November, 1997 and November 2011)

A. To avoid a conflict of interest, full-time employees of the Association (LCA) and their families (defined as spouses, parents of each spouse, and children) shall not hold proxies, except for the proxies of those family members (Amended November 2011)

Article II

Meetings

Section 1: The annual meeting of the Association shall be held in the fall of each year. The Board of Directors shall determine the date, and shall also choose the location, which should be convenient to the membership. The purpose of the annual meeting shall be to elect board members and to transact such other business as may come before the meeting.

Section 2: Special Association meetings may be held between annual meetings if urgent business requires immediate action. Such meetings shall be called either by a majority vote of the Board of Directors or upon written request to the Board of Directors by one-third of the general membership. The date, time, and location of a special meeting shall then be set by the Board of Directors within fourteen days of the vote or the receipt of the request. The location shall be convenient to the membership. The meeting shall be held within sixty days after the notices of the meeting have been mailed. (Amended October 2004)

Section 3: One-fourth of the active members in person or by proxy shall constitute a quorum for transacting business at meetings. (Amended October 2004)

Section 4: Notice of a meeting of members shall be a separate first class mailing to all members not less than 45 days in advance of the meeting, except for notices of meetings announcing proposed amendments to the Articles of Incorporation or Bylaws, as noted in Article IX. In addition, any notice given to a member by a form of electronic transmission to which the member has consented in writing, is effective. (Amended November, 1997, October 2004, and November 2011)

Article III

The Governing Body

Section 1: The governing body of the Association shall be a Board of Directors consisting of eleven members. Nine members of the Board shall be elected from among Association members over 18 years of age; two members shall be elected or appointed by the Arcadia Cottage Colony Association. In addition, the Board of Directors may accept advisory (non-voting) members from auxiliary organizations, such as the Lutheran Laymen's League and the Lutheran Women's Missionary League.

Section 2: The terms of office for those members of the Board who are elected by the Association's membership shall be three years, with three Board members being elected each year. Board members may only serve three consecutive 3-year terms. A person may again be eligible for election to the Board following an absence of one year. The length of the terms of office of those members elected or appointed by the Arcadia Cottage Colony Association shall be determined by that body. The terms of office of all members of the Board of Directors shall begin immediately after the annual meeting of the Lutheran Camp Association.

Section 3: In the event of a vacancy on the Board of Directors, a replacement will be named by the President and confirmed by the remaining members of the Board until the next annual meeting. If there is still a partial term remaining on this vacancy, the replacement will be presented to the Association members for confirmation for the remainder of that term. (Amended October 2004)

Section 4: The Board of Directors shall, in general, be responsible for the management of the Association and of its properties and program. More specifically, the Board shall be responsible for, or oversee such things as the following: (Amended November 2011)

- A. The establishment of operating objectives and the successful operation of Camp Arcadia in accord with those objectives.
- B. The annual appointment of necessary committees.
- C. The annual appointment of a spiritual adviser and any other non-voting advisory members.
- D. The employment and supervision of personnel. (Amended November 2011)
- E. The development of policies to be followed by the personnel. (Amended November 2011)
- F. The approval of the annual operating budget and a capital expense budget. (Amended November 2011)
- G. The formulation of a long-range development program, which shall include a development of endowment and capital accumulation funds (Amended November, 1997).
- H. The preparation of an annual report for presentation at the annual meeting of the membership.

Section 5: Meetings of the Board shall be held regularly as determined by the Board itself. Special Board meetings may be called by the President or upon written request of four Board members. (Amended October 2004).

Section 6: A majority of the Board shall constitute a quorum.

Section 7: Beginning in 2011 and continuing thereafter within five year intervals, the Board of Directors shall review the Lutheran Camp Association Bylaws, as specified therein, and shall report to the Association membership at the Annual Meeting about the review. (Amended November 2011)

Article IV

(Amended October 25, 1997)

Officers, Terms, and Vacancies

- Section 1: The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer.
- Section 2: The officers shall be elected by the Board of Directors as soon as feasible after the annual meeting. The President and Vice-President shall be from within the Board's elected membership, and the Secretary and Treasurer should be, if possible. Exceptions to this rule may be made in the case of the Secretary and Treasurer if the Board deems it necessary to elect these officers from without its own numbers, but from within the Association membership, to provide the specific skills these positions require. In such cases these officers shall be non-voting members of the Board of Directors.
- Section 3: Voting by Board members for officers shall be by ballot. The person receiving a majority of the votes cast for an office shall be declared elected.
- Section 4: The term of office for the President, Vice-President, Secretary, and Treasurer shall be one year and/or until their successors are elected and qualified.
- Section 5: In the event of a vacancy in the office of President, the Vice-President shall serve as President. Other vacancies shall be filled by the Board of Directors. Appointees to such vacancies shall hold office only until the election of a successor at the next regular election.

Article V

(added November 7, 1987; subsequent Articles renumbered)

The Association shall, to the fullest extent permitted by applicable laws as now exist or may hereafter be in effect, indemnify any director, officer, employee or agent of the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having served as a director, officer, employee or agent of the Association, at the request of the Association, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except when the director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled. The benefits of this paragraph shall extend to the heirs and legal representatives of any person entitled to indemnification under this paragraph.

Article VI

Duties of Officers

The duties of the four officers elected by the Board shall be such as usually and ordinarily pertain to such offices. They shall carry on the work of the Board during intervals between Board meetings. They shall be authorized to sign on behalf of the Association and the Board of Directors all official documents pertaining to the official business of the Association and the Board. Specifically the duties of the officers of the Board of Directors and of the Association shall be: (Amended October 2004)

- Section 1: The President. The President shall preside at all regular and special meetings of the Association and the Board of Directors; shall appoint such committees as directed in the Bylaws and by the Association and the Board of Directors; shall act in the capacity of advisory or ex-officio member to all standing and special committees. In the event the Treasurer is unavailable, the President shall provide documented Board approval for disbursements in excess of \$10,000, for non-budgeted items. (Amended November 1997 and November 2011)

- Section 2: The Vice-President. The Vice-President shall act in the capacity of the President in the latter's absence or inability to serve and shall, in general, assume responsibility over such matters as may be delegated to him in writing by the President or by official action of the Board.
- Section 3: The Secretary. The Secretary shall maintain an accurate record of the minutes of all meetings of the Association and the Board of Directors; shall keep the official records of the Association; shall carry on such correspondence as is directed by the Association and the Board; shall be responsible for overseeing the sending out of proper notices of meetings; shall be responsible for the official roster of members belonging to the Association; and, in general, shall take care of such matters as may be delegated to the Secretary. Additionally, the Secretary shall have a working knowledge of Robert's Rules of Order as Revised, or as needed may appoint a Parliamentarian. (Amended October 2004 and November 2011)
- Section 4: The Treasurer. The Treasurer shall be responsible for the accounting of all funds of the Association; shall be responsible for all documents representing debts and investments of the Association; shall be responsible for the review and adoption of an annual operating budget and shall render regular financial reports to the Association and the Board of Directors; shall be responsible for all receipts and disbursements of and for the Association; shall provide documented Board approval for purchases that exceed \$10,000 for non-budgeted items; and shall insure that adequate financial controls be in place and followed, with annual reviews at a minimum. These controls are to be enumerated in the LCA Board of Director policy manuals. He/She shall serve as a member of the Financial Advisory Council, and shall be responsible for the financial affairs of the Association. He/She shall make available the books and records for an annual financial review and shall be bonded for an amount to be determined by the Board of Directors (Amended November, 1997, October 2004, and November 2011)

Article VII

(Amended October 20, 2001)

Nomination and Election of Board Members

- Section 1: A Nominating Committee of not less than three members shall be selected by the Board of Directors not later than May 31 of each year from among the membership of the Association. One member of the Nominating Committee shall be a member of the Board and shall chair the Nominating Committee. The other members shall be chosen from the membership at large and may include a second Board member .(Amended November 1997 and November 2011)
- Section 2: The Nominating Committee shall prepare a slate of at least one candidate for each vacancy on the Board of Directors and shall present the same to the annual meeting of the Association. The consent of the nominees shall be obtained before their names are placed on the slate, and they shall have reviewed the Board Member responsibilities, as defined in the Policy Manual. (Amended November 2011)
- Section 3: The Nominating Committee report shall be filed with the Secretary at least 45 days prior to the Annual Meeting, and shall be provided to the membership with notice of the Annual Meeting (Amended November 1997, October 2004, and November 2011)
- Section 4: This section was removed by membership vote at the November 2014 annual meeting. This section provided for nominations from the floor.
- Section 5: Election shall be by ballot at the Annual Meeting, or the Association may allow for electronic voting. Open positions to the board will be filled by the candidates receiving the most votes. In the case of a tie, a second vote will be taken to break the tie. (Amended November 2011)

Article VIII

Rules

All business meetings of the Association and of the Board of Directors shall be governed by Robert's Rules of Order as Revised, except as provided in these Bylaws.

Article IX

Amendments

The Articles of Incorporation and these Bylaws may be changed at any meeting by an affirmative vote of not less than two-thirds of the members present or represented by proxy, provided that notices concerning the meeting had been mailed to the members no less than forty-five days prior to the meeting and provided that the notices state the specific wording of the proposed amendments.

Article X

(Amended December, 1977)

Dissolution and Liquidation

Upon dissolution and liquidation of the Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall have been paid, satisfied and discharged or adequate provision made therefore, shall be transferred, conveyed and distributed only to such non-profit organization(s) as are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954. The selection of said organization(s) to be made by the members of this Corporation at a meeting duly called and held for that purpose.

Article XI

(Approved November, 1991)

(Amended November, 2006)

Foundation

Section 1: Structure

The Association shall have a Foundation which shall be called The Arcadia Foundation, hereinafter referred to as the "Foundation." It shall not be a separate entity, but shall be one of the funds of this Association.

Section 2: Purpose.

This Foundation's purpose shall be to:

- A. receive gifts and bequests, to hold and invest the same and thereby create a resource for funding the mission and ministry of the Association as established in its Articles of Incorporation, and
- B. to hold and invest unrestricted cash transferred to it by the LCA Board of Directors subject to any accompanying terms and conditions imposed by the LCA Board.

Section 3: Use of Principal and its Related Income:

A. Classes (types) of Principal in the Foundation.

1. General Endowment Principal

- a. These are general and unrestricted gifts and bequests made to the Foundation by donors. The principal of these gifts and bequests may not be disbursed unless:
 - i. the cumulative annual amount to be disbursed is not more than ten (10%) of the balance of this principal class as of the beginning of the calendar year,
 - ii. the aggregate principal balance of this asset class is less than \$10,000 in which event the principal balance can then be applied

by action of the LCA Board to any purpose consistent with the mission of the Association, or

iii. the membership, by a 2/3 majority vote of those present or by proxy at a membership meeting, approve a disbursement of the principal.

- b. The income from the General Endowment Principal may be used for those uses, projects, and programs chosen by the LCA Board of Directors which are consistent with the general purposes of the Association. For example, the income may be used:
- i. to provide for capital improvements or capital repairs where other internal resources are not readily available or appropriate for the purpose;
 - ii. to supplement the operating income of the Association when additional cash is deemed essential by the LCA Board of Directors to carry out the mission of the LCA through its programs and administration and the Board has demonstrated the need for the additional cash in a specific year.

2. **Restricted Endowment Principal** - These are gifts and bequests made to the Foundation that have special terms, conditions or restrictions on the principal, the income, or both, attached to them as a condition of the gift or bequest. In such cases, the use of the principal and income must be used according to the Restricted Endowment Agreement made with the donor at the time of the gift. If the Committee has a question with respect to the acceptability of the gift, it will consult with the Board. The recommendation by the Board to accept such a restricted gift may be passed by a simple majority of the Board.

In the event that conditions become such that it is impossible or impractical to comply with a Restricted Endowment Agreement, permission must be sought from the donor to redirect or amend the Endowment Agreement. However, if the donor is not living, unable to be located or legally lacks the capacity to understand the request, the LCA Board may terminate the agreement and redirect the funds to any other purpose consistent with the mission of the Association.

3. **Transfers by the LCA Board of Directors Principal** - These are transfers of cash from the Association's General Fund that the Board of Directors may ask the Foundation to hold and invest from time to time. The purpose, conditions or restrictions on the principal, the income, or both, must accompany the transfer or the cash must be returned to the operating fund by the Committee. In such cases, the use of the principal and income must be used according to the terms issued by the LCA Board.

- B. The LCA Board shall make, at least annually, a report to the membership describing the distributions of the income and principal from the Foundation.

Section 4: Governing Committee and Officers

- A. The Foundation shall be managed and promoted by The Arcadia Foundation Committee, hereinafter referred to as the "Committee."
- 1. The Committee shall consist of six members, five of whom shall be elected by the membership for a term of three years, with reelection possible for an additional term of three years. At least one member shall be elected annually in the regular meeting of the Association.
 - 2. Additionally, one member shall be appointed annually by the LCA Board of Directors from among the LCA Board members elected by the LCA membership.

3. No person shall be elected to serve on the Committee for more than two consecutive terms, provided, however, that a person shall again be eligible for election following an absence of one year as a member of the Committee.
 4. Any member of the Committee may, for good cause and upon recommendation of the LCA Board be removed from office at any time by the vote of a majority of all ballots cast at a regular meeting of the Association or any special meeting called for this purpose.
- B. The Committee shall meet at least semi-annually at a time fixed by resolution of the Committee. Either or both of the semi-annual meetings and any special meeting may be conducted by telephone conference call, the latter only if the relevant materials and information are submitted to the members in advance. Special meetings may be called on seven days' written notice to the members of the Committee by the chairperson or by any other two members in the event the chairperson is unable or unwilling to call a meeting.
 - C. A quorum shall consist of three members. The vote of a majority of those present shall carry any issue.
 - D. Members of the Committee may be covered by a corporate fidelity bond as determined from time to time by the LCA Board.
 - E. The secretary shall be appointed by the Committee and shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member and to the secretary of the LCA Board of Directors within (7) days after the meeting. The secretary shall deliver a complete copy of minutes to his or her successor.
 - F. The chairperson shall be selected annually by the Committee from among its elected members and shall preside at all Committee meetings. The Chairperson may appoint a substitute to preside in a meeting from which he will be absent.
 - G. No member of the Committee shall engage in any self-dealing or transactions with the Foundation in which the member of the Committee has direct or indirect financial interest, and each member shall at all times refrain from any conduct in which personal interests of the member would conflict with the interest of the Foundation. Notwithstanding the above, Section 4(G) shall not be interpreted or construed to preclude any Committee member from making any contribution to the Foundation.

Section 5: Duties of the Committee

- A. The Committee shall, at least annually, render an accounting of the administration of the Foundation to the LCA Board. It shall include financial statements and changes to policies.
- B. The Committee shall assess requests for all expenditures of funds and shall consult with the LCA Board if, in its opinion, an expenditure is not consistent with Section 3. If after such consultation the difference is not resolved, the issue shall be submitted to the membership for discussion and vote.
- C. The Committee shall accept gifts and contributions from any individual, firm, or corporation, in money, in securities, or in any other form of property, including, by way of explanation and not in limitation, direct gifts for the purpose of the Foundation, gifts in memory of any deceased person or in appreciation or recognition of any living person, gifts in the form of a devise or bequest under Will or Trust instrument, and gifts or proceeds or portions of proceeds of insurance, annuity, or endowment policies or contracts that may be received by the Foundation. If in doubt as to the acceptability of a gift, the Committee shall ask the LCA Board of Directors to determine if the specific gift or contribution

should be received by the Foundation, with particular attention to gifts of real estate which could be subject to environmental liabilities.

- D. The Committee shall establish the means for acknowledging the receipt of each gift and contribution and maintaining records thereof, including, whenever feasible, a designation of the value ascribed to each gift which is received in a form other than cash.
- E. The Committee shall segregate all cash, investments and property of the Foundation from the other funds and property of the Association, except those investments received as Transfers By the LCA Board of Directors described in Section 3(A)3
- F. The Committee shall assist management, including the full time staff and the LCA Board, in preparing and reviewing printed and internet materials, information and resources to promote the Foundation, and assist donors with their contribution decisions. Assistance will be in the form of suggestions, ideas, editing and research.
- G. The Committee shall be responsible for the recording of the receipts and disbursements from the Foundation, and shall maintain complete and accurate books of accounts. The Committee shall invest and reinvest the funds held by the Foundation and shall monitor the investments of the Foundation.
- H. The Committee shall maintain accounts with financial institutions as the LCA Board may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the Fund shall be by the direction of a resolution of the Committee.
- I. To prepare and document investment and operating policies and submit them to the LCA Board for their information and counsel.

Section 6: Powers of the Committee

The Committee shall have the following powers:

- A. To invest and reinvest the assets of the Foundation in any kind of property (whether real or personal, tangible or intangible, domestic or foreign), including, but not limited to, securities, accounts or certificates of banks or other lending institutions. Each investment shall be managed and protected in accordance with the principles herein established. In exercising the authority granted in this section, the Committee shall exercise the judgment and care under the circumstances then prevailing which men of prudence, discretion and intelligence exercise in the management of their own affairs, not with regard to speculation but with regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of the capital. In amplification, but not in limitation of the foregoing, authority is granted:
 - 1. to acquire interests in property by purchase, lease, rental or other method; to sell, option, exchange, redeem or convert any property interests; and to rent or lease property of the Foundation;
 - 2. to exercise all rights and privileges accruing to a holder of securities, including (without limitation) all conversion, subscription and preemptive rights; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member or otherwise any protective committee of security holders; and to effectuate any merger, consolidation, dissolution, reorganization or financial adjustment of the issuer of any securities and/or any transfer, demise, or encumbrance of any of its properties;

3. to retain, hold, manage, and dispose of any real property interests acquired by the Foundation from donors; to erect, repair, remodel, reconstruct, demolish or remove buildings or other improvements on it; to partition or subdivide it; to dedicate all or any part of it to public or semi-public use, and to grant easements or other charges with respect to it;
4. to abandon any property interest deemed worthless or of insignificant value;
5. to foreclose any mortgage, lien or other encumbrance, and to purchase the encumbered property, whether through foreclosure or private arrangement;
6. to maintain a portion or all of the property constituting the Foundation in liquid or nearly liquid form, even though little or no income is earned thereon;
7. to use income or principal not otherwise restricted (irrespective of their derivation) for any purpose of the Foundation and with respect to any property of the Foundation (irrespective of the income, if any, it produces).
8. to ask other members of the Association to serve as advisory members and may employ, at the expense of the Foundation, such professional counseling on accounting, investments, legal and marketing matters as it deems to be for the best interests of the Foundation.

B. To exercise the following rights without limiting the authority otherwise conferred:

1. to hold property, and to negotiate and execute documents on behalf of the Foundation, in the name of the Foundation or in the name of a nominee(s) without disclosing any fiduciary relationship to anyone;
2. to allocate assets, liabilities, receipts and disbursements between income and principal (in any case where reasonable doubt of the applicable law exists);
3. to vote, or refrain from voting, securities having voting privileges, and to give any type of proxy (with or without voting directions) to vote the same;
4. to make division and distribution of property held in the Foundation (whenever directed to do so) either in kind or in cash, or partly in kind and partly in cash and for such purpose to set values upon any property of the Foundation;
5. to establish checking account(s) in which may be deposited income and principal cash.