

**BYLAWS
OF
BRITE-CASNER-KOKERNOT CAMP, INC.**

(As amended through April 17, 2012)

Preamble. These Bylaws are adopted pursuant to the authority granted by Section 22.102 of the Texas Nonprofit Corporation Law. These Bylaws shall govern the corporate affairs of Brite-Casner-Kokernot Camp, Inc. (the "Corporation"), subject to its Articles of Incorporation. [§§ 1.008(d), 22.103.]

ARTICLE I

The Members

Section 1.01. Members. The Members of the Corporation are all persons who are over 21 years old and have made a contribution to the Corporation of at least \$10.00 (in cash or kind) in the preceding 15 months (a) who are the descendants (and the spouses of descendants) of Mr. and Mrs. L.C. Brite, Mr. and Mrs. J.E. Casner, and Mr. and Mrs. H.L. Kokernot, Sr., or (b) who regularly attend Bloys Campmeeting held at Skillman's Grove, Jeff Davis County, Texas, camp or take their meals during the camp meeting with the Brite-Casner-Kokernot Camp, and are elected to membership by the Members of the Corporation. [§ 22.151.]

Section 1.02. Member List. The Secretary shall maintain a current list of Members determined in the best judgment of the Board of Directors which shall be available for inspection at the principal office of the Corporation and at each annual and special meeting of Members. In the event of any dispute as to the eligibility of any person to be a Member, the question shall be referred to the Board of Directors for resolution. The decision of to the Board of Directors shall be binding on all parties. [§ 22.158.]

Section 1.03. Annual Meeting. There shall be an annual meeting of the Members of the Corporation which shall be held at 4:30 PM on the second full day of Bloys Campmeeting of each year or at such other date and time during Bloys Campmeeting as the Board of Directors shall determine. The business to be transacted at the annual meeting of Members shall include (a) the election of the Class A Directors, (b) the election of Members, (c) the consideration and action upon any reports of the officers, the Board of Directors, and the committee chairs of the Corporation and of the representatives of the Corporation on the board of trustees of the Bloys Campmeeting Association, and (d) any other business within the power of the Corporation. [§ 22.153(a).]

Section 1.04. Special Meetings. At any time during the interval between annual meetings, special meetings of the Members may be called by the President or by not less than one-third of the members of the Board of Directors or upon the written request of not less than 10% of the Members filed with the President, or, in the President's absence, with the Secretary. [§ 22.155.]

Section 1.05. Place of Meetings and Notice. All annual meetings of Members shall be held at the cook shed of Brite-Casner-Kokernot Camp at Skillman's Grove, Jeff Davis County, Texas. Notice of the time, place, and purpose of the annual meetings is not required but may be given by announcement at the cook shed of Brite-Casner-Kokernot Camp. All special meetings of Members shall be held at the cook shed of Brite-Casner-Kokernot Camp unless another place approved by the President or a majority of the Directors is specified in the notice. Written notice of the time, place, and purpose of special meetings may be delivered personally or given by mail or facsimile or electronic message to each Member not less than 10 nor more than 60 days prior to the special meeting. [§§ 6.051(b), 22.156(a), and 22.157(a).]

Section 1.06. Quorum, Presiding Officer, and Voting. Those Members present at an annual or special meeting of Members shall constitute a quorum for the transaction of business at any duly called meeting of Members. The President shall preside at all meetings of the Members at which the President shall be present. In the absence of the President, the Secretary shall preside. In the absence of both the President and the Secretary, the Treasurer shall preside. All Members on the meeting date and present in person at the meeting shall have the right to vote on all matters properly coming before any annual or special meeting of Members. Each Member shall have one vote on each matter submitted to a vote of Members and in the election of Directors one vote for each Director to be elected. In all elections for Directors, each Member must vote for as many persons as there are vacancies, and any

ballots cast for fewer persons than there are vacancies will not be counted. Voting by proxy and cumulative voting shall not be permitted. Except on procedural matters in connection with the conduct of the meeting or as otherwise determined by the presiding officer, voting shall be by written ballot. Except for fundamental action, a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present is sufficient to approve any matter. The number is increased to two-thirds for fundamental action. [§§ 22.159(a)-(b), 22.160(a)-(b), 22.161(a)-(b), and 22.163(b).]

ARTICLE II

The Board of Directors

Section 2.01. Powers and Eligibility. The affairs of the Corporation are managed by the Board of Directors. Every Member shall be eligible to serve as a Director of the Corporation. [§§ 22.201 and 22.203.]

Section 2.02. Number and Term of Office. The Board of Directors shall consist of (a) five Members elected by the Members (the “Class A Directors”), (b) *ex officio*, any President, Treasurer or Secretary of the Corporation who is not otherwise a Director (the “Class B Directors”), and, (c) *ex officio*, the Member who is elected annually to the executive committee of Bloys Campmeeting Association who is not otherwise a Director (the “Class C Director”; collectively, with the Class A and Class B Directors, the “Directors”). The Class A Directors shall serve three-year terms or until their successors are elected and have qualified with two such persons elected in each of the first two years and one such person elected in the third year. A Director shall take office as Director immediately upon his or her election or designation. [§§ 22.204, 22.206, 22.207(b), 22.208, 22.209, and 22.210.]

Section 2.03. Nomination. The Board of Directors shall act as a Nominating Committee for the nomination of persons to serve as Class A Directors. The Nominating Committee shall nominate as many Members to serve as Class A Directors as there shall be Class A Director vacancies to be filled at the annual meeting; provided, however, the Nominating Committee may make additional nominations. The Nominating Committee shall make all nominations for Class A Directors. It may receive suggestions from Members and shall be required to nominate as Class A Director any Member who has been proposed with two seconds by Members. The Nominating Committee shall submit to the Members the names of those persons so nominated at the annual meeting. [As amended 4/17/2012]

Section 2.04. Election. In all elections for Class A Directors, those persons receiving the vote specified in Section 1.06 shall be deemed elected. If all the vacancies are not filled in the first ballot, a runoff election shall be held among the nominees remaining until all vacancies are filled by the vote specified in Section 1.06.

Section 2.05. Vacancies. If by reason of death, resignation, or any other cause a vacancy shall occur in the Class A Directors between annual meetings, the remaining Directors may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such vacancy until the next annual meeting. In the discretion of the Board of Directors, any such vacancy may be filled by nomination and election by the Members at any annual or special meeting in the manner provided in Sections 2.03 and 2.04. [§22.212(a).]

Section 2.06. Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of Members unless another day is chosen by the Board of Directors. Special meetings may be held at any time on call by the President or by not less than one-third of the members of the Board of Directors.

Section 2.07. Notice and Place of Meetings. Notice of the time, place, and purpose of all meetings shall be given to each person entitled to attend such meeting under the first sentence of Section 2.09. Notice may be given delivered personally or given by facsimile or electronic message not less than 24 hours preceding the meeting or by mail posted not less than five days preceding the date of the meeting; provided, however, that no notice need be given of a regular meeting held on the date and at the place specified in these Bylaws. Attendance shall constitute waiver of notice. All meetings of the Board of Directors shall be held at the cook shed of Brite-Casner-Kokernot Camp unless another place is specified in the notice. [§§ 22.217 and 6.051(b).]

Section 2.08. *Quorum, Presiding Officer, and Voting.* A majority of the Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. Officers who are not members of the Board of Directors shall not be counted for purposes of determining a quorum. The President shall preside at all meetings of the Board of Directors at which the President shall be present. In the absence of the President, the Secretary shall preside. In the absence of both the President and the Secretary, the Treasurer shall preside. All Directors shall have a vote, including a vote for themselves or their successors in the election of officers. Voting by proxy shall not be permitted. A majority of the votes entitled to be cast by the Directors present at a meeting at which a quorum is present is sufficient to approve any matter. [§§ 22.213, 22.214, and 22.215.]

Section 2.09. *Attendance at Board of Director Meetings.* All Directors and any officer of the Corporation who is not a Director shall be entitled to attend all meetings of the Board of Directors. On invitation of the Board of Directors or the President, any person may attend any meeting of the Board of Directors as an observer or participant. The Board of Directors may meet in executive session attended only by Directors and others invited by the Board of Directors.

Section 2.10. *Electronic Meetings.* Meetings of the Board of Directors or any committee thereof may be held by means of a remote electronic communications system, including videoconferencing technology or the internet if each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. [§ 22.002.]

Section 2.11. *Action Without a Meeting.* Action by the Board of Directors or any committee thereof may be taken without a meeting if a written consent, stating the action to be taken, is signed by a majority of the Board of Directors or of the committee members. Prompt notice of taking of an action by the Board of Directors or committee without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action. [§ 22.220.]

ARTICLE III

The Officers

Section 3.01. *The Officers.* The officers of the Corporation shall be the President, the Secretary, the Treasurer, and such other officers as the Board of Directors may from time to time designate. All officers shall be Members. [§ 22.231(a).]

Section 3.02. *Election.* The officers shall be elected annually by the Directors by a majority vote at the first meeting of the Board of Directors held after the annual meeting of Members. The persons so elected shall serve for one year or until their successors are elected and have qualified. Any vacancy in any office shall be filled for the unexpired term thereof by the Board of Directors. [§ 22.232(a).]

Section 3.03. *The President.* The President of the Corporation shall be the president and chief executive officer of the Corporation. In addition, the President shall perform such other duties as may be assigned to the President by the Board of Directors. [§ 22.231(a).]

Section 3.04. *The Secretary.* The Secretary shall have custody of the corporate seal of the Corporation. The Secretary shall record the minutes of all meetings of the Board of Directors and of the Members in a suitable minute book which shall be maintained in the registered office of the Corporation. The Secretary shall be charged with the responsibility of maintaining a list of Members of the Corporation and a copy of these Bylaws which shall be open to inspection in the registered office of the Corporation at reasonable business hours by any Member of the Corporation. In addition, the Secretary shall perform such other duties as may be assigned to the Secretary by the President or the Board of Directors. [§ 22.231(a).]

Section 3.05. *The Treasurer.* The Treasurer shall keep the financial records of the Corporation and shall have general custody of all Corporation funds, securities, and other investments. All monies received by the Corporation shall be delivered to the Treasurer, and all expenses and other payments shall be made by the Treasurer, or under the Treasurer's direction. The Treasurer shall make a report as to the general financial condition of the

Corporation at the annual meeting of the Members and such other reports from time to time as the President or the Board of Directors may request. [§ 22.231(a).]

Section 3.06. Other Officers. Such other officers as may be designated by the Board of Directors from time to time shall have and perform such powers and duties as may be assigned to them by the President or the Board of Directors. [§ 22.231(a).]

ARTICLE IV

Committees

Section 4.01. Designation. The Board of Directors may designate an audit committee (which may not include the Treasurer) and such other regular and special committees composed of two or more Members (a majority of whom shall be Directors) for such purposes as may be indicated in the resolution or resolutions providing therefore. [§ 22.218.]

ARTICLE V

Fiscal Matters

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 5.02. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by any two authorized persons or as otherwise provided by resolution of the Board of Directors. The persons with authority to sign such documents shall be the President, the Treasurer, any Assistant Treasurer or as otherwise provided by resolution of the Board of Directors.

Section 5.03. Limitation on Expenditures. Any expenditure in excess of \$500 not specifically provided for in the current annual budget of the Corporation or exceeding by 10% the current budget for any item provided for in the current annual budget must be approved in advance by the Board of Directors. The Corporation may not make a loan to a Director. [§ 22.225.]

Section 5.04. Audit. The financial books and records of the Corporation shall be audited annually by the audit committee. The scope of the audit shall be determined by the Board of Directors and need not be conducted in accordance with generally accepted auditing standards. Any such audit shall be submitted to the Board of Directors and shall be filed with the records of the Corporation.

Section 5.05. Fidelity Bond. The Treasurer and such other officers, employees, or other persons handling Corporation funds, whether salaried or non-salaried, as the Board of Directors may direct from time to time, shall be bonded at the expense of the Corporation for the faithful performance of their duties, in such amounts and by such surety companies as the Board of Directors may determine.

Section 5.06. Contracts and Agreements. To the extent permitted by applicable law, and except as otherwise prescribed by the Articles of Incorporation or these Bylaws, the Board of Directors may authorize any officer, employee, or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

ARTICLE VI

Amendment and Adoption of Bylaws

Section 6.01. *Amendment.* These Bylaws may be altered, amended, repealed, or added to by a vote of the Board of Directors. [*§ 22.102(c).*]