

The Willimantic Camp Meeting Association, Inc.
Bylaws

Article I: Name and Purpose

Section 1.1. Name. The name by which the Corporation shall be known is The Willimantic Camp Meeting Association, Incorporated (the “Corporation” or the “Association”).

Section 1.2. Applicable Laws and Purpose. The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. (the “Act”) and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation, as set forth in the Certificate of Incorporation, shall be to own, maintain and operate a Camp Ground and Camp Meeting Association located within the Town of Windham, Connecticut, including a Camp Meeting Summer Assembly with program for spiritual growth, in accordance with the rules and usages of the United Methodist Church, and to receive, hold, transfer and convey property real and personal, in the carrying out of that purpose.

Section 1.3. Property Ownership and Ground Lease. The Willimantic Camp Meeting Association owns the land beneath each cottage. Cottage owners are granted ground rent privileges by the Association through a Ground Lease.

Section 1.4. Mission Statement. The mission of the Willimantic Camp Meeting Association is to glorify God through the maintenance of a Christian community, which is committed to holiness, in order to edify and encourage Christians in the surrounding communities and to proclaim the good news of salvation in Jesus Christ to a lost world by means of our annual Assembly Week and other programs.

Article II: Membership

Section 2.1. Members. The Corporation is a member organization comprised of the cottage owners at the Willimantic Camp Ground and, ex officio with the right to vote, the Superintendent of the district of the United Methodist Church within whose bounds the Camp Ground is located.

Section 2.2. Qualifications for Voting. (a) Governance of the Association shall be vested in the cottage owners, also known as Members. In conducting the business of the Association, including voting at the Annual Meeting for the officers and voting at any other meeting at which a membership vote may be called, Members will be eligible to vote on the basis of one vote per cottage. A Member may exercise his or her right to vote by proxy or in person. The proxy must be a Member.

(b) Loss of Good Standing: Voting rights of a Member shall be suspended in the event that he or she is no longer in good standing, as described in the Rules and Regulations of the Association.

Section 2.3. Meetings of Members.

(a) Annual Meeting. The Annual Meeting of the Corporation shall be held each year the Saturday of Camp Meeting Week, at a place and time to be set by the Executive Committee. At the Annual Meeting, Members shall elect the officers and committee members for the year. In addition, the Members shall vote on the Budget and Fee Policy and Schedule for the upcoming year.

(b) Special Meetings. Special Membership meetings shall be held upon the call of the President or the Executive Committee, or upon written request of at least ten Members.

(c.) Notice. Notice of any membership meeting, including the meeting’s agenda, shall be given to

each Member, by mail or email, no less than ten days prior to the meeting, with the exception of the Annual Meeting, which shall require notice of at least five days.

(d) Parliamentarian. Robert's Rules of Order shall be used as guideline on all matters not covered by the Articles of Incorporation or Bylaws of the Association for the Annual Meeting or any membership meeting, in order to transact business in an orderly and fair manner. The President may appoint a Parliamentarian for any meeting. A summary of commonly used Roberts' Rules will be available for all cottage owners prior to the Annual Membership Meeting.

(e) Membership vote shall be required on the following matters: any amendments to the Certificate of Incorporation or Bylaws of the Association; the Annual Budget; the Fee Policy and Schedule of the Association; the Rules and Regulations; the Ground Lease; and any extraordinary items, such as the sale of Association property or the purchase of property by the Association. The purchase of any new real property and sale or encumbering of any land owned by the Association shall require a three-fourths vote of the Membership of the Association, but only at an Annual Meeting, provided notice of such proposed sale or encumbering was given to the Association Membership eight weeks prior to the Annual Meeting.

Section 2.4. Quorum. The quorum for Membership meetings shall be no fewer than twenty-five percent (25%) of the Members in good standing and entitled to vote on the matter, and such quorum must be present at the meeting in person.

Article III. Officers

Section 3.1. Title, Election and Duties. Only members shall be eligible to serve as officers. The members of the Association shall elect annually by ballot the following officers: President, Vice President, Treasurer, Secretary, and Collector, and the Association may elect other officers whenever they determine that these other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and those prescribed by the Executive Committee. All officers shall hold office until their successors are elected. Any officer who, during his or her term, loses the right to vote as set forth in Section 2.2 or is no longer a Member of the Association shall be deemed to have resigned from office and that office shall be filled by an appointee of the Executive Committee for the remainder of the resigned officer's term.

Section 3.2. President. The President shall preside at all meetings of the Executive Committee and at all membership meetings and shall be in charge of and direct the business of the Corporation under the control of the Executive Committee.

Section 3.3. Vice President. The Vice President, if any, shall assist the President in the performance of the President's duties and shall carry out the duties of the President whenever the President is unable to perform them.

Section 3.4. Treasurer. The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all moneys received or paid out and shall make monthly reports to the Executive Committee on the financial condition of the Corporation. With the exception of routine invoices which the Executive Committee has provided blanket authority to pay, the Treasurer shall secure written approval of the President or Vice-President to pay all invoices. The Treasurer shall prepare or have prepared a balance sheet and statement of income and expenses showing the financial condition of the Corporation on an annual basis. The financial statements shall be presented to the Annual Meeting and shall be deposited at the principal office of the Corporation and kept there for at least ten years. Upon request of the Executive Committee, the Treasurer will provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation,

for collection only. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.

Section 3.5. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee and Membership Meetings and shall give notice of these meetings when notice is required. The Secretary shall keep all the books, records, and papers of the corporation except those kept by the Treasurer or another person authorized to keep them by resolution of the Executive Committee.

Section 3.6. Collector. The Collector shall collect Association fees and assessments from cottage owners, winter resident fees, and taxes. The Collector shall make monthly reports to the Executive Committee on the status of collections. The Collector may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. The Collector shall deposit all funds in a timely manner.

Section 3.7. Term of Office. Each officer shall serve for a term of one year and thereafter until his or her successor is elected and qualified. The Executive Committee may remove any officer by a two-thirds vote at any time. The Executive Committee shall fill vacancies among officers between annual meetings.

Section 3.8. Ratification of the Election of Officers. Elections shall be ratified by the New England Conference of the United Methodist Church.

Article IV: Committees

Section 4.1. Standing Committees. The Association shall have the following Committees: Board of Trustees; Sales and Rental Committee; Program Committee; Nominating Committee; and Victoria House Committee. The quorum for any meeting of any Committee of the Association shall be at least 50% of those currently serving on that Committee. Individuals eligible for membership on committees shall include Members, Members' spouses and Members' children over eighteen years old. In the event a member of any Committee is absent from more than three (3) meetings of their Committee during any calendar year without being excused, the member shall be deemed to have resigned.

Section 4.2.i. Board of Trustees Charge. The Board of Trustees shall be responsible for the physical assets of the Association, including but not limited to the buildings, roads, equipment; for overseeing sanitation, installation and placement of septic systems, dry wells and electrical installations. The Board of Trustees shall also be responsible for insurance covering all of such physical assets. The Board of Trustees, on behalf of the Association, may buy or receive gifts of land to be held in trust for the Association and may, in accordance with Section 2.3(e) of these Bylaws, sell or encumber land of the Association.

Section 4.2.ii. Board of Trustees Membership and Officers. The Board of Trustees shall be comprised of six Association Members, two of whom are elected by the Association Membership each year for a term of three years each. The Trustees shall meet immediately after each Annual Meeting of the Association to elect a Chairperson, Vice-Chairperson, and Secretary for a term of one year.

Section 4.2.iii. Board of Trustees Duties. The Board of Trustees shall develop a budget, which budget shall be included in the Annual Budget and approved by the Annual Meeting. The Board of Trustees shall make recommendations to the Executive Committee for the appointment of a Grounds Superintendent, a Caretaker, and such other personnel or service providers within the budget adopted by the Association and within current available funds at any given time, which individuals will work under the direct supervision of the Board of Trustees.

Section 4.3.i. Sales and Rental Committee Charge. The Sales and Rental Committee will investigate and interview all prospective cottage owners, based on objective criteria developed and approved by the

Executive Committee. The Committee will vote by written ballot on each prospective cottage owner and make a recommendation to the Executive Committee for acceptance or rejection of each such prospective cottage owner. The Sales and Rental Committee will be charged with maintaining records of cottages for sale, showing available cottages to approved members and prospective cottage owners, and facilitating the sale and transfer of these cottages. Additionally, the Sales and Rental Committee will maintain all applicable files and records of such transfers. The Sales and Rental Committee shall be responsible for authorizing, in writing, the rental of any Association-owned cottage.

Section 4.3.ii. Sales and Rental Committee Membership and Officers. The Sales and Rental Committee shall be comprised of six members, two of whom are elected by the Association Membership each year for a term of three years each. The Sales and Rental Committee shall meet immediately after each Annual Meeting of the Association to elect a Chairperson, Vice-Chairperson and Secretary for a term of one year. The Chairperson shall be responsible for all keys of cottages listed for sale and for the collection of transfer fees, which fees shall be transferred to the custody of the Treasurer of the Association..

Section 4.4.i. The Program Committee Charge. The Program Committee shall develop a budget, which budget shall be included in the Annual Budget and approved by the Annual Meeting. The Program Committee shall be responsible for planning, implementing and publicizing the programs of the Association, including the Annual Assembly Week, Sunday Vespers, Prayer Meetings and Communion Services. The Program Committee shall be responsible for providing ushers for all programs and for keeping a permanent record of the attendance and offerings at all services. All funds collected as offerings are to be transferred to the custody of the Treasurer of the Association. The Program Committee shall operate within the budget adopted by the Association and within current available funds at any given time

Section 4.4.ii. The Program Committee Membership and Officers. The Program Committee shall be comprised of six members, two of whom are elected by the Association Membership each year for a term of three years each. The District Superintendent and the Pastor of the local United Methodist Church shall be members ex officio with the right to vote. The Program Committee shall meet immediately after each Annual Meeting of the Association to elect a Chairperson, Vice-Chairperson, and Secretary for a term of one year.

Section 4.5.i. The Nominating Committee Charge. The Nominating Committee shall develop and present to each Annual Membership Meeting the following nominations: a slate of officers including President, Vice-President, Secretary, Treasurer, and Collector; one member at-large to serve on the Executive Committee; and two members each to serve on the Board of Trustees, Sales and Rental Committee, Program Committee. Anyone nominated from the floor at the Annual Membership Meeting must be present at the meeting and accept the nomination.

Section 4.5.ii. Nominating Committee Membership and Officers. The Nominating Committee shall be comprised of six members of the Association, each holding office for a term of three years. One member shall be appointed each year by the Executive Committee and one member shall be nominated from the floor and elected by written ballot at the Annual Membership Meeting. The Nominating Committee shall meet immediately after each Annual Meeting of the Association to elect a Chairperson, Vice-Chairperson, and Secretary for a term of one year.

Section 4.6.i. Victoria House Committee Charge. The Victoria House Committee shall develop a budget, which budget shall be included in the Annual Budget and approved by the Annual Meeting. The Victoria House Committee shall be responsible for planning, implementing and publicizing the usage of the Victoria House with the goal of developing the Victoria House as a self-sustaining entity. All funds collected are to be transferred to the custody of the Treasurer of the Association. The Victoria House Committee shall

operate within the budget adopted by the Association and within current available funds at any given time

Section 4.6.ii. Victoria House Committee Membership. The Victoria House Committee shall be comprised of representatives of the following committees: Board of Trustees; Sales and Rental Committee; and Program Committee. The Executive Committee shall appoint up to three additional members and appoint the Chairperson.

Section 4.7. Ratification of the Election of Committee Members. Elections shall be ratified by the New England Conference of the United Methodist Church.

Section 4.8. Ladies Improvement Society. In addition to the elected committees, the Ladies Improvement Society is an affiliated organization of the Willimantic Camp Meeting Association. Membership is open to all Association women. Its bylaws shall adhere to the mission of the Association.

Article V: Executive Committee

Section 5.1. Number, Election, and Term of Office. There shall be an Executive Committee of the Association which shall serve as the board of directors of the Corporation. The Executive Committee shall be comprised of the Officers of the Association, as set forth in Article 3, the Chairpersons of the Standing Committees (with the exception of the Nominating Committee) as set forth in Article 4, the President of the Ladies Improvement Society, and three members at-large with staggered terms, one of whom is elected annually for a term of three years at the Annual Membership Meeting. In addition, the Executive Committee shall have two ex officio members, including the Superintendent of the district of the United Methodist Church within whose bounds the Camp Grounds is located, and the immediate past president of the Association, for a term of one year.

Section 5.2. Vacancies. Vacant positions on the Executive Committee shall be filled for the unexpired portion of the term by the Executive Committee, or until the next Annual Membership Meeting if such unexpired term exceeds one year.

Section 5.3. Regular Meetings. Regular meetings of the Executive Committee shall be held monthly or when deemed prudent by the Executive Committee or the President to receive reports or otherwise transact and initiate business for the benefit of the Association during the interim between Annual Membership Meetings. Such meetings shall be held whenever and wherever the Executive Committee may specify by resolution. No notice of regular meetings must be given, but if no resolution is in effect, regular meetings shall be called in the same manner as a Special Meeting of the Executive Committee.

Section 5.4. Special Meetings. Special meetings of the Executive Committee may be called by the President. Any two (2) members of the Executive Committee may request in writing that the president call a meeting of the Executive Committee. If the president does not call a meeting within five (5) days of the request, the Executive Committee members making the request may call the meeting. At least three days notice of a Special Meeting called by any party shall be given to each member of the Executive Committee. Notice need not be given to any Executive Committee member who attends the meeting or who waives notice in a writing executed and filed with the Secretary of the Corporation either before or after the meeting. The Secretary shall file this waiver with the records of the meeting.

Section 5.5. Minutes and Business. The Executive Committee shall keep minutes of its meetings and shall report its actions and transactions to the Association Membership at the Annual Membership Meeting or more frequently, as determined by the Executive Committee. The Executive Committee shall have general oversight of all the Committees described in Article 4 and any other ad hoc committees it may establish from time to time. It shall review and make assessment of the financial situation of the Association and the Executive Committee shall submit the annual budget, including any

recommendations regarding changes in fees, assessments, and other charges to be levied against Association Members, to the Annual Membership Meeting for approval by the Membership.

Section 5.6. Quorum and Voting Requirements. A quorum shall consist of at least a majority of the Executive Committee members in office immediately before the meeting begins. The affirmative vote of a majority of Executive Committee members present at a meeting shall be required for every action by the Executive Committee unless a greater proportion of Executive Committee members' votes are required by the Certificate of Incorporation, these Bylaws or by Chapter 602 of the Act.

Section 5.7. Voting. At all meetings of the Executive Committee, each Executive Committee member is entitled to have one (1) vote. Proxy voting by Executive Committee members is not permitted.

Section 5.8. Powers. The Executive Committee shall manage the property and business of the Corporation. The members of the Executive Committee may do anything that is not prohibited by law, the Certificate of Incorporation, or these Bylaws. The Executive Committee shall not enter into loan agreements with respect to the sale of any cottage nor for the benefit of any Cottage owner. The Executive Committee shall consider and vote upon recommendations by the Sales and Rental Committee regarding whether to extend the opportunity to become a cottage owner to an applicant, and the Executive Committee shall notify the applicant in writing of this vote.

Section 5.9. Committees. The Executive Committee shall appoint members of any committees not included on the annual slate developed by the Nominating Committee as provided in Section 3.6.i, including appointments to any ad hoc committees created by the Executive Committee, and the appointment of the Auditor. Any Committee member, whether appointed by the Executive Committee or elected by the Membership, who, during his or her term, is no longer a Member in Good Standing as set forth in Section 2.2(b), is no longer able to fulfill the duties of that Committee or is no longer a Member of the Association shall be deemed to have resigned from that Committee and that Committee seat shall be filled by an appointee of the Executive Committee for the remainder of the resigned Committee Member's term or until the next Annual Membership Meeting if such unexpired term exceeds one year. A member of any Committee may be removed from office upon a two-thirds vote of the Executive Committee.

Section 5.10. Participation in Meetings by Telephone. In the event that an Executive Committee member cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the President in advance of the meeting, as long as everyone at the meeting can hear every other person participating in the meeting, and if so such participation by telephone shall constitute attendance at the meeting by such Executive Committee member.

Section 5.11. Unanimous Consent. In lieu of any regular or special meeting and vote of the Executive Committee members, the unanimous written consent of all Executive Committee members may be executed with respect to any action taken or to be taken by the Executive Committee members, and said consent shall have the same force and effect as a vote of the Executive Committee members at a duly called or held meeting.

Section 5.12. Indemnification and Reimbursement. The Corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the C.G.S. regarding indemnification of directors, officers, and agents of the Corporation. The Association shall adopt a policy regarding reimbursement of Executive Committee members, Committee members, or any other agent acting on behalf of the Association.

Article VI: Violations

The association shall adopt and update as needed a set of rules and regulations that covers violations,

assessments, taxes, and other issues. The association has the authority as an association to enforce the provisions of the rules and regulations against any member who violates the rules and regulations.

Article VII. Distribution of Assets.

Section 7.1. Generally. None of the income or assets of the Corporation shall ever be distributed to its officers or Executive Committee members: provided, however, that the Corporation may reasonably compensate any of the officers and Executive Committee members for services performed for the Corporation.

Section 7.2. Dissolution. If the Corporation is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to the New England Conference of the United Methodist Church, or any successor thereto, within whose bounds the Camp Ground is located, or to nonprofit organization(s) exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts as the Membership shall determine. It is the expectation of the Association that the United Methodist Church, or any successor thereto, if liquidating the property, would give the right of first refusal to cottage owners to purchase the lots on which their cottages are situated unless barred by local zoning ordinance.

Article VIII. Conflicts of Interest

Section 8.1. Conflicts of Interest. The Corporation shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including Executive Committee members and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Association as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S. The Executive Committee shall adopt a conflict of interest policy, and review it at least annually, to assure that all actions taken by the Executive Committee and all committee members comply with the relevant state and federal statutes.

Article IX. Amendments

Section 9.1. Bylaws. These Bylaws may be amended at any time pursuant to the procedure set forth below, however, no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(a) Written notice of the meeting of the Executive Committee at which such amendment shall be considered, including the text of the proposed amendment, shall be delivered to all members of the Executive Committee at least one week before their meeting;

(b) At least a simple majority of the Executive Committee Members present at a duly called meeting at which a quorum is present shall vote in favor of such amendment; and

(c) At least two-thirds of the Members present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment, provided that at least three weeks prior written notice of such proposed amendment has been given to the Membership.

(d) In addition, any amendment to Sections 3.8 and 4.7 regarding the conference ratification requirements must be approved by the New England Conference of the United Methodist Church.

Article X. Fiscal Year

Section 10.1. Fiscal Year. For any year, the Fiscal year of the Corporation shall end on December 31.

Adopted as the bylaws of the Corporation on July 26, 2008.