THE SMITH MILLS CAMP MEETING ASSOCIATION

BY-LAWS

ADOPTED AUGUST 16, 2008

<u>BYLAWS</u>

<u>OF</u>

<u>SMITH MILLS CAMP MEETNG ASSOCIATION</u>

ARTICLE 1
THE CORPORATION

Section 1.01. <u>Corporation Name</u>

The corporation shall be known as "The Smith Mills Camp Meeting Association" and referred to herein as "SMCMA".

Section 1.02. <u>Seal</u>

The seal shall be circular in form with the name of the corporation around the periphery and the year and state of the incorporation within.

Section 1.03. <u>Fiscal Year</u>

The fiscal year shall commence on the first day of January and end on the thirty-first day of December of each year, or such other dates as the directors may determine.

ARTICLE II
PURPOSE AND MEMBERSHIP

Section 2.01. <u>Purpose</u>

The purpose of the Smith Mills Camp Meeting Association shall be to establish a membership of believers in the Wesleyan doctrine of entire sanctification who will plan, sponsor, and control an annual camp meeting located on Smith Mills Campground, on Tucker Road, North Dartmouth, Massachusetts.

The objective of the Smith Mills Camp Meeting Association is to win converts to Christ and propagate the doctrine of entire sanctification.

A further objective is to create an interdenominational fellowship of saints of like precious faith, as a channel for service and as a society of mutual interests and purpose.

Section 2.02. <u>Membership</u>

A. <u>Qualification</u>

1. The first qualification for membership is evangelical conversion. By this is meant holding the belief that there is salvation from all sin, holding oneself and one's belief in separation from the world, witnessing to the Holy Spirit, and living an exemplary life.

2. The second qualification is belief in entire sanctification as a second, definite work of grace wrought in the heart of the believer, attested to by the witness of the Holy Spirit. By entire sanctification is meant cleansing or heart purity, and the baptism of the Holy Spirit.

B. **<u>Election to Membership</u>**

Those meeting the above qualification are voted upon as members to the association upon the request of the person desiring to become a member, presented in the form of an application to the Board of Directors. Election to membership requires approval by a two-thirds vote of the members of the association present at an annual meeting. There is no limit as to the total number of members.

C. **<u>Membership. Fee</u>**

Each member shall pay an annual fee, established in amount from time to time by the Board of Directors. Membership fees are due and payable prior to each annual meeting. Paid-up membership fee is required for participation in association business activities, such as voting or office holding.

D. **<u>Membership Responsibilities</u>**

The voting members of SMCMA shall:

1. elect, as set forth in Article IV of these bylaws, the directors of SMCMA and the members of the SMCMA nominating committee;
2. suggest the general lines of direction for SMCMA by receiving and acting upon reports and other communications of the Board of Directors and by giving guidance to the officer and directors;
3. be authorized to amend the Articles of Incorporation and bylaws, except as stated in other sections of these bylaws;
4. be authorized to take all other actions within the responsibilities of the members of SMCMA and requiring a vote of the membership;
5. conduct such other business as may from time to time come before the membership.

ARTICLE III
OFFICERS

Section 3.01. <u>Enumeration</u>

The officers of the corporation shall be a president, vice president, vice president for grounds, treasurer, clerk and such other officer positions as the Board of Directors shall establish and elect.

Section 3.02. <u>Qualifications</u>

An officer shall be a member of the corporation and an elected member of the Board of Directors. One person may hold no more than one office at a single time. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3.03. <u>Election of Officers</u>

The directors at each annual meeting shall elect members to the officer positions that are expiring in that particular year. Each officer shall hold office from the close of the annual meeting until their respective successors are elected and qualified. A vacancy in an officer position shall be filled by the Board of Directors until the next annual meeting.

Section 3.04. <u>Term of Office</u>

The officers shall be elected for a term of two (2) years, or until their successors are elected.

Section 3.05. <u>Duties</u>

The duties of the officers shall be as follows:

A. **<u>President</u>.** The President shall be the chief corporate officer and shall preside at all meetings of the corporation, the Board of Directors and, if established, the Executive Committee. The President shall be responsible for seeing that the lines of direction suggested by the members of the corporation and the actions of the Board of Directors are carried into effect and for reporting to the members and to the Board of Directors on the conduct and management of the affairs of the corporation. The President shall be an ex-officio member of all committees and/or task forces established by the Board of Directors and shall perform such other duties as are assigned by the Board or prescribed elsewhere in these bylaws.

B. **<u>Vice President</u>**. The Vice President shall preside at meetings of the membership, the Board and any executive committee in the temporary absence or disability of the President. He or she shall perform all other duties of the President until the return of the President but no longer. He or she shall have such other powers and perform such other duties as may be assigned by the President.

C. **<u>Vice President for Grounds</u>.** The Vice President for Grounds shall be the third in line in order of rank and shall preside at meetings as identified in B. above in the temporary absence or disability of the President and Vice President.

In addition the Vice President for Grounds shall have responsibility for the management of the campground, of all buildings, the grounds, all equipment and stock belonging to the corporation, including kitchen and lunch stand, and shall have such other powers and perform such other duties as may be assigned by the President.

D. **Treasurer.** The Treasurer shall be responsible for monitoring the receipt and custody of all monies of the corporation and the disbursement thereof as authorized; keeping of accurate accounts of monies received and paid out; the execution of contracts or other instruments authorized by the board; and the preparation and issuance of financial statements and reports. The Treasurer shall be an ex-officio member of any financial committees as shall be established by the Board of Directors and shall exercise the powers and perform such other duties usually incident to the office of treasurer; and shall exercise such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

E. **Clerk.** The Clerk shall be responsible for seeing that notices of all meetings of the corporation, any executive committee and the Board of Directors are issued and shall see that minutes of such meetings are kept. The Clerk shall be responsible for the custody of corporate books, records and files. The Clerk shall exercise the powers and perform such other duties usually incident to the office of Clerk. The Clerk shall exercise such other powers or duties as may be assigned by the President or the Board of Directors..

Section 3.06. Resignation or Removal

Any officer may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer or director of the corporation. An elected officer may be removed, with or without cause, by a vote of two-thirds (2/3) of the total members of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 3.07. No Right to Compensation

There shall be no compensation for any person serving in an officer position with the corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. <u>Qualifications</u>

A director must be a member of the corporation.

Section 4.02 <u>Election of Directors</u>

There shall be a total of thirteen (13) members of the Board and these thirteen (13) shall include the officers. Directors shall be elected at the annual meeting by the membership of the corporation from among the persons nominated pursuant to Article V.

Section 4.03. <u>Terms</u>

Except as hereinafter provided, directors shall be elected for a term of three (3) years or until their successors are elected. Terms of directors shall begin immediately following the annual meeting at which the elections are held. At the initial annual meeting of the corporation following the adoption of these bylaws, five (5) directors shall be elected for an initial three (3) year term, four (4) directors shall be elected for an initial two (2) year term, and four (4) directors shall be elected for an initial one (1) year term. After the initial election, terms of directors shall continue to be staggered as originally established above.

Section 4.04. <u>Powers. Responsibilities and Accountabilities</u>

The corporate business and affairs of the corporation shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Incorporation. The Board of Directors is accountable to:

A. The voting members of the corporation in managing the affairs of the corporation.

B. The Commonwealth of Massachusetts for adhering to state corporate and regulatory law and the community in which the corporation owns property for adhering to local law; and

C. The federal government in matters relating to legislation and regulations affecting non-profit and non-stock organization.

Section 4.05. Vacancies

Continuing directors may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the board, shall be filled according to the laws of the Commonwealth of Massachusetts and, unless state law conflicts, until the next annual meeting of the corporation by the directors at a meeting including a quorum of said directors.

Section 4.06. Resignation or Removal

Any director may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer. An elected director may be removed, with or without cause, by a vote of two-thirds (2/3) of the total members of the Board of Directors. A director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 4.07. No Right to Compensation

There shall be no compensation for any person serving in a director position with the corporation.

ARTICLE V
NOMINATING COMMITTEE

Section 5.01. Composition

There shall be a nominating committee consisting of five (5) members, all of whom shall be elected by the membership of the corporation. Three (3) of the five members of the committee shall be elected from among the members of the Board of Directors and two (2) shall be non-board members. No director or member who wishes to be nominated to an open position shall serve on the Nominating Committee.

Section 5.02. Method of Election Terms Vacancies

The Five (5) members of the committee shall be elected at the annual meeting by the voting membership of the corporation. Terms of office shall begin immediately following the annual meeting at which the elections are held and shall end at the start of the next annual meeting. Upon completion of their term, nomination committee members shall not be eligible to serve on the nominating committee until the following year. In the event of a vacancy, the Board of Directors shall fill unexpired terms until the next annual meeting. The chair of the committee shall be appointed by the President from among the committee members.

Section 5.03. Quorum

A majority of the members of the committee shall be present in person or by a telephone conference or other electronic conference means to constitute a quorum for the action of business.

Section 5.04. Responsibilities

The committee shall present to the membership of the corporation at the annual meeting a slate of nominees for openings in elected positions. Preferably, the committee shall present a slate including at least two persons for each open position.

The committee shall undertake such other duties as may be assigned by the President.

ARTICLE VI
MEETINGS OF SMCMA

Section 6.01. Meetings of the Membership

Meeting of the membership shall be held at least once each year at such time and place as established by the Board of Directors, within or without Massachusetts as may be named in the notice of such meeting.

Notice of time, place and purchase of the meeting shall be communicated to each member no fewer than ten (10) days before the meeting. Special meetings of the membership may be called by the President at any time and shall be called upon written request often (10) percent of the membership. The purpose of the meeting shall be stated in the written request and no business shall be transacted except that for which the meeting has been called.

Twenty-five (25) percent of the voting membership of the corporation shall be present in Person to constitute a quorum for the transaction of business.

Section 6.02 Meetings of the Board of Directors

The Board of Directors shall meet at such time(s) and place(s) as the Board shall establish. Notice of time, place and purpose of each meeting shall be provided to each director not less than ten (10) days before the meeting.

A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the Articles Of Organization or these bylaws.

Section 6.03 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the president or any other officer or director at other times throughout the year. Forty-eight hours' notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commence the lack of notice to him or her.

Section 6.04 Meetings of the Nominating Committee

Meeting of the Nominating Committee shall be held at least once each year at such time and place as established by the Committee Chair and named in the notice of such meeting.

Notice of time, place and purchase of the meeting shall be communicated to each member no fewer than ten (10) days before the meeting. Special meetings of the Committee may be called by the Chair at any time and shall be called upon written request of at least three (3) members.

Section 6.05. Interested Persons

A director, officer, committee member or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the Board of Directors or other corporate body acting upon or in reference to such contract or transaction. No person so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors or other corporate body acting upon or in reference to such contract or transaction shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors, officers or committee members or employee is a stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any affected by the fact that such person has or may have interests therein that are or might be adverse to the interests of the corporation. No director, officer, committee member or employee having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director, officer, committee member or employee be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a trustee, member, director, officer, committee member or employee of an affiliate of the corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the directors then in office.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director of officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provide for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter dispose of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction.

Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary Or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or such persons with interests in, such subsidiary or organization t whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2), or (3) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under the law.

ARTICLE VIII
MISCELLANEOUS

Section 8.01 Partial Terms

A person who has served more than one half (1/2) of a specific term in a given office as determined in these bylaws shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

Section 8.02 Sponsors. Benefactors. Contributors. Advisors, Friends of the Corporation

The board of directors may designate a person or persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate.

Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Any contributions, bequests, grants or gifts made to the corporation shall be accepted or collected as authorized by the Board of Directors under guidelines established from time to time by the board.

Section 8.03 Depositories and Signatories

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Approvals for signatures necessary on contract, on checks and on orders for the payment, receipt or deposit of money and necessary for access to securities of the corporation shall be provided by resolution adopted from time to time by the Board of Directors.

Section 8.04 Amendments

These by-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors present and voting at any properly called meeting, the notice of which contains a statement of the proposed alteration, amendment or repeal. Any amendment, alteration or repeal of a by-law by the directors as provided

for in this Article shall be valid and given full force and effect until acted upon by the membership at the next annual meeting. In order to be finalized, alteration, amendment or repeal of the bylaws must be approved by two-thirds of the membership present and voting at the next annual meeting following action upon bylaws by the Board of Directors.

END OF BY-LAWS

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ARTICLE IX
AMENDMENTS

Strike Article V, Section 5.02. Method of Election, Terms, Vacancies.
The Five (5) members of the committee shall be elected at the annual meeting by the voting membership of the corporation. Terms of office shall begin immediately following the annual meeting at which the elections are held and shall end at the start of the next annual meeting. Upon completion of their term, nomination committee members shall not be eligible to serve on the nominating committee until the following year. In the event of a vacancy, the Board of Directors shall fill unexpired terms until the next annual meeting. The chair of the committee shall be appointed by the President from among the committee members.

Replace with:

Article V, Section 5.02. Method of Election, Terms, Vacancies
The Five (5) members of the committee shall be elected at the annual meeting by the voting membership of the corporation. Terms of office shall begin immediately following the annual meeting at which the elections are held and shall end at the start of the next annual meeting. Upon completion of their term, nomination committee members shall not be eligible to serve on the nominating committee until the following year. In the event of a vacancy, the Board of Directors shall fill unexpired terms until the next annual meeting. The chair of the committee shall be appointed by the President from among the committee members.

Add to Article II, Section 2.02, A. Qualification

Article II, Section 2.02

A. Qualification

3. The third qualification for membership is being of the age or above the age of 18 years old.

Strike **C. Membership. Fee**

Each member shall pay an annual fee, established in amount from time to time by the Board of Directors. Membership fees are due and payable prior to each annual meeting. Paid-up membership fee is required for participation in association business activities, such as voting or office holding.

Replace with:

C. Membership Fee

Each member shall pay an annual fee, established from time to time by the Board of Directors. Membership fees are due and payable no later than 12:00 am, midnight the night prior to the annual meeting. Failure to pay the annual fee will result in the loss of participation in camp business and members benefits, as well as revocation of active member status. Those with revoked memberships may re-apply and pay the membership fee to be re-instated.