

**LYKENS VALLEY CAMPMEETING ASSOCIATION****TABLE OF CONTENTS**

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## **CONSTITUTION**

### **ARTICLE I**

#### **NAME**

Section 1. - This Corporation shall be known as Lykens Valley Campmeeting Association, Incorporated.

Section 2. - The business of the said Association is to be transacted at Elizabethville, County of Dauphin, Pennsylvania.

### **ARTICLE II**

#### **OBJECT**

Section 1. - The primary object of this body shall be: The Glory of God and the Salvation of all People.

Section 2. - This Association shall be a not-for-profit organization whose function is to provide a suitable grove for Christian worship and service.

Section 3. - The objects of this Association shall be to provide and maintain a proper, convenient, desirable, and permanent Campmeeting ground for the purpose of supporting and conducting the worship of God in gatherings or assemblages at convenient stated times and in accordance with the unchanging Word of God.

### **ARTICLE III**

#### **MEMBERSHIP AND OWNERSHIP**

Section 1. - Any person whose views subscribe to the purpose and intent of the Association and holding one or more shares of stock issued in pursuance of authority granted in the Act of Incorporation shall be recognized as a member of this Association. Only cottage owners shall be entitled to one vote in all meetings of the Stockholders.

Section 2. - It shall be required of each cottage owner to own a minimum of one (1) share of stock. No person shall be permitted to own more than fifteen (15) shares of stock in the Association.

Section 3. - Any person granted permission to erect or own a cottage on the grounds of this Association shall be entitled to use of the ground occupied by his/her cottage by the payment of an amount determined annually by the Board of Managers of the Association.

Section 4. - Any cottage owner desiring to sell his/her cottage or transfer by way of will or bequest shall be required to secure approval for such action from the Board of Managers of the Association prior to negotiations.

Section 5. - In the absence of an interested purchaser or a person to whom the cottage is to be transferred by way of will or bequest, the Board of Managers will consent to oversee the sale of the property to persons who will subscribe to the purpose and intent of the Association. The proceeds of such sale after expenses shall be transferred to the Association or to the estate of the seller as directed.

Section 6. - This Association is not owned or operated by the United Methodist Church, nor is it an agency thereof. Lykens Valley Campmeeting Association, Incorporated, which has its roots in United Brethren, Evangelical United Brethren, and United Methodist churches has no denominational affiliation.

Lykens Valley Campmeeting Association, Incorporated will not indicate in any way, either active or passive, that it is an agency of the former Central PA Conference of the United Methodist Church or the Susquehanna Conference of the United Methodist Church.

#### **ARTICLE IV**

##### **BOARD OF MANAGERS**

Section 1. - The management and disposition of the affairs and property of the Association shall be vested in a Board of Managers *which will be composed of 15 members 2 of whom shall be ordained ministers and at least 5 of whom shall be cottage owners. The BOM will be divided into an Executive Committee, comprised of president, vice-president, secretary, treasurer and Spiritual Director, and 10 members at large.* All members of the Board of Managers shall be stockholders in the Association.

Section 2. - The members of the Board of Managers shall be elected annually by the *eligible* Stockholders (*cottage owners with at least one share of stock as defined in Article III, sections 1 & 2*) at their fall meeting. The nomination of the members of the Board of Managers and the Executive Committee shall be prepared by a nomination committee consisting of no less than three (3) members and appointed by the President of the Board of Managers at the fall meeting.

Section 3. - The President of the Ladies Auxiliary and the President of the Cottage Owners Association shall be ex-officio members of the Board of Managers. If either or both presidents are not stockholders of the Association, another person who is a stockholder shall be designated by their organization to serve in their place on the Board of Managers.

#### **ARTICLE V**

##### **OFFICERS AND COMMITTEES**

Section 1. - The *eligible* stockholders (*cottage owners with at least one share of stock as defined in Article III, sections 1 & 2*) at their annual fall meeting shall elect the Executive Committee consisting of a President, Vice President, Secretary, Treasurer, and a Spiritual Director who **MUST** be an Ordained Minister of the Christian faith. Term of office will be from October 1 through September 30.

Section 2. - The Executive Committee shall appoint and name the chairperson of the following Standing Committees at the fall meeting:

- Boarding House Committee
- Finance Committee
- Grounds Committee
- Missions Committee
- Nominations Committee
- Program Committee

Section 3. - Each Standing Committee shall have one (1) member of the Executive Committee or a member of the Board of Managers as an ex-officio member. The Executive Committee shall determine who will serve as an ex-officio member on each of the Standing Committees, but a member of the Executive Committee may not serve as a chairperson of any Standing Committee.

Section 4. - Each Standing Committee shall submit a report to the Board of Managers at their fall and spring meetings.

## **ARTICLE VI**

### **MEETINGS**

Section 1. - The annual meeting of the Stockholders shall be conducted in the fall on a date to be determined by the Executive Committee, with a minimum of three weeks written or electronic notice being given to the time, place, and date of such meeting.

Section 2. - There shall be two (2) meetings of the Board of Managers annually. These meetings shall be conducted in the fall on the same date as the Stockholders meeting and in the spring on a date determined by the Executive Committee, with a minimum of three weeks written or electronic notice being given to the time, place, and date of such meeting.

Section 3. - The Ladies Auxiliary and the Cottage Owners Association shall meet annually during the encampment to take action on such items of business as may require their attention.

Section 4. - Special meetings of the Stockholders, Board of Managers, Executive Committee, Ladies Auxiliary, and the Cottage Owners Association may be held at any other designated time such meetings may deem necessary, with a minimum of three weeks written or electronic notice being given to the time, place, and date of such meeting.

## **ARTICLE VII**

### **SATELLITE ORGANIZATIONS**

Section 1. Authorization is hereby granted for the organization and functioning of a Ladies Auxiliary and a Cottage Owners Association for the purpose of support and encouragement in the work and ministry of the Lykens Valley Campmeeting Association, Incorporated.

Section 2. Authorization is hereby granted for the organization and formation of a charitable religious and educational corporation.

a. The corporation is organized exclusively for charitable, religious, scientific and educational purposes and defined under Section 501(c)(3) and Section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

b. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, or officer of the corporation, or to any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in these Articles of Incorporation.

c. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on other activities not permitted to be carried on by a corporation organized and operated exclusively for the purposes set forth in Section 501 (c)(3) of the Code and which is a public charity described in Section 509(a)(2), (3) of the Code and an organization contributions to which are deductible under Section 170(c) of the Code.

d. In the event of the dissolution of the corporation or in the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the corporation have been paid or provided for shall be conveyed or distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code. Any such assets not so distributed shall be disposed of pursuant to an Order by a Court of Common Pleas of competent jurisdiction, exclusively for such purposes or to such organizations as said court shall determine.

Section 3. - Any other group desiring to organize as a satellite organization of the Lykens Valley Campmeeting Association, Incorporated must acquire approval of the Board of Managers and subsequent amendment of the Constitution.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 1. - The Constitution may be altered or amended by a two-third vote of all *eligible* Stockholders (*cottage owners with at least one share of stock as defined in Article III, sections 1 & 2*) represented at the annual meeting, or at a special meeting called to order for that purpose, provided that written notice of each proposed alteration of amendment shall have been given at a previous meeting; and provided further, that such alteration or amendment does not conflict with the general provisions of the Act of Incorporation.

## **BY-LAWS**

### **ARTICLE I**

#### **POWER OF THE BOARD**

Section 1. - The Board of Managers shall, at their fall meeting, review the past encampment, report to the Stockholders any and all pertinent business, and take such action on such items of business as may require general attention.

The purpose of the spring meeting shall include a presentation by the Program Committee regarding the approaching encampment, review and approval of financial statements and the audit of the previous calendar year, including the financial statements of the Ladies' Auxiliary and take action on such items of business as may require general attention.

Section 2. - The Board of Managers, as authorized by the Act of Incorporation, shall have the right to purchase, sell, or mortgage, or lease lands or lots in such form and upon such terms as may be necessary for carrying out the object of the Association. All contracts made by the Board of Managers or the Executive Committee shall require the signature of the President and Secretary and also the Corporation Seal to make them valid.

Section 3. - The Board of Managers, in order to secure funds to purchase, maintain, and improve suitable grounds, shall submit to the Stockholders for their approval a financial proposal to secure the necessary funds not to exceed an amount equal to twenty-five percent (25%) of the budget for the calendar year in which such debt is incurred.

Section 4. - The Board of Managers shall have the authority to make rules for the regulation of its own transactions, and to enact, publish, and enforce rules and regulations for the government of cottage

owners and all others using the grounds, provided these rules shall not conflict with the general provisions of the Constitution and the By-Laws of the Lykens Valley Campmeeting Association, Incorporated. No other person, group of persons, or organizations shall make governing rules or regulations without approval and authorization of the Board of Managers.

Section 5. - The Board of Managers shall have the authority to approve or deny the request of any cottage owner desiring to sell his/her cottage or transfer his/her cottage by way of will or bequest.

Section 6. -The Board of Managers shall have the authority to grant, or refuse to grant, permission for the leasing of ground to erect a new cottage or to enlarge an existing cottage that would require the use of additional ground space.

Section 7. - The Board of Managers shall assume the responsibility to fill all vacancies in their number occasioned by death, resignation, or otherwise; the appointees serving until the next annual election.

Section 8. - The Board of Managers shall have the authority to levy assessments to cottage owners as may be required for the maintenance and operational expenses of the campground.

Section 9. - The Board of Managers, in consultation with the Grounds Committee, shall employ a caretaker and an assistant caretaker who shall be responsible to the orders and authority of the Grounds Committee.

Section 10. - The Board of Managers reserves the privilege of conducting, or allowing to be conducted, conferences or programs at appropriate times in the buildings or on the grounds of the campground.

Section 11. - The Board of Managers shall reserve the right to delegate to the Executive Committee those responsibilities that will provide and insure sound managerial practices.

## **ARTICLE II**

### **DUTIES OF OFFICERS**

Section 1. - The PRESIDENT shall preside at the fall Stockholders meeting, fall and spring meetings of the Board of Managers, and Executive Committee meetings; shall be an ex-officio member of at least one (1) Standing Committee as directed by the Executive Committee; shall sign all deeds, leases, contracts, and agreements made by the Board of Managers or Executive Committee and direct the Secretary to affix the Corporation Seal to the same; shall compose, or have composed, a letter of communication to the cottage owners and friends of the campground informing them of action taken in the fall Stockholders meeting and the Board of Managers meeting; shall fulfill all other responsibilities and obligations placed on this office referred to in the Constitution not specifically recorded in this section.

Section 2. - The VICE PRESIDENT shall perform all the duties of the President in the event of his/her death, illness, or inability to perform his/her duties.

Section 3. - The TREASURER shall be responsible for all money belonging to the Association and maintain a correct and up-to-date account of the same; shall disburse funds only by written order of the Board of Managers or Executive committee; shall make all payments of debts contracted by the Association by check; shall present a detailed written account to the Stockholders and Board of Managers at their annual fall meetings, and to the Board of Managers at their spring meeting, and more frequently at any special meeting as may be directed by the President; and shall, at the expiration of his/her term of office, forward to his/her successor current and up-to-date books, papers, statements, and money belonging to the Association.

Section 4. - The SECRETARY shall provide written and/or electronic notice, with a three week minimum notice of all stated or special meetings of the association, maintain a register of the names of Stockholders, cottage owners, and friends of the Association; furnish the Nomination Committee with a register of the Stockholders; provide and preserve a record of the proceedings of the Stockholders and Board of Managers; maintain and file all deeds, leases, contracts, and agreements entered into by the Association and affix the Corporation Seal to the same: and shall, at the expiration of his/her term of office, submit to his/her successor all records on file along with the Corporation Seal.

Section 5. - The SPIRITUAL DIRECTOR shall be an Ordained Minister of the Christian faith; preside over services as necessary; shall be an ex-officio member of the Program Committee; shall serve as the Pastor of the encampment to promote Christian fellowship and a spirit of goodwill among cottage owners and friends of the Association.

### **ARTICLE III**

#### **DUTIES OF STANDING COMMITTEES**

Section 1. - The EXECUTIVE COMMITTEE shall have general oversight of all the interests of the Association; shall be responsible for appointing, at the fall meeting of the Board of Managers, the Chairperson and members of each of the Standing Committees with the exception of the Missions Committee; and shall have the power and responsibility to fill vacancies in the Standing Committees and to make changes in said committees at the request of a simple majority of committee members, provided such change is in the best interest of the Association.

Section 2. - The PROGRAM COMMITTEE shall be responsible for the development, preparation, and publicity of the total program for children, youth, and adults in such manner as to provide spiritual enrichment and growth; secure all personnel essential for instruction, worship and special services (may include, but not limited to musicians, Bible Study teacher(s), Evangelist(s), a Youth Director); arrange for recording of such services as the committee deems appropriate; and develop and distribute all publicity materials.

Section 3. - The FINANCE COMMITTEE shall devise ways and means to be submitted to the Board of Managers; construct an annual budget to be presented, and adopted at the fall meeting of the Board of managers; shall appoint a qualified person to collect and submit to the Treasurer all ground rent, taxes, and other charges so stipulated from cottage owners; promptly report and submit to the Treasurer all monies coming into their possession; appoint a person to oversee the collection and recording of all donations received for the Memorial, Honor, and Patron list - to submit such donations to the Treasurer and report the same to the Secretary and the Program Committee; appoint a Financial Secretary annually whose duties shall be to appoint ushers for all services, collect, count, record, and deposit, or submit to the treasurer for deposit, all monies; maintain a financial record of all worship and special services, and submit a financial report to the Board of Managers at their fall meeting; and oversee and coordinate the purchase, sale, and transfer by will or bequest any Certificates of Stock with the Secretary.

The President shall notify, by written letter, all cottage owners who are in arrears with back taxes, ground rent, or other stipulated charges.

Section 4. - The GROUNDS COMMITTEE shall have the responsibility of supervision of the Caretaker and Assistant Caretaker in performance of their duties; shall have charge of the grounds and see that they are prepared and kept in order for the camp-meeting; insure that all necessary roads, paths, water courses, and pumps are constructed and maintained; see that all trees are properly cared for and preserved from damage and decay; direct and supervise all maintenance, painting and repair all of

existing buildings, physical equipment, and facilities of the Association; secure all equipment necessary for camp services (may include, but not limited to a piano, organ, sound system, projector); oversee maintenance and repair of all boarding house and kitchen equipment; establish cleanup days and dates to turn on and turn off the water supplying the campground; to recommend for approval of the Board of Managers any new or revived improvements of facilities; and shall have direct authority over the general management of the grounds and facilities subject to authorization of the Board of Managers.

Section 5. - The MISSIONS COMMITTEE shall be responsible for the entire Missions Program; shall provide methods, materials, inspiration, and a challenge furthering the cause of Missions work locally and globally; submit to the Treasurer instructions for disposition of funds to Mission projects as directed by the Missions Committee; and prepare and present a report to the Board of Managers at their fall meeting.

Section 6. - The BOARDING HOUSE COMMITTEE shall be responsible for securing cooks, assistant cooks, waitresses, and kitchen help for the dining room; determine the types and prices of all meals; accept reservations for lodging in the boarding house; oversee the maintenance of the living quarters and supplies used in the boarding house and the association cottage; submit recommendation to the Board of Managers for stocking, staffing, and general operation of the refreshment stand; and submit to the Board of Managers, for approval, all special requests for use of the facilities.

Section 7. - The NOMINATING COMMITTEE shall be responsible to present a ballot of nominees for the Executive Committee and Board of Managers. This ballot shall be presented at the fall stockholders meeting for election.

#### **ARTICLE IV**

##### **MEETINGS**

Section 1. - The EXECUTIVE COMMITTEE shall meet at such time as is necessary to conduct items of business within its jurisdiction; the time and place of such meeting shall be determined and conducted by the President of the Board of Managers, with a three-week written or electronic notice provided to Board members; a simple majority of the committee shall constitute a quorum; and simple majority of the members present shall be required to pass any item of business.

Section 2. - The STOCKHOLDERS annual fall meeting shall be held at the location, date and time indicated in the secretary's notice, which shall be provided in writing and/or electronically, with a three week minimum notice. The number of *ELIGIBLE stockholders present at the annual fall Stockholders meeting or any special meeting along with sealed proxies received at the address of record on the last business day prior to the scheduled meeting* shall constitute a quorum to transact business; and a simple majority of those stockholders present shall be required to pass any item of business. *To be ELIGIBLE, the individual must be a properly approved cottage owner as evidenced by a cottage deed in his/her name with at least one share of stock in his/her name. Any stockholder who is ELIGIBLE will be allowed 1 vote either in person or by proxy.*

Section 3. - The fall meeting of the BOARD OF MANAGERS shall be held on the same date as the annual Stockholders meeting and at the same location; the spring meeting of the Board of Managers shall be conducted at the location, date and time indicated in the secretary's notice, which shall be provided in writing and/or electronically, with a three week minimum notice, as determined by the Executive Committee; eight (8) members of the Board of Managers shall constitute a quorum at any regular or special meeting; and a simple majority of the members present shall be required to pass any item of business.



Section 4. - The STANDING COMMITTEES shall meet at such time and place as determined and announced to all committee members by the Chairperson of the Committee; a simple majority of the committee members shall constitute a quorum; and a simple majority of those members present shall be required to pass any item of business.

Section 5. - The Chairperson of any committee shall not vote on any items of business being transacted except for the purpose of breaking a tied vote.

## **ARTICLE V**

### **TRANSFER OF STOCK**

Any person who desires to sell or transfer Stock Certificates to another person shall first give notice of such intention to a member of the Executive Committee at least thirty (30) days prior to the effective date of the sale or transfer, together with the name and address of the person desiring to purchase or accept said Stock Certificate, otherwise, the sale or transfer shall be considered void by the Association; approval may be granted by a vote of eight (8) members of the Board of Managers; and the President of the Board of Managers shall immediately notify the Secretary and the Chairperson of the Finance Committee of approval for such transaction.

## **ARTICLE VI**

### **AMENDMENTS**

Amendments to the By-Laws shall be consistent with the regulations governing amendments to the Constitution.

*These changes and revisions were reviewed and amended by Stockholders at the September 18, 2016 meeting. These changes were voted on and adopted at the July 18, 2017 Stockholders' meeting.*