

**BYLAWS OF FLATHEAD LAKE UNITED METHODIST CAMP AND CONFERENCE
CENTER, INC.**

(Current as of October 2019. All were approved in April 2013, except those noted with a date of change.)

ARTICLE I - OFFICES

Section 1. Registered Office. The registered office of the Corporation is located at 21339 Methodist Camp Road, Rollins, MT 59831. The Corporation may, by resolution of the Board of Trustees, change the location to any other place in the State of Montana.

ARTICLE II - BOARD OF TRUSTEES

Section 1. General Powers. The business of the Corporation shall be managed by the Board of Trustees, except as otherwise provided by statute or by the Articles of Incorporation.

Section 2. Number and Qualifications. The number of trustees which shall constitute the whole Board shall be at least nine and at most sixteen, ideally representing at least ten different churches. By amendment of these Bylaws, the number may be increased or decreased from time to time by the Board of Trustees within the limits permitted by law.

At least two-thirds (2/3) of the trustees shall be members of the United Methodist Church and live within the territorial confines of the Mountain Sky Conference.

Prospective members will only be appointed to the Board of Trustees following an affirmative vote by the Trustees following a motion for appointment to the Board, and after being confirmed by the Mountain Sky Annual Conference. (4/20/18)

Section 3. Term of Office. The term of office shall be for three (3) years.

Section 4. Resignation. To maintain membership on the Board, a trustee must attend at least one-half (1/2) of the meetings held in any calendar year. If a Trustee must miss a meeting, s/he is expected to contact the Chairperson ahead of time. Other resignations shall be in writing, delivered to the Chairperson.

Section 5. Removal. Any trustee may at any time be administratively removed from the Board for failing to maintain any of the qualifications as set forth herein and in the Trustee Policy on membership, which from time to time may be amended.

Section 6. Vacancies. Vacancies and newly created trusteehips resulting from any increase in authorized number of trustees may be filled by the vote of a majority of the Board of Trustees.

Section 7. Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer. The Executive Committee may meet on call of the Chairperson to conduct the routine business matters of the Corporation between regularly scheduled meetings of the Board of Trustees and shall notify the rest of the Board in a timely manner of any action taken.

Section 8. Regular Meetings. Regular meetings of the Board of Trustees shall be held during the Spring and Fall of each year, and at such other times as shall from time to time be determined by the Board of Trustees. Meetings shall be held at the Corporation's facilities at 21339 Methodist Camp Road, Rollins, MT 59831, or at such other place within the State of Montana as may be approved by a majority of the Board.

Section 9. Special Meetings. The Secretary will give notice of special meetings of the Board of Trustees as called by the Chairperson or upon written request from one-third (1/3) of the trustees. Such meetings shall be held at such time and at such places as shall be determined by the Chairperson or by the trustees requesting the meeting.

Section 10. Notice of Meeting. Notice of the time and place of all meetings shall be made at least ten days before the day on which the meeting is to be held. Notice may be given in any manner reasonably designed to inform the members of the time and place of the meeting, including, but not limited to, notice by mail, fax, or email.

Section 11. Meetings by Electronic Means. If authorized by the Chairperson, and subject to the reasonable availability of the electronic means, the Board of Trustees or any designated committee of the Corporation may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment ("electronic means"), provided all persons entitled to participate in the meeting received proper notice of the meeting and provided all persons participating in the meeting can hear each other at the same time. A Trustee participating in a meeting by electronic means is deemed to be present in person at such meeting. The presiding officer or committee chairperson of the meeting may establish reasonable rules regarding the conduct of the meeting by electronic means.

Section 12. Quorum. A quorum shall consist of at least two-thirds of the members of Board of Trustees. Unless otherwise provided herein, the vote of a majority of the Trustees constituting a quorum shall be valid and binding upon the Corporation.

ARTICLE III - OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, each of whom shall be elected by the Board of Trustees.

Section 2. Election, Term of Office and Qualifications. The officers of the Corporation to be elected by the Board of Trustees shall be elected annually at the Spring meeting of the Board of Trustees and at subsequent meetings as vacancies arise. Each officers shall hold office until his/her successor is elected and qualified or until his/her death, resignation or removal.

Section 3. Removal. Any officer may be removed at any time, with cause, by the affirmative vote of a majority of the trustees.

Section 4. Vacancies. Any vacancy occurring in any office of the Corporation shall be filled for the unexpired term in the manner prescribed by these Bylaws for the regular election or appointment to such office.

Section 5. The Chairperson. The Chairperson shall conduct all meetings of the Board of Trustees. The Chairperson shall, in general, perform all duties and have all powers incident to the office of Chair, including the ability to call special meetings, and shall perform such other duties and have such other powers as from time to time may be assigned to him/her by these Bylaws or by the Board of Trustees. The Chairperson is responsible for submitting the Board of Trustees nominees to the Mountain Sky Annual Conference. The Chairperson may appoint Committees. (4/20/18)

Section 6. Vice Chairperson. The Vice Chairperson shall, in the absence of the Chairperson, assume the Chairperson's duties for that meeting.

Section 7. Secretary. The Secretary shall keep an accurate record of all meetings, be responsible for all correspondence, give notice of meetings, and be responsible to maintain the files of the Corporation. The Secretary shall be responsible for the preparation of the Annual Report and for the preparation of any and all papers pursuant to the tax exempt status of the Corporation. The Secretary shall, in general, perform all duties and have all powers incident to the office of Secretary and shall perform such other duties and have such other powers as may from time to time be assigned to the Secretary by these Bylaws, the Board of Trustees or the Chairperson.

Section 8. Treasurer. The Treasurer shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. S/he shall cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and

shall render to the Chairperson and the Board of Trustees, whenever requested, an account of all transactions as Treasurer and of the financial conditions of the Corporation. S/he shall, in general, perform all duties and have all powers incident to the office of Treasurer and shall perform such other duties and have such other powers as may from time to time be assigned to him/her by these Bylaws, the Board of Trustees, or the Chairperson. The Treasurer will be responsible to prepare annually the operating budget of the Corporation (for the fall meeting) and the statement of profit and loss (for the Spring meeting) as well as all financial documents required by the IRS and the State of Montana including the Montana Corporation Report. (4/20/18)

ARTICLE IV - EXECUTION OF INSTRUMENTS

Section 1. Execution of Instruments Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by the Chairperson or by such other officer or agent of the Corporation as the Chairperson of the Board of Trustees may from time to time determine.

Section 2. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements, and all evidence of indebtedness of the Corporation whatsoever shall be signed by the Chairperson or by such officer or agent of the Corporation as the Chairperson of the Board of Trustees may from time to time determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Chairperson or the Board of Trustees may from time to time determine. All members of the Executive Committee shall be listed on the signature cards for checking accounts. One signature will be required on a check.

Section 3. Investment Accounts. All members of the Executive Committee shall be listed on the signature cards for both checking and investments accounts. Two signatures will be required to withdraw funds from any investment account.

ARTICLE V - GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year shall be from January 1 to December 31, except as otherwise provided by the Board of Trustees. The Executive Committee shall present its proposed income and expense budget for the subsequent year at the Fall meeting.

Section 2. Exculpation. No officer of the Corporation shall be liable for acts, defaults, or neglects of any other officer or for any loss sustained by the Corporation, unless the same has resulted from his or her own willful misconduct, willful neglect, or negligence.

Section 3. Indemnification. Every trustee and officer shall be indemnified by the Corporation against all reasonable costs, expenses and liabilities actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her being or having been a trustee or officer of the Corporation, whether or not he or she continues to be such trustee or officer of the Corporation at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or willful negligence toward the Corporation in the performance of his or her duties as such trustee or officer. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representation of such person.

ARTICLE VI - AMENDMENTS

Section 1. These Bylaws, including any amendments, may be amended or repealed by a majority vote of the whole Board of Trustees at any regular or special meeting of the Board, provided that the notice of intention to amend shall have been contained in the notice of the meeting. Any proposed amendments shall be submitted to the Chairperson and the entire Board at least 30 days in advance of the meeting.