

**BY-LAWS OF
LUCCOCK PARK UNITED METHODIST CHURCH CAMP ASSOCIATION**

Article I – Offices

Section I. Registered Office: The registered office of the Association is located at Luccock Park Methodist Camp, P.O. Box 1262, Livingston, Montana 59047. The Association 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 I. General Powers: The business of the Association shall be managed by the Board of Trustees except as otherwise provided by statute of the Certificate of Incorporation.

Section II. Number and Qualifications: The number of trustees, which shall constitute the whole board, shall not exceed eleven. By amendment of the By-Law, 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 of the trustees submitted to the Annual Conference shall be members of the United Methodist Church and live within the territorial confines of the Yellowstone Conference. Potential trustees shall be diligent in adhering to the Conflict of Interest Policies and the Board Service Commitment Pledge shall be signed by every member of the Board.

Section III. Election and Term of Office: Terms shall be for a period 3 years, with a maximum of 9 years of service. Vacancies may be filled by application, nomination and majority election by the Board of Trustees. Members must be nominated and elected for each term of service. Names of the proposed members of the Board of Trustees shall be submitted to the Conference Nominations and Personnel Committee no later than May 15th each year.

Section IV. Resignation: No trustee shall miss two (2) consecutive regular scheduled board meetings without first attempting to notify the Chairman of the absence. The third consecutive missed meeting without prior notification constitutes a resignation on the part of the trustee. Other resignations shall be in writing and delivered to the Chairman of the board.

Section V. Removal: Any trustee may at any time be administratively removed from the Board for failing to maintain any of the qualifications as set forth and from time to time may be amended.

Section VI. Executive Committee: The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary and Treasurer. The Executive Committee shall meet on the call of the Chairman to conduct the necessary business matters of the Association between regularly scheduled meetings of the Board of Trustees. Any action taken by the Executive Committee shall be submitted for ratification at the next regularly scheduled meeting of the Board of Trustees.

Section VII. Committees: Committees may be created as deemed necessary by the Board of Trustees. Committees may be designated as permanent standing committees or as temporary ad hoc committees. The Chairman shall appoint the members to all committees. A person need not be a member of the Board of Trustees to be eligible for appointment to a committee.

Section VIII. Regular Meetings: Regular meetings of the Board of Trustee shall be held quarterly or more often if deemed necessary by the Board of Trustees.

Section IX. Special Meetings: Special meetings of the Board of Trustees may be called by the Chairman or by one-third (1/3) of the trustees with notification done by all means available. Such meetings shall be held at such time and at such places as shall be determined by the Chairman or by the trustees requesting the meeting.

Section X. Notice of Meetings: Notice of the date, time and place of all meetings to each trustee will be done by email, written (letter), or telephone at least five (5) days prior to the day of the meeting.

Section XI. Quorum: At all meetings of the Board of Trustees, 50% of the board membership shall constitute a quorum for the transaction of business. The vote of a majority of those members present shall be valid and binding upon the Association.

Section XII Consent of Trustees in Lieu of Meeting: Unless otherwise restricted by the Certification of Incorporation any action taken at any meeting of the Board of Trustees or any committee may occur without a physical meeting IF all the members of the Board or Committee consent that all decisions made are presented at the next regularly scheduled board meeting and included in the minutes of that meeting.

Article III – Officers

Section I. Number: The officers of the association shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer, each of whom shall be a member of the Board of Trustees and elected by the Board of Trustees. Any number of offices may be held by the same person.

Section II. Election & Term of Office and Qualifications: The offices of the association to be elected by the Board of Trustees shall be elected every two years at a fall meeting of the Board of Trustees. Elected officers can hold office until his or her successor is elected.

Section III. Removal: Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the trustees.

Section IV. Vacancies: Any vacancy occurring in any office of the association shall be filled for the unexpired term in the manner prescribed by these By-Laws for the regular election

or appointment to such office. The new trustees are full voting members until the next time the Mountain Sky Annual Conference has a chance to approve them. At all times, at least 60% of the BOD must have been approved by the Mountain Sky Conference.

Section V. Chairman: The Chairman shall conduct all meetings of the Board of Trustees and shall cast a vote only in the case of a tie. The Chairman shall, in general, perform all duties and have all powers incident to the office of Chairman, and shall perform such other duties and have such other powers as from time to time may be assigned to him or her by these By-Laws or the Board of Trustees. The Chairman shall appoint the Standing Committees and their chairperson(s). The Chairman shall appoint ad hoc committees as deemed necessary by the Board.

Section VI. Vice Chairman: At the request of the Chairman or in the event of his or her absence or disability, the Vice Chairman shall perform all of the duties of the Chairman and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Chairman.

Section VII. Secretary: The Secretary shall keep or cause to be kept an accurate record of all meetings, handle correspondence, and maintain the other files of the association. 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 the By-Laws, the Board of Trustees or the Chairman.

Section VIII. Treasurer: The Treasurer shall have custody of the association funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the association. The Treasurer shall cause all moneys and other valuable effects to be deposited in the name of and to the credit of the association in such depositories as may be designated by the Board of Trustees. The Treasurer shall cause the funds of the association to be disbursed as authorized and shall render to the Chairman and/or the Board of Trustees, whenever requested an account of all the transactions of the financial condition of the association. The Treasurer shall, in general, perform all duties and have all powers incident to the office of Treasurer and shall perform such other duties assigned to him by these By-Laws, the Board of Trustees or the Chairman.

Article IV - Execution of Instruments

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

Section II. Checks, Drafts, Etc: All notes, drafts, acceptances, checks, endorsements, indebtedness, deposits, shall be signed by the Board Treasurer and/or Chairman or by such officer or agent of the association. One signature will be required on checks written.

Section III. Investment or Savings Accounts: One (1) signature shall be sufficient authorization to withdraw sums of \$10,000.00 or less from any investment or savings account and two (2) signatures shall be required to withdraw more than \$10,000.00 from any investment or savings account. These signatories shall be determined by the Chairman and/or the Board of Trustees.

Article V - General Provisions

Section I. Fiscal Year: The fiscal year shall be from January 1 to December 31, except as otherwise provided by the Board of Trustees or the Chairman.

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

Section III. Indemnification: Every Trustee and officer shall be indemnified by the association 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 association at the time of the incurring 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 gross negligence toward the association in the performance of his or her duties as such trustee or officer. As to whether or not a trustee or officer was liable by reason of willful misconduct or gross negligence toward the association in the performance of his or her duties as such trustee or officer, in the absence of such final adjudication of the existence of such liability, the Board of Trustees and each trustee may conclusively rely upon an opinion of legal ~~council~~ **counsel** selected by or in the manner designated by the Board of Trustees. 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 representatives of such person.

Article VI - Amendments

Section I. These By-Laws, 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 meeting. Any proposed amendments shall be submitted to the Chairman at least five (5) days in advance of the next regular meeting. **Any amendments to the following provisions shall require the approval of Mountain Sky Conference: Article II Section 2, Article II Section 6, Article VIII, and Article VI Section 1.**

Article VII. Purpose

Section I. Our purpose, as declared in our Amended Articles of Incorporation, is to establish and maintain a United Methodist Center where retreats, conferences and camping may occur in natural surroundings.