

**BYLAWS
OF
PARK OF THE PINES CAMPGROUND ASSOCIATION**

(Campground owned and operated by a single mission center)

The Park of the Pines Campground ("Campground") located at 04066 Spring Water Beach Rd, Boyne City, Michigan 49712 is an integral subordinate unit and part of the Community of Christ, a/k/a Reorganized Church of Jesus Christ of Latter Day Saints ("Church") and is accountable to the Church general officers including the Apostle in charge of the field, the Presiding Bishopric and the First Presidency, and Mission Center officers.

**ARTICLE I
OFFICES**

Section 1.01: PRINCIPAL OFFICE

The principal office of the Campground, for its transaction of business is located at 04094 Spring Water Beach Rd, Boyne City, Michigan 49712.

Section 1.02: CHANGE OF ADDRESS

The Board of Directors is granted full power and authority to change the principal office of the Campgrounds from one location to another in the State of Michigan.

**ARTICLE II
PURPOSE**

Section 2.01: PURPOSE

The purposes of the Campground Association ("Association") shall be to proclaim Jesus Christ and promote communities of joy, hope, love and peace as it provides camping experiences for all age groups offering fellowship, worship, recreation, team building and personal development promoting, and preserving the Campground. The Association shall be accountable to the Mission Center, and shall consist of member congregations that utilize and support the Campground and its development. The Association shall be responsible for selecting and filling vacancies in the Association Board of Directors ("Board of Directors") and shall act on matters of capital development, fundraising, property/facilities management, and real estate transactions recommended by the board so long as those recommendations are in harmony with denominational procedures and administrative oversight as established for subordinate units by the church.

**ARTICLE III
CAMPGROUND ASSOCIATION**

Section 3.01: BOARD OF DIRECTORS

The specific responsibilities of the Association shall be carried out by a Board of Directors. The Board of Directors shall regard the Association as the body to which it is initially accountable.

Section 3.02: MEMBERSHIP IN THE ASSOCIATION

Members in the Association shall initially include the congregations currently comprising the Northern Great Lakes Mission Center ("Mission Center"). Other congregations not currently part of the Mission Center may, by a two-thirds vote of their congregational conference action, request to join the Association by presenting to the Executive Committee of the Board of Directors a written request for affiliation, along with a non-refundable application fee of \$500 per congregation. The Executive Committee shall make its recommendation to the Board of Directors within sixty (60) days of receiving the request for affiliation. The Board of Directors shall have forty-five (45) days to consider the Executive Committee's recommendation. Upon acceptance by a 2/3 vote of the Board of Directors, the congregation shall be granted temporary Association Affiliation. Temporary affiliation shall grant the congregation the rights, privileges and responsibilities of membership pending final approval of the Association. The congregation shall begin paying monthly assessments, the first of the month following temporary affiliation approval by the Board of Directors. The Association shall have up to six months to approve the permanent affiliation by a 2/3 vote at an Association conference. Upon affirmative action of the Association the newly affiliated Congregation shall agree to maintain its membership in the Association for a period of no less than five (5) years. There shall be a minimum payment of \$2000 due upon acceptance by the Association, provided, however, that obligation for any assessments shall begin the first of the following month following permanent affiliation.

Section 3.03: FINANCIAL OBLIGATIONS

3.03.1 ASSESSMENT FEES

Member congregations shall support the Association through a monthly per capita assessment of the congregations, based on a budget prepared by the Board of Directors and approved at an Association conference. Additional fees and assessments may be levied by the Association by a two-thirds (2/3) vote at an Association conference.

Payment of member congregation's monthly per capita assessment shall be received by the Association Treasurer by the first of each month (or by a date set by the Board of Directors) in the form of a check from each member congregation's financial officer.

3.03.2 ARREARAGES

3.03.2.1 Should a congregation's payments be more than sixty (60) days in arrears, the Secretary shall give notice by registered mail to the congregation's pastor and financial officer that all past due payments shall be subject to interest according to Church loan policy for defaulted loans plus an additional one percent (1%) per month. The congregation's pastor shall notify the members of the congregation of the nonpayment of their assessments and/or fees within ten (10) days of receiving the registered letter from the Secretary.

3.03.2.2 Within sixty (60) days of notification to the congregation of an arrearage, the congregation shall formulate and submit to the Board of Directors for approval detailed payment plan for its past due assessments and/or fees and for timely future payments. If after ninety (90) days following the payment plan's approval by the Board of Directors, the assessments and/or fees are not paid according to the plan, the Board of Directors may recommend to an Association meeting that the congregation be dropped from membership, in which case all current and past due assessments, fees, and interest shall immediately become due. During the time a congregation is in default, the Board of Directors shall determine conditions controlling that congregation's use of the Campground and fees.

3.03.2.3A Director and/or affiliated congregation may request the Association, via the Board of Directors, to waive, reduce and or to extend the deadline for payment of all or a portion of the congregation's fees, assessment, interest and/or arrearage amounts for a specified time period, with a maximum of twelve (12) months, by submitting a written request to the Board of Directors. The request shall include the amounts in arrears, the amounts that are being requested to be waived and/or the amounts to be reduced or the deadline for payment extended; the date the congregation will resume normal monthly assessment payments to the Treasurer as prescribed in these Bylaws and, in the event of a request for extending the deadline for payment, a repayment plan, which shall be included. The request shall be considered by the Board of Directors, on behalf of the Association, at a Board of Directors meeting, regular or special, and upon a two-thirds (2/3) approval, the request shall be granted.

3.03.2.4 Congregations of the Association shall be responsible for debts incurred by the Board of Directors in accordance with these Bylaws.

Section 3.04: WITHDRAWAL

After five (5) years of membership a congregation may request withdrawal from the Association by providing the Board of Directors with at least ninety (90) days notice. The intent to withdraw must be approved by a majority vote of the congregation's membership at a congregational conference. The Board of Directors shall submit the request to withdraw at an Association meeting, either regular or special, for consideration. The Association shall have six (6) months to disaffiliate the congregation during which time the withdrawing congregation shall continue to pay all current and past due assessments, fees, and debt. Withdrawal from the Association shall not entitle the congregation to any return of funds or resources that the congregation made to the Campground during the time of membership. All assets shall remain with the Association and the Church.

Section 3.05 MEETING AND REPRESENTATION

Meetings of the Association shall be conducted during Mission Center conferences. The Mission Center president or designee shall preside over all meetings of the Association. If the Mission Center conference is a delegate conference provision shall be made for delegates from any congregations who are not part of the Mission Center to participate.

3.05.1 SPECIAL MEETINGS

Special meetings of the Association may be convened with a two-week notice to member congregations of the Association. The Mission Center president or designee shall preside at all special meetings of the Association. If the Mission Center conference is a delegate conference the delegates serving in the previous Mission Center conference will be seated at the special meeting. If a previously designated delegate is unable to attend, the congregational pastor shall appoint a replacement.

3.05.2 SCOPE OF AUTHORITY

The Association, through its Board of Directors, is empowered to act on matters of property and facilities management, business management, marketing and soliciting of clientele, capital development, fundraising, risk management, real estate transactions and election of the Board of Directors when appropriate and necessary.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01: CLASS OF DIRECTORS

The members of the Board of Directors of the Association ("Directors") shall have two classes, (i) elected and (ii) ex officio. Each Director, regardless of class, shall be entitled to one (1) vote.

4.01.1 ELECTED DIRECTORS

Elected Directors shall be elected by the Association by a majority vote at an Association conference.

4.02.2 EX OFFICIO DIRECTORS

Ex officio Directors shall be the Mission Center president, and the Mission Center financial officer, or designee or the single line administrator or his/her designee.

Section 4.02: QUALIFICATIONS

A prospective member to the Board of Directors shall:

- (a) be a member in good standing of the Community of Christ; and
- (b) not have been declared of unsound mind by a final order of a court; and
- (c) be an active participant in the life of a member congregation, or be an ex officio

Section 4.03: NUMBER OF DIRECTORS

The Board of Directors shall have not more than seventeen (17) Directors, either elected or ex officio. At least a majority of the Board of Directors must be a member in good standing of the church.

Section 4.04: TERM OF OFFICE

4.04.1 Ex officio Director shall hold membership for the term for which they hold the office of Mission Center president or Mission Center financial officer or as appointed by the individual holding that office.

4.04.2 Elected Directors shall serve for a term of three (3) years or until their successor has been elected and taken office. Elected Directors shall serve staggered terms with one-third being elected each year. The Association Conference shall be responsible for establishing the rotation when the first Board of Directors is elected.

Section 4.05: COMPENSATION

Directors shall serve without compensation.

Section 4.06: CALL OF MEETINGS

Meetings of the Board of Directors may be called by the President, Vice-President, Secretary, or any two (2) Directors.

Section 4.07: PLACE OF MEETINGS

All meetings of the Board of Directors shall be held at the principal office of the Campground, unless the Board of Directors designates another place.

Section 4.08: DATE AND TIME OF MEETINGS

The meetings of the Board of Directors shall be held on the second weekend of January and as established by the Board of Directors at the previous meeting. The President shall send to each Director an agenda of the business to be conducted at the meeting in advance.

Section 4.09: QUORUM

A majority of Directors currently serving shall constitute a quorum of the Board of Directors for the transaction of business.

Section 4.10: CONDUCT OF MEETINGS

The President of the Board of Directors, or in the absence of this officer, the Vice-President (or another Director selected by the Board of Directors) shall preside at meetings of the Board of Directors. The Secretary of the Board of Directors or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board of Directors. The Board of Directors shall be authorized to transact business by mail, fax, or e-mail provided that any decision taken by such means is ratified at the next meeting of the Board of Directors.

Section 4.11: ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment to another time and place shall be given prior to the time of the reconvened meeting to the Directors who were not present.

Section 4.12: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 4.13: REMOVAL OF DIRECTORS FOR CAUSE

The Board of Directors may declare vacant the office of any elected Director on the occurrence of any of the following events.

- (a) The Director has been declared of unsound mind by a final order of a court; or
- (b) The Director has been convicted of a felony; or
- (c) The Director has failed to attend meetings for one year; or
- (d) The Director is no longer a friend or member of the Mission Center; or
- (e) The Director is no longer a friend of or member in good-standing of the Community of Christ.

Section 4.14: RESIGNATION OF A DIRECTOR

Any Director may resign effective immediately upon giving written notice to the President of the Board of Directors, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective.

Section 4.15: VACANCIES

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director(s); whenever the number of Directors authorized is increased; and on the failure of the constituent Mission Center to elect or appoint the full number of Directors authorized. Vacancies in the elected members of the Board of Directors may be filled by the Board of Directors for the remainder of the term or until the next Association conference, whichever comes first.

Section 4.15 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following powers and responsibilities:

- (a) Develop, clarify, and refine the Campground vision and statements of purpose.
- (b) Develop and approve long-range plans.
- (c) Develop policy for Campground management.
- (d) Manage the funds and assets of the Campground.
- (e) Borrow money, contract debts and issue notes, to be approved by the Association and the Church if over and above \$10,000.
- (f) Invest assets.
- (g) Approve the annual operating budget for the Campground.
- (h) Appoint, support, or recall the business manager/executive director.
- (i) Supervise the maintenance of the physical plant, property and equipment.
- (j) Elect annually the following officers for the Board: President, Vice President, Secretary and Treasurer. This election shall take place at the first board meeting in January and will be effective immediately after the election.
- (k) Appoint special committees deemed necessary for the accomplishment of the purposes of the Campground.
- (l) Serve as guardians of the public interest.
- (m) Keep the financial records of the Campground.
- (n) Provide for an annual audit in consultation with the Mission Center financial officer.

ARTICLE V
OFFICERS OF THE BOARD OF DIRECTORS

Section 5.01: NUMBER AND TITLES

The officers of the Board of Directors shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may appoint such other officers as the business of the Campground may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine. The same person may hold any number of offices, except that neither the Secretary nor Treasurer shall serve concurrently as the President.

Section 5.02 ELECTION OF OFFICERS

The officers of the Board of Directors shall be elected annually by the Board of Directors, and shall hold office until they resign or shall be removed or otherwise disqualified to serve, or until their successors shall be elected and have taken office. Any officer may be re-elected to succeed themselves for *three* (3) consecutive terms.

Section 5.03 DUTIES OF OFFICERS

5.03.1 PRESIDENT

The President of the Board of Directors shall be the general manager and chief executive officer of the Campground and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and affairs of the Campground. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall provide for an annual audit, shall submit the records for the fiscal year to the auditors, and shall present the auditor's report for approval at the annual Association conference. The President shall perform all duties incident to the office held and other duties as may be required by law, by the Articles of Association, if any, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

5.03.2 VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions, on the President. The Vice-President shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, if any, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

5.03.3 SECRETARY

The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board of Directors and the Executive Committee that will be transferred to successors in office. The Secretary shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, if any, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

5.04.4 TREASURER

The Treasurer shall keep and maintain in written form adequate and correct books and record of account of the properties and business transactions of the Campground, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and record of account shall at all times be open to inspection by any Director of the Campground. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Campground with such depositories as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the Campground as ordered by the Board of Directors, and shall render to the President, and the Directors, on request, an account of all officer's transactions as Treasurer, and of the financial condition of the Campground. The Treasurer shall have other powers and perform other duties as may be required by law, by the Articles of Incorporation, if any, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

ARTICLE VI
THE EXECUTIVE COMMITTEE

Section 6.01: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Board of Directors and the ex officio Directors and shall have only those specific powers and authorities authorized by the Board of Directors. The function of the Executive Committee shall be to provide the President with counsel in the relationships, management, and monitoring of the operations of the Campground.

ARTICLE VII
COMMITTEES

Section 7.01: COMPOSITION AND ORGANIZATION

The Board shall be assisted in its work by standing committees; the members of the standing committees are to be appointed by the Executive Committee and approved by the Board. All committees shall consist of at least three (3) members. The President of the Board or designee shall be an ex-officio member of all standing committees. Employees of the Association may be appointed as non-voting members of any committee. Members of Association congregations who are not members of the Board may also be appointed to serve on any committee. Standing committee members shall serve for a term of two (2) years or until their successors are appointed, and shall serve no more than three (3) consecutive terms on the same committee except for the resident manager, whose committee terms shall coincide with that of their elections, appointment, or employment. Standing committees shall meet at the call of the President of the committee or on the request of any two committee members.

Section 7.02: STANDING COMMITTEE PRESIDENTS

Standing committee Presidents shall be appointed by the Executive Committee with the approval of the Board of Directors, and shall serve for a term of one year or until their successor is appointed, but shall serve no more than three (3) consecutive terms as President of the same committee. General duties of all standing committee Presidents shall be to attend all meetings of the Association and of the Board of Directors, to maintain up-to-date descriptions of committee duties, and to submit written reports to the Secretary at each regular Association and Board of Directors meeting regarding past activities and future plans of their committee. In addition standing committee Presidents shall have a general knowledge of the areas of committee responsibility and shall be an advocate for the issues that arise out of the various committee activities.

Section 7.03: AUTHORITY AND DUTIES

All standing committees shall report and make recommendations to the Board of Directors, and to the Executive Committee upon request. The Board of Directors may delegate specific powers, authority and duties to a standing committee. Committees shall communicate with each other to fulfill all licensing, legal, and other necessary requirements to provide for optimal Campground operations.

Section 7.04: FINANCE COMMITTEE

The Finance Committee shall recommend the acquisition and disposition of all real and personal property, shall oversee the maintenance of all real and personal property, shall recommend fees for usage of the property and grounds except as otherwise indicated in these bylaws, shall prepare a balanced and fiscally responsible budget for the Treasurer to present to the Board of Directors, shall develop plans for establishing and maintaining adequate operation and development reserves, and shall provide for bonding of the Treasurer and the resident manager in an amount sufficient to protect the Association from loss.

Section 7.05: LICENSING COMMITTEE

The Licensing Committee shall obtain all required State and County permits; shall ensure compliance with all Federal, State, County, and Township permits and codes; shall provide for safety and security of all Campground staff and visitors; shall compile an up-to-date camping manual, including applicable training documentation records; and shall work with the Finance Committee. The resident manager of the Campground shall be a non-voting member of the Licensing Committee.

Section 7.06: MARKETING COMMITTEE

The Marketing Committee shall develop a marketing plan, explore and recommend ways to increase utilization of the Campground for the purpose of fulfilling the purpose of the Campground, increasing revenue, and, with Board approval, shall promote and publicize the use of the Campground.

Section 7.08: FUTURES COMMITTEE

The Futures Committee shall provide master plans for improvement, development, and environmental preservation of the Campground, and shall recommend ways to generate income for those plans.

Section 7.09: ADDITIONAL STANDING COMMITTEES

Additional standing committees may be established by the Association or the Board of Directors, as they shall from time to time be deemed necessary to carry on the work of the Association; members of these committees shall be appointed by the Executive Committee and approved by the Board of Directors.

ARTICLE VIII
SALE OF PROPERTY AND DISSOLUTION

Section 8.01: SALE OF PROPERTY

The sale of the Campground which includes the real property and improvements shall require approval by a 2/3 vote of the Board of Directors, approval by a majority vote of the Association and the approval of the Presiding Bishopric of the Church, except for land condemnation or threat to be condemned by a government agency that has the power and authority to condemn, in which case the Board of Directors may approve such condemnation action if they so choose following notice to the Association and prior consultation with the Legal Services office of the Church. At the sale of the Campground the Association shall be dissolved. If the Association votes to sell a Campground, the Association shall also develop a plan by which the Association shall distribute all remaining funds, assets and property of the Association after payment of any remaining debts and liabilities which shall require approval by a 2/3 vote of the Board of Directors, approval by a majority vote of the Association and approval of the Presiding Bishopric of the Church.

Section 8.02: DISSOLUTION

The Association shall not be voluntarily dissolved except by the affirmative vote of a majority of the Association members at an Association meeting, or in the event the Campground is sold. In the event of a voluntary dissolution, thirty (30) days prior written notice shall be sent to the Association members stating that a meeting is to be held to consider and vote upon a voluntary dissolution. In the event of dissolution of the Association in any manner and for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all the remaining funds, assets, and properties of the Campground shall be paid or distributed in accordance with the plan approved by the Association Conference.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS
EMPLOYEES AND AGENTS

Section 9.01: DEFINITIONS

For the purpose of this Article,

“Agent” shall mean any person who is or was a Director, officer, employee or other representative of the Campground.

“Proceeding” shall mean any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under this Article.

Section 9.02: INDEMNIFICATION

The Association shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party, to any proceeding, other than an action by or in the right of the Association by reason of the fact that such person is or was an Agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding to the maximum extent permitted by applicable law, including the advance of expenses and the purchase of insurance, but only to the extent such person was acting as an Agent of the Association within the normal scope of his or her duties on behalf of the Association.

**ARTICLE X
CORPORATE RECORDS AND REPORTS**

Section 10.01: KEEPING RECORDS

The Association shall keep adequate and correct books and record of account and shall keep minutes of the proceedings of its members and Board of Directors. The official membership records of the member congregations of the Association shall be the official record of members of the Association. The minutes must be kept in written form. The other books and records shall be kept either in written or in any form capable of being converted into written form.

Section 10.02: MAINTENANCE AND INSPECTION OF BYLAWS

The Association shall keep at its principle executive office the original copy of these Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 10.03: INSPECTION BY MEMBERS AND DIRECTORS

Any member of the Association shall have the right on written demand to inspect and copy the record of members, the accounting books and records, the Bylaws, and the minutes. Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association.

Section 10.04: ANNUAL STATEMENT OF GENERAL INFORMATION

The Association shall, during the period provided by law in each year and if required by law, file with the Secretary of State of the State of *Michigan*, in the prescribed form a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the President, Vice-President, Secretary, and Treasurer, the street address of its principal executive officer or principle business office in this state, and general type of business constituting the principal business activity of the Association, together with a designation of the agent of the Association for the purpose of service of process.

**ARTICLE XI
ELECTRONIC MEETINGS**

The Board of Directors, Executive Committee, and standing committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

**ARTICLE XII
GENERAL MATTERS**

Section 12.01: EXECUTION OF INSTRUMENTS

The Board of Directors may, in its discretion, determine the method and by resolution designate the signatory officer or officers, or other person or persons to execute any major Association instrument or document, or to sign the Association name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation. In the absence of other specific designation by the Board of Directors, the signatures of the President or Vice-President and the Treasurer shall be required on such documents and instruments.

**ARTICLE XIII
AMENDMENT TO BYLAWS**

Section 13.01: AMENDMENT BY DIRECTORS

Amendments to these Bylaws may be proposed by a 2/3 vote of the Board of Directors, and must be approved by a 2/3 vote by the Association conference, and ratified by the Presiding Bishop of the Church.

Section 13.02: RECORD OF AMENDMENTS

Whenever an amendment to or revision of the Bylaws is adopted, a copy shall be forwarded to the Presiding Bishop of the Community of Christ for final approval.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Section 14.01: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, special rules of order the Association may adopt, or the policies, rules and regulations of the Church.

CERTIFICATE OF SECRETARY
OF
Park of the Pines Campground Association

I hereby certify that I am the duly elected and acting Secretary of said Association and that the foregoing Bylaws, comprising 10 pages, constitute the Bylaws of said Association as duly adopted at a meeting of Association thereof held on _____.

Secretary

DATE