

CONSTITUTION AND ARTICLES OF ASSOCIATION of the CHRISTIAN CAMP MEETING ASSOCIATION

Last Revised July 2023

ARTICLE 1 – NAME

This Association shall be called the CHRISTIAN CAMP MEETING ASSOCIATION (hereinafter referred to as CCMA or the Association).

ARTICLE II – OBJECT

The object of this Association shall be to hold and encourage others to hold religious and educational conferences and religious services at Craigville, in the Town of Barnstable, and to purchase, hold, lease, maintain, and convey real and personal estate, not for profit, but as may be desirable for the above object.

Mission Statement: The CCMA, in its stewardship of the Craigville community, provides opportunities for spiritual growth, worship, service, learning, fellowship, retreat, and rest in a unique place of grace by the sea.

CCMA Open and Affirming Covenant: Craigville was founded by the New England Convention of Christian Churches in 1872 as a camp meeting. From the beginning it has been an ecumenical, inclusive community. For many years the Craigville Retreat Center has committed itself as a "ministry for all people in all seasons." Rules for acceptance and participation in all Craigville programs are the same for everyone without regard to age, race, color, religion, gender, sexual orientation, disability or national origin.

ARTICLE III – MEMBERSHIP

Section 1- Qualifications:

Membership in this Association may be acquired by any person who receives a nomination by any member of the Membership and Engagement Committee and is a) approved by a two-thirds vote at a Board of Directors meeting prior to the Annual Business Meeting (as provided for herein), and b) approved by a two-thirds vote of the members present at any Annual Meeting.

Section 2 – Dues:

All members of this Association shall be subject to annual dues of twenty-five dollars (\$25) (or any other amount, as subsequently determined by the Board of Directors and thereafter approved by vote at the Annual or other Business meeting of the Association) to be paid into the treasury before the time of the Annual Business Meeting, in default of which such persons shall be suspended from the privilege of voting until all arrears of dues are paid. Any members of the Association reported by the Membership and Engagement Committee to the Board of Directors as being three years in arrears of dues shall by two-thirds vote of the Board cease to be members of the Association.

Section 3 – Participation:

Members of the Association whose annual dues are paid and no others shall be qualified to participate in all meetings thereof and be eligible to any office on behalf of the Association.

ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS

The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. These Officers and as many as (14) fourteen additional Association members, as hereinafter determined, together shall constitute the Board of Directors.

The President, Vice President, Secretary and Treasurer of the Association shall also respectively be the President, Vice President, Secretary and Treasurer of the Board of Directors.

The Board of Directors shall have all authority and obligations usual and incidental to such a Board including, without limitation, full power of control over the grounds and buildings owned and occupied by the Association together with authority to lease or to sell or otherwise convey property belonging to the Association, with powers to make such contracts or other agreements as, in their judgment, the interests of the Association shall require. Unless specified otherwise herein, all votes of the Board of Directors will be made on a majority rule basis.

Section 1 – Election and Terms of Officers:

The Officers of the Association shall be elected at the Annual Business Meeting by ballot, each for a term of three (3) years or until a successor is

elected and qualified, the term of office to begin the day following the Annual Meeting.

An Assistant Treasurer shall be elected by the Board of Directors from the Association members at the meeting following the Annual Meeting. The Assistant Treasurer term shall be for three (3) years or until a successor shall have been elected.

Section 2 – Election and Terms of Directors and Committee Chairs:

The Directors shall be elected by vote of the members at the Annual Business Meeting for staggered terms of three (3) years and can be re-elected up to two times, for a second- and/or third three-year term, as the case may be. After that they are ineligible for election for at least one year. Exceptions may be made upon a 2/3 vote of the Directors, but such exceptions should be made only in exceptional circumstances. To avoid excess turnover and maintain the desired number of Directors, the Board may designate exceptions so that no more than six Directors leave the Board in any one year.

Committee Chairpersons, appointed by the President, will serve for a term of three (3) years and can be re-appointed up to two times, for a second- and/or third three-year term, as the case may be. After that they are ineligible to serve as Chairperson of the same committee for at least one year. Exceptions may be made, but such exceptions should be made only in exceptional circumstances.

Transitional provision: Immediately upon the adoption of this provision concerning term limits for Committee Chairpersons, the term will be limited to two (2) additional years for any existing Chairperson who has already served in that position for a period of nine (9) or more years.

Vacancies in any Office, in the Board of Directors, or in the Chairperson of any Committee, however occurring, may be filled by the Directors at any meeting of the Board called for the purpose. Officers and Directors will be subject to subsequent election/confirmation at the next Annual Business Meeting.

Section 3 - Duties of Officers:

President: It shall be the duty of the President to preside at all meetings of the Association membership, Board of Directors, and Executive Committee. The President shall be empowered to act on behalf of the Association in emergency matters between meetings of the above bodies. All actions of the President shall be in accord with policy adopted by the Association or the Board of Directors.

Vice President: The Vice President shall assist the President in the carrying out of his/her duties. In the absence of the President, the Vice President shall preside at all meetings of the Association and assume all other duties of the President.

Secretary: It shall be the duty of the Secretary to keep the records and minutes of the Association, communicate by mail (electronic and/or postal) all notices of meetings and certify all actions taken by the Board of Directors.

Treasurer: The Treasurer shall prepare the annual budget in cooperation with other committees for submission to the Directors for approval. The Treasurer shall receive and hold the funds of the Association, shall oversee budgets as approved by the Directors, and shall review disbursements approved on the order of the Chairperson of the various committees involved, or the President.

Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer and shall be empowered to act in all areas of the Treasury in the absence of the Treasurer.

Ex Officio: The presidents or chairs of the Craigville Cottage Owners Association (“CCOA”) and the Red Lily Pond Project Association (“RLPP”), as well as the director of the Retreat Center, shall be *ex officio* members of the Board of Directors. Of these representatives, non-Board members may be excused from certain parts of the Board meetings where discussions and/or voting concern matters considered confidential. The CCOA and RLPP chairs may also be elected as CCMA Board members, as the case may be.

ARTICLE V – COMMITTEES

Section 1 – Executive Committee:

The President, Vice President, Secretary, and Treasurer of the Board of Directors shall constitute the CCMA Executive Committee. The Executive Committee shall have the authority to act on behalf of the Board of Directors in accord with actions previously authorized by the Board or in emergency situations in which discussion and authorization by a full quorum of the Board is not feasible, subject to full report being made to the Board as soon as possible thereafter.

Section 2 – Committees:

The President shall appoint a Chairperson of the following committees, each of three or more members (to be appointed by the Chair) within thirty days after the Annual Meeting. The Chairperson of each committee shall appoint a Co-Chair. The committees shall meet at least quarterly, and are empowered to act on behalf of the Board, subject to the Board's oversight, review and policy-making authority on all matters concerning the Association.

Tabernacle and Religious Activities: The Committee shall sponsor religious and educational programs and collaborate with the Craigville Retreat Center Director in preparing for Tabernacle services and activities, for the allocation of time and reservations in connection with the various uses of the Tabernacle, the winter closing and spring opening, and for the care of the organ and other equipment, as appropriate. It shall make recommendations to the Property, Buildings and Capital Improvements Committee in respect to structure and maintenance of the Tabernacle.

Roads and Parks: The Committee shall care for the upkeep of the roads, paths, sidewalks and stairways on paths, roadside clearings, signs, fences, parks, lighting on paths, and streets for all CCMA property, including the parking area near the Tabernacle. It shall make recommendations to the Property, Buildings and Capital Improvements Committee in respect of any capital improvements (expenditures above \$10,000) to the grounds and facilities under the Committee's remit.

Property, Buildings and Capital Improvements: The Committee shall be responsible for the structural care and resource allocation decisions for all buildings and property owned by the Association. It shall provide for

conformity with building safety and sanitary codes, while seeking to achieve net-zero emissions of greenhouse gasses for the buildings owned by the Association. It shall care for painting, other maintenance and the erection of new buildings as needed. It shall make decisions, subject to authorization by the Board, on matters involving capital improvements for all buildings and property owned by the Association, coordinating as appropriate with other relevant committees (e.g., Beach, Tabernacle and Religious Activities, Roads and Parks, and Tennis).

Beach: The Committee shall hire a beach manager, provide for the operation of the Snack Bar and the setting of rates, the establishment of salaries and necessary rules, along with a budget for the beach operation. It shall keep the beach buildings and signs in repair, and will collaborate with the beach manager in solving problems. It shall make recommendations to the Property, Buildings and Capital Improvements Committee in respect of any capital improvements (above \$10,000) to the buildings, grounds (including the Beach parking lot) and other facilities under the Beach Committee's remit.

Tennis: The Committee shall hire a Tennis Coordinator, provide for operation of the Tennis Program and the setting of rates, the establishment of salaries and necessary rules, along with a budget for the operation of the program and infrastructure. It shall keep buildings, courts, nets and any related properties in repair and collaborate with the Tennis Coordinator in solving problems. It shall make recommendations to the Property, Buildings and Capital Improvements Committee in respect of any capital improvements (above \$10,000) to the buildings, courts, and other facilities under the Tennis Committee's remit.

Finance: The Committee shall review the finances of the Association, and assist the Treasurer and President in dealing with financial matters, tax matters, legal problems (with financial implications), real estate problems, and insurance problems.

Membership and Engagement: The Committee shall be responsible for conducting outreach and developing opportunities for engagement with potential new members of the CCMA, while maintaining updated lists of current members and persons eligible for CCMA membership. The Committee shall present qualified nominees for membership for approval by the Board of Directors and the CCMA Membership at the Annual Business Meeting, or as otherwise required.

Governance and Board Development: The Committee shall be responsible for supporting the governance functions of the CCMA and Board of Directors, including developing proposals for strategic initiatives and directions, as well as preparing program reviews for the activities and responsibilities sponsored by the CCMA, all to be considered by the Board of Directors. The Committee shall also be responsible for Board development and succession planning for the Board and relevant Committees, and shall nominate eligible candidates for Officers and Directors for election at Annual Business Meetings of the Association. The President shall be Chairperson of this Committee.

Section 3 - Other Committees:

The President, with the approval of the Board of Directors, shall be empowered to appoint such other committees as shall be necessary to carry out the work and aims of the Association.

ARTICLE VI – MEETINGS

Section 1 – Directors’ Meetings:

Meetings of the Board of Directors shall be called by the President, or, if necessary, by the Secretary at the written request of two Directors; nine (9) members of said Board shall constitute a quorum for the transaction of business. To the extent that the appropriate technical resources are available, the meetings shall also permit participation via electronic/computer/digital means. Quorum shall include those Directors who may participate via electronic/computer/digital means. Meetings of the Board of Directors shall be held not less than four (4) times per year.

Section 2 – Annual Business Meeting:

The Annual Business Meeting of the CCMA Membership for the transaction of such other business as may properly come before the Association shall be held annually on the grounds of the Association in July on such date and time as shall be determined by the Board of Directors. To the extent that the appropriate technical resources are available, the meetings shall also permit participation via electronic/computer/digital means.

Section 3 – Other Meetings:

Special meetings of the Association may be called by the Directors and shall be called on the written request therefore to the Secretary *of five* (5) or more members of the Association.

Section 4 – Notification:

Notice of the time, place, and purpose of all meetings shall be given by the Secretary at least fourteen (14) days before the date fixed therefore by written notice mailed either via US Postal service or electronically to each member of the Association and either posted on the Craigville Village bulletin board, or otherwise posted electronically on the Craigville website, or published in an issue of The Chronicle.

Section 5 – Quorum:

At all meetings of the Membership of the Association, twenty members whose annual dues are paid shall constitute a quorum for the transaction of business; but a lesser number may adjourn from time to time. Quorum shall include those members qualifying under the previous sentence who may participate via electronic/computer/digital means.

Section 6 - Reports:

The Board of Directors shall make a full report of its transactions to the Association at each Annual Business Meeting.

ARTICLE VII – REAL ESTATE CONVEYANCE

All sales of building lots, leases and conveyances of real estate, as voted by the Board of Directors (Article IV), shall be signed by the President and Treasurer on behalf of the Association.

ARTICLE VIII – AMENDMENT

This Constitution and Articles of Association or any article thereof may be altered or amended by a two-thirds vote of the members present at any Annual Business Meeting or other properly convened special meeting of the Membership of the Association; provided that such proposed alteration or amendment shall have been recommended by the Board of Directors to the Association and communicated to the members of the Association at least one month prior to the specified Meeting.

ARTICLE IX – DISSOLUTION

The Association may dissolve upon recommendation of two-thirds (2/3) of Directors voted at a Board meeting, followed by approval of two-thirds (2/3) of CCMA members voted at the Annual Business Meeting or other CCMA Membership meeting as called for by the President. In the event of the dissolution of the Christian Camp Meeting Association, all its assets and properties, physical and real, after settlement of any outstanding debts or obligations of the CCMA, shall be disbursed to one or more charitable organizations that encompass a similar religious and educational mission as the CCMA and qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, said organization(s) to be approved by two-thirds (2/3) vote of the remaining membership at that same Annual Business Meeting or other meeting as called for by the President. None of CCMA assets shall be divided among its members, individuals, or any groups not holding charitable tax-exempt status. Dissolution cannot be implemented for the purpose of raising funds.