

BY-LAWS OF
THE BRANDYWINE SUMMIT CAMP MEETING ASSOCIATION

AOPOTED, AS REVISED, AND APPROVED
JUNE 24, 2006

ARTICLE I NAME

Section 1. The name of this Corporation is The Brandywine Summit Camp Meeting Association.

ARTICLE II OFFICE

Section 1. The principal office shall be in Wilmington Delaware.

Section 2. In addition to its principal office in the State of Delaware, the Association shall establish and maintain an office on the camp ground, located in Chadds Ford, Concord Township, Delaware County, Pennsylvania.

ARTICLE III CORPORATE SEAL

Section 1. The corporate seal shall have inscribed thereon the name of the Association, the year of its creation (1919) and the words "Incorporated in Delaware".

Section 2. The corporate seal shall be kept in the Camp Office under care of the Secretary.

ARTICLE IV FISCAL YEAR

Section 1. The fiscal year of the corporation shall commence on January 1 and end on December 31, the calendar year.

ARTICLE V BOARD OF TRUSTEES

Section 1. The property and business of the Association shall be managed by a Board of Trustees, nine in number, all of whom, shall be members of the Association, shall qualify in accordance with Article VI and shall be elected by the qualified membership of the Association.

Section 2. Trustees shall hold office for a period of three years or until others are elected and qualified in their stead.

Section 3. The Board of Trustees may elect any former Trustee, who has faithfully performed their duties, as Honorary Trustee for a one year term.

a. Honorary Trustees shall not at any time exceed six in number.

b. Honorary Trustees may have a voice, but no vote.

Section 4. The Board of Trustees may nominate to the Annual Meeting, any former Trustee, who has faithfully performed their duties for at least three terms in an exemplary fashion, as a Trustee Emeritus. Trustee Emeritus is elected by a majority vote of the Annual Meeting.

a. Trustee Emeritus is a life long office.

b. Trustee Emeritus may have a voice, but no vote.

Section 5. The Ladies Auxiliary shall name a female representative to the Board of Trustees who has the same Qualifications of Trustees (Article VI: Sections 1 and 2). She shall have a voice, but no vote.

ARTICLE VI QUALIFICATION OF TRUSTEES

Section 1. No member may be nominated, elected or appointed as Trustee who has not paid their current year's ground rental, assessments and other charges by August 1, or is in any way indebted to the Association,

Section 2. Each Trustee must be a professing Christian and a member in good standing of a recognized Christian Church.

Section 3. No more than four persons from any one local congregation can be elected to the Board of Trustees.

ARTICLE VII POWERS OF TRUSTEES

Section 1. The Board of Trustees shall have the management of the business of the Association and, in addition to the powers and authorities by these By-Laws expressly conferred upon them, may exercise all such powers and all such acts and things as may be exercised or done by the Association, but subject nevertheless to the provisions of the Statute of the Charter and of these By-Laws and in any regulations from time to time made by qualified membership of the Association provided that no regulations so made shall invalidate any prior act of the Board of Trustees which would have been valid if such regulations had not been made.

Section 2. Without prejudice to the general powers conferred by the last preceding Section and other powers conferred by these By-Laws, it is expressly declared that the Board of Trustees shall have the following powers, that is to say:

- a. To purchase or otherwise to acquire for the Association any property, rights or privileges which the Association is authorized to acquire, and at such prices and on such terms and conditions and for such considerations as they think fit.
- b. To pay for any property or rights acquired by the Association, either wholly or partly, in money or indentures or other securities of the Association.
- c. To appoint and, at their discretion, remove any camp director, grounds supervisor or caretaker, officers to assist in the preservation of order, clerks, agents, and other personnel, permanently or temporarily.
- d. To make rules for the preservation of health and safety.
- e. To determine rate for ground rentals, charges for taxes and electricity, and all other assessments, and to enforce collection of same.
- f. To make rules defining nuisances and to provide for the abatement of same.
- g. To fix all salaries and emoluments.
- h. To provide a system of lighting, sanitation, and garbage collection from the opening to the closing of camp.
- i. To discontinue service of water or electricity to any cottage for reasons of safety or sanitation, or to discontinue such service to any cottage on which all charges and assessments have not been paid for two years.

- j. To take such collections and offerings and to solicit such donations and subscriptions, as may be needed to defray the expenses of the Association.
- k. To determine who shall be authorized to sign, on behalf of the Association, all bills, notes, receipts, acceptances, endorsements of checks, releases contracts and documents.
- l. To consider in arrears, if not paid by the fifteenth day of April, in the year in which they are due, ground rental, charges for taxes and all assessments, except for electricity.
- m. To consider in arrears all charges for electricity if not paid within one month after the date on which such bills are rendered.
- n. To distress any owners of cottages who have not paid their ground rental, charges for taxes and electricity, or other assessments, for two years, and all costs and interest due the Association shall be paid from the sale of such cottages.

ARTICLE VIII MEETINGS OF THE ASSOCIATION

Section 1. The Annual Meeting of the members of the Association shall be held at the camp grounds on the Thursday following Walk-around, for the election by vote by ballot of Trustees to serve for a term of three years, to fill any vacancies for an unexpired term; to hear and receive written reports of all Committees, affiliated organizations and special programs, and to transact any other business which may be properly brought before the Association.

Section 2. Notice of the Annual Meeting shall be served or mailed by the secretary to each qualified member, at least thirty days prior to the meeting.

Section 3. Special Meetings of the members of the Association may be called by the President, or by vote of the majority of the Board of Trustees, or at the request of fifteen members in writing. Notice of a Special Meeting of the Association, indicating briefly the subject thereof, shall be mailed by the Secretary to each qualified member at least ten days prior to the meeting.

Section 4. Twenty-five qualified members of the Association shall be required at all meetings to constitute a quorum for the election of Trustees or for the transaction of other business.

ARTICLE IX VOTING POWER

Section 1. The right and power of voting for the election of Trustees and the transaction of other business of the Association shall be granted only to cottage owners whose current year's ground rental and/or budget payments, assessments and other charges have been paid by August 1 of the present year, as evidenced by the books of the Association.

Section 2. Whenever a cottage is owned jointly, any of the owners, in the absence of the other or others, shall have the right and power of voting. Only one vote per cottage.

Section 3. Proxies shall not be recognized.

ARTICLE X MEETINGS OF BOARD OF TRUSTEES

Section 1. The Trustees shall meet within five days following the Annual Meeting for the purpose of organization and otherwise, and shall elect from among their number a President, Vice President, a Secretary, a Financial Secretary, and a Treasurer, to hold office for one year or until others are qualified in their stead.

Section 2. Regular meetings of the Board of Trustees shall be held quarterly, during the months of February, May, August, and November in each year, at such time and place as may be determined by the Board.

Section 3. Notice of regular meetings shall be mailed by the Secretary to each Trustee at his last known post office address at least ten days prior to the meeting.

Section 4. Special Meetings of the Board of Trustees may be called by the President, or on the written request of three Trustees, on two days notice to each Trustee, excepting that during the Camp Meeting season meetings may be called on twenty-four hours notice to each Trustee. Any business shall be in order unless the meeting is called for one specific purpose only.

Section 5. A majority of the whole Board of Trustees shall be required at all meetings to constitute a quorum for the transaction of business.

ARTICLE XI STANDING COMMITTEES

Section 1. At the meeting of the Board of Trustees held for organization, there shall be appointed by the President, unless otherwise directed, a Grounds Committee, a Finance Committee, and a Program Committee. Each committee to consist of three members, all of whom shall serve until their successors are appointed.

Section 2. Each Committee shall keep an accurate record of the transaction of such business as may be brought before it, and present the same in written form at every regular meeting of the Board of Trustees, for approval or disapproval.

Section 3. Each year the Board of Trustees shall establish a nominating committee, auditing committee, interview committee and such other committees as the Board of Trustees may from time to time deem advisable. Each committee shall exercise such powers and duties as may be conferred upon it and render such reports as may be required by the Board of Trustees. Each committee shall have at least three members.

ARTICLE XII GROUNDS COMMITTEE

Section 1. The Grounds Committee shall have the general supervision of the grounds, the purchase of supplies required for its work; the location, construction, renting, and selling of cottages and other building; privileges and sanitation; and enforcement of regulations for the comfort and safety of residents.

Section 2. The Grounds Committee shall recommend to the Board of Trustees for its approval the appointment and, at its discretion, the removal of a grounds supervisor or caretaker, officers to assist in the preservation of order, and such other personnel, as may be necessary to carry out the work outlined in Section one (1) above.

Section 3. The Grounds Committee shall not approve and complete the sale of any cottage until all bills, assessments and charges have been paid on such cottage.

ARTICLE XIII FINANCE COMMITTEE

Section 1. The Finance Committee shall have general supervision of the financial affairs of the Association, including the billing and collection of ground rentals, and taxes, electricity, assessments, and all other charges.

Section 2. The Finance Committee shall examine and approve all bills before they are presented to the Board of Trustees for authorization for payment.

ARTICLE XIV PROGRAM COMMITTEE

Section 1. The Program Committee shall have general supervision of the religious services held upon the camp grounds.

Section 2. The Program Committee shall recommend to the Board of Trustees the employment of a camp director, minister, evangelists, musicians, and/or other personnel as it deemed proper, and shall certify to the Board for payment the salaries and expenses of those so engaged

ARTICLE XV DUTIES OF THE PRESIDENT

Section 1. The President shall be the chief executive officer of the Association. The President shall preside at the Annual Meeting and at the meetings of the Board of Trustees. He/She shall have general and active management of the Association, and shall see that all orders and resolutions are carried into effect.

Section 2. The President shall execute all contracts and agreements authorized by the Association.

Section 3. The President shall have general supervision and direction of all other officers of the Associations, and shall see that their duties are properly performed. He/She shall submit a report of the operations of the Association to the Annual Meeting, and from time to time shall report to the Trustees all matters within his/her knowledge which the interests of the Association may require to be brought to their notice.

ARTICLE XVI DUTIES OF THE VICE PRESIDENT

Section 1. The Vice President shall be vested with all the powers and shall perform the duties of the President in his/her absence. He/She shall perform such other duties as may be prescribed by the Board of Trustees.

ARTICLE XVII DUTIES OF THE SECRETARY

Section 1. The Secretary shall keep full and correct minutes of all meetings of the Association and of the Board of Trustees. He/She shall preserve such books, papers, reports and other property as the Board of Trustees as may be required by law. He/She shall issue all calls for regular and special meetings.

Section 2. The Secretary shall maintain a register of the qualified membership of the Association. He/She shall perform such other duties as are usually required by his/her office.

Section 3. The Secretary shall be responsible for safekeeping of the corporate seal.

Section 4. The Secretary shall keep a file of all approved forms and papers used for the transaction of the business and operation of the Association.

ARTICLE XVII DUTIES OF THE FINANCIAL SECRETARY

Section 1. The Financial Secretary shall receive and deposit in the bank accounts established by the Board of Trustees all funds and money paid to the Association, and shall keep full and accurate records of all receipts in books provided for that purpose.

Section 2. The Financial Secretary shall render a statement at each regular meeting of the Board of Trustees, showing all receipts since the previous meeting. At the end of each fiscal year, he/she shall make a full and detailed report to the Board of Trustees of all receipts of the year preceding. He/She shall give bond to the Association in such sum and with such security as shall be satisfactory to the Board of Trustees.

ARTICLE XIX DUTIES OF THE TREASURER

Section 1. He/She shall be the custodian of all funds and securities of the Association. He/She shall keep full and accurate records and accounts in books provided for that purpose, of receipts, disbursements, credits, assets, and liabilities, and general financial transactions of the Association. He/She will disburse the funds of the Association as may be ordered by the Board of Trustees.

Section 2. The Treasurer shall render a statement at each regular meeting of the Board of Trustees, showing all receipts and disbursements since the previous meeting. At the end of each fiscal year he/she shall make a full and detailed report to the Board of Trustees of all receipts and disbursements of the year preceding, and shall submit a financial statement of the Association at that time.

Section 3. The Treasurer shall arrange for policies of fire and Liability Insurance, as determined by the Board of Trustees. He/She shall give bond to the Association in such sum and with such surety as shall be satisfactory to the Board of Trustees. He/She shall perform such other duties as are usually required by his/her office/

ARTICLE XX VACANCIES

Section 1. If the office of any Trustee becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Trustees then in office, although less than a quorum, may choose by majority vote a successor who shall hold office until the next Annual Meeting of the Association, at which time the unexpired term, if any, shall be filled as provided herein.

Section 2. A Trustee may be removed from office if the Trustee fails to attend three consecutive Trustee Meetings without cause or excuse. Written notice must be issued 30 days prior to any expulsion action being considered.

ARTICLE XXI CHECKS

Section 1. All checks, drafts or orders for payment of money shall be signed by the Treasurer and countersigned by the President or the Vice President. No checks shall be signed in blank.

ARTICLE XXII BOOKS AND RECORDS

Section 1. The books, accounts, and records of the Association shall be open to the inspection of the members of the Association at such times as the Board of Trustees may by resolution direct, and they shall be open to the inspection of the Trustees at any reasonable time.

ARTICLE XXIII OCCUPANCY OF COTTAGE

Section 1. No cottage shall be occupied overnight during the period from the fifteenth day of October to the fifteenth day of April, except as specified by the Board of Trustees.

Section 2. No cottage may be used, rented, or sold for the purpose of storage.

Section 3. If any cottage is not occupied, which means; used in such a way that the purpose and objectives of the Camp Meeting Association as stated in, The Mission Statement and Ground Rules, for a period of two (2) consecutive years, or maintained in a reasonable condition, the Board of Trustees may, at its discretion, act as provided herein.

ARTICLE XXIV RESPONSIBILITIES OF COTTAGERS

Section 1. Each cottage owner is responsible for the continuation of the camp meeting and its ministry. The members are expected to attend worship services and camp events during the program season.

Section 2. The members have responsibility to participate in at least two (2) of the four annual work days.

Section 3. Each cottage owner is to strive toward spiritual maturity and to encourage their local church ministries.

ARTICLE XXV DISSOLUTION CLAUSE

Section 1. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 charitable purposes. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2. Upon the dissolution or sale of substantially all assets of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation (a) to one or more organizations that at the time qualify as tax exempt under Section 501 (c)(3) of the Code, or (b) to one or more governmental units described in Section 170 (c)(1) of the Code as the Board of Directors shall determine to be used exclusively for charitable purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the corporation is then located, exclusively for charitable purposes to one or more such organizations as said Court shall determine.

Under no circumstances shall any assets be distributed to directors, officers or employees of the corporation, except as reasonable compensation for services rendered.

ARTICLE XXVI ALTERATIONS AND AMENDMENTS

Section 1. These By-Laws may be altered or amended at any meeting of the Association, by a majority vote of the qualified membership present, provided a copy of the proposed alterations or amendments shall have been mailed to each qualified member at least thirty days prior to the meeting at which such proposed alterations or amendments are to be considered. If a member is residing on the grounds or attending services regularly, the Camp Mail System (if one is in use) may be used.