



Martha's Vineyard Camp Meeting Association

A Religious Community Since 1835

MARTHA'S VINEYARD CAMP MEETING ASSOCIATION

Act of Incorporation and Bylaws of the Martha's Vineyard Camp Meeting Association, Oak Bluffs, Massachusetts

ACT OF INCORPORATION COMMONWEALTH OF MASSACHUSETTS

Be it enacted by the Senate and House of Representatives in General Court assembled, and by authority of the same, as follows:

SECTION 1. William B. Lawton, George F. Gavitt, John D. Flint, their associates and successors, are hereby made a corporation by the name of the "Martha's Vineyard Camp Meeting Association," to be established and located in the town of Edgartown,* for the purpose of maintaining annual religious meetings on the island of Martha's Vineyard, and with all the powers and privileges, and subject to all the restrictions, duties and liabilities set forth in all general laws which now are or may hereafter be in force and applicable to such corporations.

SECTION 2. Said corporation, for the purposes named in the first section of this act, may hold real and personal estate to an amount not exceeding twenty-five thousand dollars; and twenty acres of the land so owned, with the buildings or any personal property on said twenty acres, owned by said Association and used exclusively for religious purposes, or for the care and protection of the property of the Association, shall be exempt from taxation.

SECTION 3. All buildings, booths, tents or other things erected on or affixed to the grounds of the Association, except as provided in section two, shall for the purpose of taxation, be considered real estate and taxable in the town of Edgartown.*

SECTION 4. It shall be the duty of the agent or superintendent of the Association annually, on or before the twentieth day of May, to furnish the assessors of the town of Edgartown,* a true list of the name and residences of all owners of buildings or other taxable property erected upon the grounds of the Association, and in default of such information the assessors of said town may tax such property to the Association.

SECTION 5. This act shall take effect upon its passage.

Approved May 1, 1868.

*Now Oak Bluffs

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BYLAWS

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ORDER OF BUSINESS

1. Call to Order.
2. Prayer
3. Reports of employees.
4. Minutes of last meeting.
5. Report of President.
6. Report of Vice President.
7. Report of Treasurer.
8. Reports of Committees.
9. Correspondence.
10. Unfinished business.
11. New business.
12. Election of officers. (Annual Meeting only)
13. Adjournment.

ARTICLE I. MEMBERSHIP

1. NAME. The Associates and Successors provided for in the first section of the Act of Incorporation of the Martha's Vineyard Camp Meeting Association shall consist of no less than seven (7) members and no more than twenty-one (21) members elected in 2025; no more than twenty (20) members elected in 2026; no more than nineteen (19) members elected in 2027; no more than eighteen (18) members elected in 2028; no more than seventeen (17) board members elected in 2029; no more than sixteen (16) members elected in 2030, and; no more than fifteen (15) members elected in 2031 and for each year thereafter, of whom a majority must be leaseholders, to be known as the Board of Directors of the Martha's Vineyard Camp-Meeting Association or as the Board. The board's purpose is to carry out all actions in furtherance of the mission, consistent with the corporate purpose, of the Martha's Vineyard Camp Meeting Association.
2. ELECTIONS. At each Annual Meeting of the Board a number of persons equal to the number of open board seats as of the commencement of the next board year ("Open Board Seats") shall be elected to the Board to serve for a term of three (3) years (provided that the sufficient number of nominees equal to the Open Board Seats receive a majority of those voting on one ballot or more, and in the event that a number matching the Open Board Seats do not receive a majority, fewer than the number of Open Board Seats may be elected). The Nominating Committee shall present its slate of candidates for all open seats to the Board, which candidates are to be placed in nomination at least five (5) days prior to the Annual Meeting. Additional candidates may be nominated from the floor at the time of the Annual Meeting, provided such nominees from the floor have expressed in writing to the Board, prior to the date of the Annual Meeting, a

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willingness to serve if elected. If any of the Directors who would be eligible for re-nomination have already served for three consecutive terms, or portions thereof, he or she is not eligible for election to the board for three years. Election shall be by ballot, unless the Secretary, by unanimous vote of those present, is instructed to cast a ballot for the entire slate presented by the Nominating Committee.

3. **VACANCIES.** Any vacancy on the Board of Directors caused by death, resignation, removal, or failure to fill the seat at the previous Annual Meeting shall be filled at the next Annual Meeting or may be filled at a Special Meeting by electing successors for the unexpired terms. The successor for an unexpired term shall be nominated and elected in the usual way.
4. **HONORARY MEMBERSHIPS.** The Board may elect any person as an honorary member of the board. Honorary members shall have no vote.
5. **REMOVAL FROM OFFICE.** By a two-thirds (2/3) vote of the Board an officer may be removed from office. By a two-thirds (2/3) vote of the Board a member may be removed from the Board. These extreme measures shall be taken only when, after appropriate inquiry and reflection and after all reasonable efforts to rectify the situation by other means have been made but have proved unsuccessful, it is concluded that the behavior of the individual seriously compromises the ability of the Board to carry out its responsibilities.
6. **EMPLOYMENT BY THE ASSOCIATION.** No member of the Board shall concurrently be employed by the Association as either a salaried employee or as an hourly worker. Additionally, no former member of the Board shall be employed by the Association during the six-month period following the individual's departure from the Board.

ARTICLE II. MEETINGS

The Annual Meeting shall be held each year during August and when feasible on the Island of Martha's Vineyard on the Association's grounds in Oak Bluffs, for the purpose of considering the reports of Officers, Committees and all other business properly brought before the Board. At least seven (7) days before the Annual Meeting, the President shall send notice to each Board member of the time and place of the meeting.

Special Meetings may be called by the President, or in the President's absence or disability, by the Vice President, or by any other Officer of the Association upon the written request of seven (7) members of the Board to that Officer that such a Meeting be held. Notification shall be sent to each Board member of Special Meetings two (2) weeks in advance of an in-person meeting, or one (1) week in advance of a virtual meeting. These notices shall include the purpose for which the meeting is being called.

A majority of members of the Board present at the Annual Meeting or any Special Meeting shall constitute a quorum for the transaction of any business which may come before the meeting.

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At the Annual Meeting and at any Special Meeting, absentee voting and voting by proxy shall not be permitted, i.e., voting shall be restricted to only those members participating directly in the meeting.

Robert's Rules of Order shall govern the conduct of the Annual Meeting and any Special Meetings.

ARTICLE III. ELECTION OF OFFICERS

The Board shall elect from its members at each Annual Meeting a President, Vice President, Secretary and Treasurer who shall hold office for one (1) year or until their successors shall be elected. The Nominating Committee shall present its slate of candidates for these offices at least five (5) days prior to the Annual Meeting. Additional candidates may be nominated from the floor at the time of the Annual Meeting, provided such nominees from the floor have expressed in writing to the Board, prior to the date of the Annual Meeting, a willingness to serve if elected. Except as noted in this Article III, an officer is deemed elected if they receive a majority vote of the Board. No officer shall serve more than three consecutive years in one office unless the Nominating Committee presents specific rationale for an individual to serve an additional year AND that officer must be elected by a 75% majority vote of the Board. In no case shall an individual serve more than six consecutive years in one office. Election shall be by ballot, unless the Secretary, by unanimous vote of those present, is instructed to cast a ballot for the entire slate presented by the Nominating Committee.

ARTICLE IV. DUTIES OF OFFICERS

1. PRESIDENT.

The President shall have the power and duties usual to the office and be the chief executive officer of the Association. The President shall, when present, preside at all Meetings of the Association and have charge of all arrangements pertaining thereto.

2. VICE PRESIDENT.

It shall be the duty of the Vice President in case of absence or disability of the President to perform all of the duties of the President's office, and in case of a vacancy in the office of President, to fill such a vacancy until the next Annual Meeting.

3. SECRETARY.

- A. It shall be the duty of the Secretary to keep the records of the Association, which records shall at all times be open to the inspection of the Board.
- B. Following the Annual Meeting and all Board Meetings, the Secretary shall send the minutes of the meeting to each Board member.

4. TREASURER.

- A. Funds of the Association shall be received and disbursed either by the Treasurer, and the Treasurer shall keep books of account which shall at all times be open to the inspection of the Board.

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- B. It shall be the duty of the Treasurer to make a full report of the business of the Association at the annual meeting and, following the close of each fiscal year, send a summary financial statement showing receipts and disbursements to each leaseholder. The Treasurer shall be a member of the Standing Committee on Finance.

ARTICLE V. STANDING COMMITTEES

Within thirty (30) days following the Annual Meeting, the President shall appoint the following committees with the exception of the Nominating Committee. These committees shall include as voting members not more than 5 members of the Board including the chair. The President may appoint additional non-voting, non-board members to a Committee in order to assist with the work of the Committee. In the event the President fails to make such appointment, the former members of the committee shall continue in office until their successors are appointed.

1. **ARCHITECTURAL REVIEW COMMITTEE.** It shall be the duty of the Architectural Review Committee, working in conjunction with the Buildings and Grounds Committee, to review applications from leaseholders requesting permission to make repairs or to do any construction on the outside of their cottages.
2. **AUDIT COMMITTEE.** The Audit committee shall have oversight responsibility of the Association's financial books and records and internal controls, as well as assess the Association's organizational risk management and compliance with applicable laws. The Committee shall not include the President, Vice President or Treasurer.
3. **BUILDINGS AND GROUNDS.** It shall be the duty of the Building and Grounds Committee to maintain and improve as needed the grounds, buildings and other physical property of the Association. This Committee shall work, in conjunction with the Architectural Review Committee where the duties of the two committees overlap, to approve construction and repairs to cottages.
4. **DEVELOPMENT.** It shall be the duty of the Development committee to ensure that the organization's total fundraising program is in concert with the MVCMA strategic direction and needs. This Committee shall be responsible for involving board members and volunteers to carry out the fundraising plan to demonstrate leadership in soliciting private and public funds, and to conduct fundraising activities and events of the MVCMA.
5. **FINANCE.** The Finance Committee shall prepare and present an annual budget showing all anticipated receipts and expenditures for the following year and shall ask for appropriations for the same. This Committee shall have authority to order and contract for improvements and approve all contracts submitted by committees. The Committee will also invest and reinvest the assets of the endowment funds including any future addition made by bequest, gift, transfer or other means. Any sale, transfer, exchange or other disposition of any asset shall be approved in writing by the Treasurer and the President of the Association. The duties of this Committee shall also include approving non-cottage leases before they are granted, and to fix and adjust the

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amounts charged for non-cottage lots leased by the Association. No non-cottage lot lease shall be granted without approval of this Committee. It shall meet annually at the call of the Chairman, and shall report to the Annual Meeting its activities during the year, including the current holdings of the Association.

6. HISTORICAL PRESERVATION AND ARCHIVES. It shall be the duty of the Historical Preservation and Archives Committee to disseminate historical information to interested parties, and to preserve and care for the documents, photographs and artifacts in the MVCMA collections.
7. LONG RANGE PLANNING. It shall be the duty of this committee to review matters of long range importance to the Association, including governance, maintenance of charitable and tax exempt status, sources and disposition of revenues, relationships with leaseholders and such other matters as may be referred to the Board. The committee shall report to, and make recommendations on such matters to, the full Board on a regular basis and also when requested to do so.
8. NOMINATING. The Board shall elect from its members at each Annual Meeting, the three (3) members of the Nominating Committee. The Nominating Committee shall present its slate of candidates for Nominating Committee at least five (5) days prior to the Annual Meeting. Additional candidates may be nominated from the floor if they have expressed in writing, prior to the date of the Annual Meeting, a willingness to serve if elected. Except as noted herein, a member is deemed elected to the Nominating Committee if they receive a majority vote of the Board. No member shall serve more than two consecutive years on the Nominating Committee unless the Nominating Committee presents a specific rationale for an individual to serve an additional year AND that member must be elected by a 75% majority vote of the Board. In no case shall an individual serve more than four consecutive years on the Nominating Committee.

Election shall be by ballot, unless the Secretary, by unanimous vote of those present, is instructed to cast a ballot for the entire slate presented by the Nominating Committee. It shall be the duty of the Nominating Committee, to set the process for selecting nominees for the Board of Directors, the Officers and the Nominating Committee consistent with the requirements of the Bylaws and present at the Annual Meeting the names of persons to be nominated for election to the Board for a term of three years, the names of persons to be nominated to fill the unexpired terms on the Board, and the names of Board members nominated to serve as President, Vice President, Secretary, Treasurer, and on the three-member Nominating Committee for the ensuing year.

9. PERSONNEL. It shall be the duty of the Personnel Committee to oversee all aspects of the Association's employment policies. Such policies include the definition of jobs, compensation and other terms of employment for full-time, part-time and seasonal employees. The committee will oversee the General Manager's proper execution of such policies in the management of all employees and will prepare a personnel expense budget to be included in the annual budget presented by the Finance Committee. The Committee is responsible for the selection and terms

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of employment of the General Manager, subject in all respects to the approval of the Board of Directors.

10. PROGRAM. A Committee on Secular Programs shall plan and provide for all social and educational activities of the Association and prepare a budget for the same to be included in the Annual budget presented by the Finance Committee.
11. RESIDENTIAL LEASE. The Committee on Residential Lease shall approve cottage lot leases before they are granted and fix and adjust the amount for these cottage lots leased by the Association. No cottage lot lease shall be granted without approval of this Committee. No general adjustment which affects the amount charged for all the land leased by the Association shall be made by the Committee. A general adjustment may be made only with the majority vote of the entire Board.
12. SPIRITUAL LIFE. A Committee on Spiritual Life shall plan and provide for all religious activities of the Association and prepare a budget for the same to be included in the Annual budget presented by the Finance Committee.

ARTICLE VI. BUDGET

The Finance Committee shall recommend a budget to be adopted for the following year. This budget shall not exceed the anticipated income for that year unless authorized by the Board.

ARTICLE VII. COUNSEL

The President may engage legal counsel to represent the Association in legal matters and to advise the Board and Officers, and may provide reasonable compensation to such counsel for such representation and advice.

ARTICLE VIII. FISCAL YEAR

The fiscal year of this Association shall begin on January first and shall end on December thirty first of each year.

ARTICLE IX. NOTES AND OBLIGATIONS

Any long term notes or other evidence of indebtedness in excess of \$1,000 (One Thousand Dollars) of the Association shall be valid only when authorized by vote of the Board at the Annual or a Special Meeting and signed by the President and the Treasurer.

ARTICLE X. AMENDMENTS

These Bylaws may be altered or amended by a two-thirds (2/3) vote of those present and voting at any Annual Meeting or any Special Meeting of this Association, notice of the intention to amend having been given at the previous Annual Meeting or any Special Meeting. The notice of intention

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to amend should contain the Article or subsection in its entirety with any changes or additions included therein.

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