



1375 Camp Overton Rd · Rock Island, TN 38581 · (931)686-2093 · www.campovertontn.com

Camp Overton Association

Proposed By-laws

Adopted:



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Preamble

These By-laws are formed and adopted by the Camp Overton Association (the “Association”) to govern and facilitate its operation and to meet the requirements of the civil law with respect to matters including but not limited to the holding of real estate.

Article I Name

The legal name of the Camp Overton Association (the “Association”) shall be Camp Overton, Inc. (the “Corporation”), which is affiliated with Church of God Ministries, Inc and whose general offices are located at P.O. Box 2420, Anderson, Indiana 46018 and with Tennessee Ministries of the Church of God, Inc. whose state office is located at PO Box 1464 Murfreesboro, TN 37133.

Article II Purpose

This Association shall be affiliated with, and its primary purpose shall be to provide camping facilities supporting, The Tennessee Ministries of the Church of God, Inc., Murfreesboro, Tennessee (the “Tennessee Assembly”) and its affiliated congregations.

The Association shall maintain doctrinal unity with the Church of God Ministries, Inc. with general offices in Anderson, Indiana (“The Church of God”) and or with Tennessee Ministries of the Church of God, Inc.



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Article III Association Voting Membership

The Association shall be composed of the following members:

- 1) The senior pastor of each Church of God congregation being licensed and ordained in the Church of God and in good standing with the Tennessee Assembly.
 - a) In the event an association congregation is without a pastor, the Chairman of the church governing board shall have the vote.
- 2) One registered delegate per one hundred congregation members, or fraction thereof, designated by each registered Church of God congregation:
 - a) In the Middle and West district of the Tennessee Assembly, or
 - b) Registered as affiliated with Camp Overton for congregational camping.
 - c) Registration of a Member Congregation's congregational camping affiliation shall be filed with the Association Secretary and shall remain in effect unless and until rescinded in the same manner.
 - d) Registration of a Member Congregation's authorized delegate(s) shall be filed annually with the Association Secretary prior to the start of the association meeting. Delegates shall remain in effect until the end of the Associations fiscal year unless and until the congregation withdraws or changes the delegate(s) in the same manner.
 - e) A Member Congregation's congregation membership, for the purposes of determining allowable number of delegates, shall be based upon The Church of God's most recently published semiannual yearbook.
- 3) The State Pastor, or other designated representative of the Tennessee Assembly.
- 4) The President, or other designated representative of the Men's Fellowship affiliated with the Tennessee Assembly.
- 5) The President, or other designated representative of the Christian Women's Connection.
- 6) The President of the Middle and West District of, or other designated youth representative of the Tennessee Assembly if they so designate.
- 7) Each member of the Board of Directors of the Association.



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Article IV Association Meetings

SECTION 1 - Meetings

- The Association shall meet annually at the beginning of the Association's fiscal year.
- A special business meeting may be called for by the Chairperson or upon the written request, to the Association Secretary, of ten or more Members.

SECTION 2 - Notices

- The annual meeting date, time and location shall be announced in advance annually via the official calendar of the Tennessee Assembly.
- A special business meeting and/or changes in a previously announced meeting date, time or location requires a notice to each Member of record — at least two weeks in advance of the meeting date — of the date, time and announced business of the meeting. A special business meeting shall only address the issues stated in its advance notice.

SECTION 3 – Quorum

Two thirds of Members present at the previous association meeting for which proper announcement has been made shall constitute a quorum.

SECTION 4 - Elections

Elections shall be by ballot of the Members present at the meeting.

SECTION 5 - Order of Business

The order of business at annual meetings of the Association shall be:

- 1) Prayer
- 2) Establish a quorum
- 3) Minutes of previous meeting
- 4) Reports
- 5) Unfinished business
- 6) Motions from the floor and new business
- 7) Elections

"Roberts Rules of Order" shall govern procedures for all meetings.



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Article V Association Officers

The following shall constitute officers of the Association and the Corporation.

- A. A Chairperson, who — accountable to the Association — shall carry out all official functions of and give overall guidance to the camp and its Board of Directors. The Chairperson shall be the official representative of the Association to the Tennessee Assembly, shall be the official representative of the Association at any and all functions where the camp is to have an official representative in attendance, and shall serve as legal agent of the Corporation or an assigned designee.
- B. A Vice-Chairperson, who shall serve in place of the Chairperson whenever the Chairperson is unable to attend or carry out the responsibilities as assigned.
- C. A Secretary, who shall keep an orderly record of the Association's, and the Board of Directors' business meetings. The Secretary shall carefully preserve these records, which shall remain the property of the Association.
- D. A Treasurer who shall keep accurate records of all Association finances. The Treasurer shall:
 1. Receive and deposit all funds of the Association in the bank(s) as instructed by the Board of Directors. Each bank account of the Association shall be in the name of the Corporation.
 2. Keep all records current, timely pay bills, and timely submit all tax and other legally required filings.
 3. Make regular reports to the Board of Directors and the Association of assets, receipts and disbursements.
 4. Carefully preserve the financial records, which shall remain property of the Association.
 5. Make the financial records available for review by any Association Member within 30 days of such Member's written request.



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Article VI Association Officers

SECTION 1 — Board of Directors Membership

The Board of Directors (the "Board") of the Association shall be comprised of:

- 1) 12 members elected by the Association from among its Members or from among the membership of Member Congregations,
- 2) The Treasurer of the Association as an ex officio member, and
- 3) The following additional ex officio members, if their organizations so designate:
 - a) The President, or other designated representative, of the Christian Women's Connection affiliated with the Middle and West District of the Tennessee Assembly.
 - b) The Youth Coordinator of the Middle and West District of— or other designated youth leadership representative of— the Tennessee Assembly.

The camp caretaker(s), property owners, or other full-time paid camp staff shall be ineligible to serve as an officer or Board member.

A majority of the Board members, excluding any vacant positions, present shall constitute a meeting quorum.

SECTION 2 - Term of Office

The term of each elected Board member shall be for two (2) years, on staggered terms commencing and ending with the Association's fiscal year.

Section 3 - Officers

- 1) The following shall constitute officers of the Board of Directors:
 - a) The Board shall annually from among its members select a Chairperson, Vice-Chairperson and Secretary. Each such officer shall also hold the respective officer title, and have the related duties, for the Association and Corporation.
 - b) The Board shall appoint from among Association Members or from among the membership of Member Congregations — a Treasurer, who shall also hold the same officer title and related duties for the Association and Corporation.
- 2) Officer terms shall commence and end with the Association's fiscal year.



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SECTION 4 — Responsibilities and Authority

- 1) Accountable to the Association, the Board shall establish policies, procedures, and meeting schedules as needed to conduct the business of the camp and its Association.
- 2) The Board shall:
 - a) Regularly report camp and/or Association business and activities to the Association.
 - b) Develop a proposed budget each year for the Association's adoption during the annual business meeting.
 - c) Select nominees from among Association Members or from among the membership of Member Congregations, and prepare the ballot for the Association's annual business meeting.
 - d) Appoint, from Association Members or from among the membership of Member Congregations, individuals to complete the remaining term of any elected or appointed position that is vacated.
 - e) Hire/dismiss and oversee paid staff as necessary within the constraints of the approved budget.
 - f) As appropriate for Tennessee Assembly affiliated camp meetings, camps, retreats and meetings, arrange for lodging and meeting facilities, food services, speakers/leaders, and/or programs and ministries.
 - g) Oversee the maintenance of camp facilities, the optimal operation of camp resources, and the responsible conduct of camp business.
 - h) Be responsible for executing legal transactions related to any matter by law of trustees of the Corporation.
 - i) As approved in advance by the Association, act for the Association in:
 - i) The borrowing of money
 - ii) The sale, exchange, or lease of any real property
 - j) Within the constraints of the approved budget — or as otherwise approved in advance by the Association — act for the Association in purchasing any real property or major equipment or in entering any major contract.
 - k) Supervise authorized improvements, development, or expansions of the camp facilities
 - l) Be responsible for:
 - i) Conditional deeding of the Camp's real property in favor of the Tennessee Assembly.



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- ii) The camp's proper acceptance and disposition of designated funds
 - iii) Periodic reviews of the financial books as deemed necessary
- 3) The Board may:
- a) Determine the need for and establish committees or study groups, appoint or remove the members thereof, monitor the effectiveness thereof, and end when deemed appropriate,
 - b) Authorize expenditures of unrestricted Association funds beyond budgeted amounts or outside the budget providing the total amount of non-budget expenditures in any fiscal year does not exceed 25,000.00.
- 4) Board members have the responsibility to attend board meetings. Any board member who misses three of the four meetings of the association year may be subject to removal.

Article VII Amendments

SECTION 1 - Amendments

These Bylaws may be altered, amended or replaced by a two-thirds (2/3) majority vote of the Members present and voting at any duly called:

- 1) Annual business meeting of the Association, provided that the effective date of no amendments may be the same day they were presented.
- 2) Special meeting of the Association, provided that the proposed amendments are provided to each Member of record at least two weeks in advance of the meeting date.

SECTION 2 - Suspension of Rules

The Bylaws of the Association may be suspended by a two-thirds (2/3) majority vote of its Members who attended the previous association meeting.