

**BY-LAWS**  
**NEW ENGLAND CAMPING ASSOCIATION, INC, INC.**  
**Proposed to Adopted by the Membership**  
**March 24 27, 200710**

**ARTICLE II. MISSION**

The American Camp Association, New England ~~is enriching~~ enriches the lives of children and families through quality camp experiences.

**Section 3.2. VOTING PRIVILEGES OF MEMBERS**

Each ~~member~~ is entitled to one vote with respect to the election of officers, Board of Directors, ~~nominating board stewardship~~ committee, amendments to the by-laws and other matters as may be submitted for vote by the Board of Directors.

**Section 4.6 MEETINGS**

Meetings may be held by simultaneous communications, such as a conference call. Any and all officers may participate in any annual or special meetings ~~by, or by, or~~ through the use of ecommunication by which all officers participating may simultaneously communicate with each other during the meeting. An officer participating by this means shall be deemed to be present at the meetings.

**Section 4.8. PROXIES**

Members may vote either in person, or by written proxy executed by the member or by his/her duly authorized agent, attorney in fact. No proxy shall be valid after the final adjournment of the intended meeting.

**Section 5.2. COMPOSITION**

The Board of Directors shall be comprised of members as follows:

1. All officers of the association
2. Nine Members-at-Large elected by the membership
3. Three members appointed by the President
4. Three members appointed by the Board of Directors
- ~~5. Board Stewardship Chair (may serve as the 6<sup>th</sup> member or by appt?)~~
- ~~65.~~ Executive Director, ex-officio, without voting privileges

**Section 5.3. NUMBER, TENURE**

Elected ~~M~~members at -Large of the Board shall be elected to serve for a term of three years. At each Association Annual Election, three ~~M~~members at-Large shall be elected to serve for a term of three years. No elected Member at-Large shall be eligible to serve more than two consecutive terms or six consecutive years. Members appointed by the President or Board of Directors shall serve for a term not to exceed three years and are eligible for re-appointment. Directors who serve a full three-year term as

~~at large Director, can succeed themselves for a term not greater than three consecutive years followed by a one year absence prior to additional terms. (do we want a yr off?)~~

#### Section 5.5. SPECIAL MEETINGS

~~Special meetings of the Board may be called by the President or Executive Committee~~The President or Executive Committee may call special meetings of the Board. Business at such meetings shall be limited to the purpose or purposes for which the meeting was called.

#### Section 6.1. NUMBER and TITLES

The officers of the association shall consist of a President, a President Elect for one ~~year~~preceding year preceding the end of the President's term, a Past President for ~~nine months~~nine months following the end of their term as President, one to three Vice Presidents, Secretary, and Treasurer. The Board of Directors may elect or appoint such other ~~officers~~officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

#### Section 6.2. ELECTION and TERM OF OFFICE

Officers of the association shall be elected by mail or electronic ballots of the membership and shall assume office at the Annual Meeting. The President, Vice Presidents<sup>2</sup>, Secretary and Treasurer shall each serve a three-year term and hold office until their successors shall be duly elected and qualified. The President Elect shall serve a one-~~year term~~year term. The Vice Presidents' terms shall be staggered.

#### Section 6.4. REMOVAL OF OFFICERS

The Board of Directors in its discretion by a two-thirds vote of all members, currently serving, ~~may~~may remove any ~~officer~~ from office with or without cause.

#### Section 6.5. VACANCIES

~~The Board of Directors may fill~~ A any vacancy, in ~~any office~~any office, ~~may be filled by the Board of Directors~~ for the unexpired portion of the term.

#### Section 6.6. DUTIES

A. PRESIDENT - The President shall be the chief corporate officer, and shall preside at all meetings of the Board of Directors, Executive Committee and the members. In general, the President shall perform all duties incident to the office of President, and such other duties ~~as may~~as may be prescribed by the Board of Directors.

B. PRESIDENT ELECT - The President Elect shall be elected by the membership in the year preceding the end of the President's term, and shall serve a term of one ~~year~~year. The President Elect shall automatically succeed to the office of the President upon the expiration of the term of President.

C. PAST PRESIDENT - Upon the expiration of his or her term, the President shall automatically assume the office of Past President for ~~nine months~~nine months. The Past President shall serve as a voting member of the Board and Executive Committee.

#### Section 7.1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the ~~officers~~officers of the section, and such other Directors as the Board determines. ~~The Executive Director shall be an Ex-officio member of the Executive Committee without vote.~~ The Executive Committee shall act in place and stead of the Board of Directors between meetings of the Board on all matters ~~relating to~~relating to the business of the association.~~section.~~ The Executive Committee shall also be responsible for strategic and long range planning.

#### Section 7.2. BOARD STEWARDSHIP COMMITTEE

The ~~purpose of the~~ Board Stewardship Committee shall ensure effective board processes, structure and roles. ~~be to develop and cultivate current and future members of the board, keep record of the terms of all Directors and Officers and to determine procedures for elections.~~ They shall be responsible for board recruitment, orientation, assessment and continuing education of the Board. ~~Additionally,~~ the Board Stewardship Committee ~~shall will~~ nominate candidates for ~~the Board~~the Board of Directors, Officers, ~~members~~Members at ~~L~~large, national ACA leadership positions and ~~national and~~national and regional awards, and other positions as directed by the Board of Directors.

The Board Stewardship ~~Committee shall~~Committee shall consist of six members: three elected by mail or electronic ballots of the membership and three members from the board of directors. ~~Chairperson is considered one of the three Board members.~~ One member ~~shall will~~ be elected each year from the membership, to serve a term of three years. ~~Each year the board will appoint three Board members to the committee for a one year term.~~ No elected member of this committee may be nominated for election as a director or officer during his or her term on the Board Stewardship Committee. No elected member of this committee may serve more than one consecutive three-year term. Each year the board shall appoint three Board members to the committee for a one year term. The committee chairperson shall be a member of the Board of Directors. Vacancies shall be filled by Presidential appointment with the approval of the Board of Directors to fill the unexpired term for which they are appointed. Elected terms can be repeated up to three consecutive years followed by a one year absence prior to additional terms. ~~Executive Director, ex-officio, without voting privieges.~~

#### Section 7.3 FINANCE COMMITTEE

The Finance Committee shall oversee the preparation of the annual budget and the performance of the association in meeting its budgeted revenues and expenses. This committee shall also manage association investments and ensure adequate financial controls. The Audit Subcommittee shall support the annual audit. The Treasurer shall serve as chair of the Finance Committee but may not chair the Audit Subcommittee.

Section 7.43. ~~STANDING~~ COMMITTEES

The Board of Directors shall establish and determine the functions of such standing board committees, as it deems necessary, to assist the Board in carrying out its functions. The President, with the advice and approval of the Board of Directors, shall appoint from the membership board, the chairpersons for each standing board committee.

Operational committees shall be determined and established by the Executive Director in order to carry out the mission and objectives of the organization, as determined by the Board of Directors.