

**BY-LAWS  
NEW ENGLAND CAMPING ASSOCIATION, INC.  
Proposed to the Membership  
March 27, 2010**

**ARTICLE I. NAME and OFFICE**

Section 1.1: NAME

The name of the association shall be the New England Camping Association, Inc. This association will also be known as The American Camp Association, New England.

Section 1.2: OFFICE

The corporation shall continuously maintain in the Commonwealth of Massachusetts a registered agent. The address of the resident agent may be changed from time to time by the Board of Directors.

**ARTICLE II. MISSION**

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

**ARTICLE III. MEMBERSHIP**

Section 3.1. ELIGIBILITY

Membership shall be open to all persons without regard to age, race, color, religion, gender, sexual orientation, marital status, national origin, ancestry or physical disability who are members of the American Camp Association, who choose to be affiliated with The American Camp Association, New England, and who are willing to abide by the articles of incorporation, by-laws and ethical statements of the Association.

Section 3.2. VOTING PRIVILEGES OF MEMBERS

Each member is entitled to one vote with respect to the election of Officers, Board of Directors, Board Stewardship Committee, amendments to the by-laws and other matters as may be submitted for vote by the Board of Directors.

**ARTICLE IV. MEETINGS**

Section 4.1. ANNUAL MEETING

There shall be an Annual Meeting held at such place; on such dates; and at such times as the Board of Directors shall designate, for the purpose of transacting such business as may come before the meeting.

Section 4.2. TIME and PLACE

The Board of Directors shall set the time and place of all meetings.

### Section 4.3. SPECIAL MEETINGS

Special meetings of members may be called by the President, a majority of the Board of Directors or not less than one-tenth of the members. Business at such special meetings shall be limited to the purpose or purposes for which the meeting was called.

### Section 4.4. MEETING NOTICE

Notice of special meetings shall be given to all members and shall state the purpose or purposes for which the meeting is called, at least 10 days in advance, in writing and/or by electronic means of communication.

### Section 4.5. ACTION BY BALLOT

Any action that may be taken at an annual, regular or special meeting of the members may be taken without a meeting, if the association delivers a written or electronic ballot to every member entitled to vote on the matter. The ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot is valid only when the number of votes cast by ballot equals, or exceeds, the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

### 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 through the use of communication 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 4.7. QUORUM

A quorum at any meeting of the members shall consist of five percent of the voting members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

### 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. No proxy shall be valid after the final adjournment of the intended meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

### Section 5.1. DUTIES

Duties of the board of directors:

- A. To govern the association
- B. To formulate and approve rules and policies for operation
- C. To have general supervision of all income and expense
- D. to recruit, hire, evaluate and supervise the executive director

## 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. Executive Director, ex-officio, without voting privileges

## Section 5.3. NUMBER, TENURE

Elected Members at -Large of the Board shall be elected to serve for a term of three years. At each Association Annual Election, three 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.

## Section 5.4. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least three times a year at such times and places as the Board may prescribe. Notice of all regular meetings shall state the purpose or purposes for which the meeting is called, and shall be given to the Directors not less than ten days before the meeting is held.

## Section 5.5. SPECIAL MEETINGS

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 5.6. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## Section 5.7. VACANCIES

Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the Board of Directors. A Director elected to fill a vacancy, shall be elected for the unexpired term of his or her predecessor in office.

## Section 5.8. COMPENSATION

The Directors shall serve without compensation for their services, but by resolution of the Board of Directors, expenses incurred for the benefit of the association may be reimbursed by the association. No expense may be reimbursed unless a written request for reimbursement, accompanied by receipts, is presented.

#### Section 5.9. REMOVAL OF A DIRECTOR

The Board of Directors, at its discretion, by a two-thirds vote of all the members of the Board of Directors, may remove any Board Member from their seat with or without cause.

#### Section 5.10. ACTION WITHOUT MEETING

Any action required or permitted by the Board, may be taken without a meeting, if a majority of directors of the Board, individually or collectively, consent in writing or by telephone, verified in writing, to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. At the next board meeting, the directors shall ratify the action.

### **ARTICLE VI. OFFICERS**

#### Section 6.1. NUMBER and TITLES

The officers of the association shall consist of a President, a President Elect for one year preceding the end of the President's term, a Past President for 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, 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, 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. The Vice Presidents' terms shall be staggered.

#### Section 6.3. QUALIFICATIONS

Any member shall be eligible for election to any elected office.

#### Section 6.4. REMOVAL OF OFFICERS

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

#### Section 6.5. VACANCIES

The Board of Directors may fill any vacancy, in any office, 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 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. 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. The Past President shall serve as a voting member of the Board and Executive Committee.

D. VICE PRESIDENTS - The Vice Presidents shall assist the President in the exercise of the President's duties and in the absence of the President, shall perform the duties of the President. The Vice Presidents shall perform such other duties as may be assigned by the President or Board of Directors.

E. TREASURER - The Treasurer shall see that a full and accurate account is kept of all receipts, expenditures and accounts and that sound fiscal controls are in operation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, and such other duties, as may be assigned to him or her by the President or the Board of Directors.

F. SECRETARY - The Secretary shall record minutes of meetings of the Board of Directors, Executive Committee and of the membership. In general, the Secretary shall perform all the duties incident to the office of the Secretary, and such other duties, as may be assigned to him or her by the President or the Board of Directors.

## **ARTICLE VII. COMMITTEES**

### **Section 7.1. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers and such other Directors as the Board determines. The Executive Committee shall act in place and stead of the Board of Directors between meetings of the Board on all matters relating to the business of the association. The Executive Committee shall also be responsible for strategic and long range planning.

### **Section 7.2. BOARD STEWARDSHIP COMMITTEE**

The Board Stewardship Committee shall ensure effective board processes, structure and roles. They shall be responsible for board recruitment, orientation, assessment and continuing education of the Board. The Board Stewardship Committee shall nominate candidates for the Board of Directors, Officers, Members at-Large, national ACA leadership positions and national and regional awards, and other positions as directed by the Board of Directors.

The Board Stewardship Committee shall consist of six members: three elected by mail or electronic ballots of the membership and three members from the board of directors. One member shall be elected each year from the membership, to serve a term of three years. 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.

### 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 7.4. COMMITTEES

The Board of Directors shall establish and determine the functions of such 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 board, the chairpersons for each 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.

## **ARTICLE VIII. EXECUTIVE DIRECTOR**

The Executive Director shall be the chief executive whose authority and terms and conditions of employment shall be specified by the Board of Directors. He or she shall manage and direct all activities as prescribed by the Board of Directors, and shall be responsible thereto. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and all other committees established by the Board of Directors.

## **ARTICLE IX. CORPORATE RECORDS and REPORTS**

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall also keep a record of its members, giving the names and addresses of members entitled to vote.

## **ARTICLE X. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June each year.

## **ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS, GIFTS**

### Section 11.1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, of the corporation to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the corporation, and such authority may be either general, or confined to specific instances.

### Section 11.2. CHECKS, DRAFTS, etc.

All checks, drafts or other orders for the payment of money notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers,

agent or agents of the corporation and in such manner as shall, from time to time, be authorized by resolution of the Board of Directors.

#### Section 11.3. DEPOSITS

All funds received by the corporation and funds held or administered by the corporation shall be deposited to the credit of the corporation, under conditions and in financial institutions designated by the Board of Directors.

#### Section 11.4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

### **ARTICLE XII. PARLIAMENTARY PROCEDURE**

All meetings and proceedings shall be governed according to rules of order as approved and from time to time amended by the Board of Directors.

### **ARTICLE XIII. AMENDMENTS**

These by-laws may be amended by a two-thirds vote of members present and voting at any regular meeting or special meeting called for this purpose, if written notice is given at least 30 days prior to such meeting.

### **ARTICLE XIV. EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these by-laws, no member, director, officer, employee or representative of the association, shall take any action or carry on any activity, by or on behalf of the association, not permitted to be taken or carried on by an organization exempt from Federal Income Tax under Section 501(3) of the Internal Revenue Code of 1986.

### **ARTICLE XV. DISSOLUTION**

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors.