

**From:** Mt Gretna Campmeeting Association <office@mtgretnacampmeeting.org>  
**Sent:** Wednesday, May 8, 2024 5:18 PM  
**To:** office@mtgretnacampmeeting.org  
**Subject:** Legal Counsel Response



# Camp Connect

A Communication of the Mt. Gretna Campmeeting

May 8, 2024

Dear Mount Gretna Campmeeting Association Members:

Please allow me to address several issues raised by a Campmeeting resident and their consultant, Attorney Merkle, in their recent correspondence to you.

I wish to assure the MGCA Members that several of the assertions are entirely inaccurate. First, the Board of Managers is NOT proposing an amendment that allows Board members to hold office indefinitely. The current Bylaws, in Article VI, Section 4, set forth the number, qualification, and term of Managers. Section 4.c. states that Managers are elected or appointed for a three (3) year term, except where filling an unexpired term. While Section 4.d. indicates that Managers may be elected to successive terms, they still must be elected at the end of each three-year term. Section 4.e. sets forth staggered terms of office for the Board Members. The proposed Bylaw amendments change NONE of those provisions. The plain language of the Bylaws, both as they exist and as stated in the proposed amendments, clearly set forth a three (3) year term for Managers.

In addition, there are no proposed Bylaw Amendments that make the Nominating Committee the "sole decision maker on new candidates for the Board of Managers." To the contrary, Article VI, Section 5 states that the Board Members will be elected by the Voting Members of the MGCA. The Nominating Committee will notify Voting Members of the opening of nominations for election to the Board of Managers by July 15 of each year. Any Voting Member who wishes to serve on the Board must indicate their desire by September 1 of each year. Although the Bylaws state that all nominations are given to each Nominating Committee member, there is no indication that the Nominating Committee chooses the candidates. The effect of the proposed amendments is that every Voting Member who indicates a desire to serve on the Board of Managers by September 1 will be included on the written ballot. This ensures 1) that any Voting Member who wishes to serve on the Board will have the opportunity to be elected, and 2) that there will not be any last-minute nominees

whose names cannot be included on the ballot. In addition, the Bylaw amendments propose removing the current Bylaw provision in Article VII, Section 11 that states: "The Nominating Committee shall meet and put in nomination a slate of candidates who are members of the Association." Lest there be any confusion as to the intent of the amendments, the following language will be added to Article VI, Section 5.b.: "The name of every Voting Member who has indicated a desire to serve on the Board of Managers will be included on the ballot."

The proposed Bylaw amendments would effectuate a one vote per cottage system, regardless of ownership. The current Bylaws allow one (1) vote for each home, with joint owners of a home being entitled to one (1) vote for that household. This would not change. The result of the proposed amendment is that an owner of two (2) or more homes in the Campmeeting will be entitled to one (1) vote per home, instead of only one (1) total vote regardless of the number of properties owned. This is consistent with the way assessments are handled — if a cottage owner owns multiple cottages, the owner must pay an assessment for each one. The Board of Managers is proposing that if an owner is required to pay an assessment for each cottage, the owner should also get a vote for each cottage. The Bylaw amendments also specify that long-term renters are Members of the MGCA, although they are not Voting Members. The proposed amendments do not confer any voting rights upon long-term renters.

A concern was raised that the language of the proposed Bylaw amendment relating to voting members is unclear as to whether the voting right can be transferred from one designated owner to another in the case of the designee's death or incapacity, or inability to attend a meeting. It is not the intention of the amendment to create obstacles to changing the designated voting member. To clarify this, Article V, Section 1.a. will be amended to include the following language: "The Voting Member designation can be changed by the owner at any time by contacting the MCGA Office."

While the proposed Bylaw Amendments include certain revisions that legal counsel in Pennsylvania have advised are necessary to ensure compliance with the laws governing Pennsylvania Nonprofit Corporations, not every amendment proposed by the MGCA Board of Managers falls into this category. However, Pennsylvania law is clear that certain bylaw provisions can only be amended if adopted by the members of the nonprofit corporation. Sometime in the past, the Bylaws were amended to state that the Bylaws could be amended by the Board of Managers by a two-thirds (2/3) vote of the Board of Managers. The Board of Managers wishes to correct this by amending Article XIV to clarify that certain bylaws can only be amended by a vote of the MCGA members. The proposed amendments to Article XIV restore these rights to the MCGA members.

It has been suggested that a Bylaw revision committee is necessary because any member should be able to submit amendments for the good of the MCGA. This is already the case. Any member can submit proposed amendments to the Board of Managers. While the Board may choose not to move forward with every proposed amendment, there is nothing in the amended Bylaws that prevents or prohibits MCGA members from submitting proposed Bylaw amendments.

The Board of Managers is the equivalent of a Board of Directors. A Board of Directors of a nonprofit corporation is authorized by Pennsylvania law to exercise the powers afforded to it, and it is obligated to manage the business and affairs of the nonprofit corporation. The Board does not have rights that other Members do not have; however, it does have increased responsibilities with regard to carrying out the functions of the corporation. When the MCGA membership votes for the Board, it votes for individuals who will be tasked with conducting and overseeing the business of the organization, thus conferring specific duties upon those Members.

The Board of Managers, working in a volunteer capacity, has been dedicated in reviewing the existing Bylaws, discussing revisions considered necessary or appropriate to the Campmeeting Association, and consulting with legal counsel to present proposed amendments to the Bylaws. The Board is committed to ensuring that the intent of the proposed Bylaw amendments is clear to the MGCA members and wishes to answer questions members may have about the amendments. It is my hope that the members of the MGCA find the information in this letter helpful in terms of correcting misinformation and clarifying the language of certain proposed amendments.

Very truly yours,

AMY B. LEONARD

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The amendments suggested by our legal counsel to further clarify some points in the Bylaws are listed below (changes underlined), and these changes are reflected in the most recent 2nd reading Charter & Bylaws draft posted to the MGCA website.

Article V: Section 1a.

Voting Members - All cottage owners will be asked to designate one owner to serve as a "Voting Member" to represent that cottage for voting purposes at Membership Meetings and who can run for the Board of Managers. Designation will be done according to established policy. Each cottage may only have one Voting Member, no matter the number of deeded owners or the legal designation of a deeded owner. The Voting Member designation can be changed by the owner at any time by contacting the MGCA Office. In the case of a challenge to an individual's qualification as a Voting Member made by a Member, the deeded owner(s) of the subject cottage shall provide a notarized writing as to legal ownership of that cottage.

Article VI: Section 5b.

The Nominating Committee shall notify Voting Members of the opening of nominations for election to the Board of Managers by July 15. A Voting Member must reply in writing by September 1 to the Campmeeting Office indicating his or her desire to serve on the Board of Managers. Copies of the replies will be made and given to each Nominating Committee member; the original shall be kept on file at the Campmeeting Office. Every

Voting Member who has indicated his or her desire to serve on the Board of Managers will be included on the mail-in ballot.

May 8, 2024 Letter to MGCA Membership from MGCA Legal Counsel

MGCA Web Page: Proposed Changes to By-Laws, Rules, and Policies

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