

- b. Each Officer shall be a Manager on the Board of Managers.
- c. Officers of this Association for the coming year shall be elected by the Board of Managers at the January meeting.
- d. Officers may be elected or appointed to any number of successive terms.
- e. Officers shall take office following their election at the January meeting and shall hold their offices for a term of one (1) year or (unless the officer is removed or the office is eliminated in accordance with these By-Laws) until their successor shall be elected.
- f. Officers shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board.

Section 24. Vacancies of Officers.

If the office of any Officer becomes vacant for any reason, the Board of Managers may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 25. Duties of President.

- a. The President shall be the Chief Executive Officer of the Association and shall have the general powers and duties of supervision and management usually vested in the office of President.
- b. Without limitation of the foregoing, the President shall preside at all meetings of the membership and/or the Board of Managers; shall make a report at the Annual Meeting of the Association; shall have general and active management of the affairs of the Association; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association; shall execute documents on behalf of the Association, including (but not limited to) contracts, deeds, bonds and mortgages; shall be ex-officio a member of committees; ~~and~~ shall sign all contracts made by the Association; and serve as chief point of contact with the Association's legal counsel.

Section 26. Duties of Vice President.

- a. The Vice President shall have such powers and perform such duties as the Board of Managers may prescribe or as the President may delegate.
- b. In the absence or incapacity of the President, the Vice President shall have and exercise all power and authority of the President and shall perform all duties of the President.

- b. The Treasurer shall have charge of all funds of the Association and shall disburse the same under authorization (1) by budget or (2) by order of the President or Board of Managers.
- c. The Treasurer shall make a detailed annual written report at the Annual Meeting of the Board of Managers and more often if required by the Board or requested by the President.
- d. The Treasurer shall preside at all meetings of the membership and/or the Board of Managers when the President, Vice President and Secretary are not present.

Section 29. Compensation of Officers.

Officers of the Association shall receive no compensation for their services as Officers, although they may receive reimbursement for reasonable out-of-pocket expenses incurred in conducting the business of the Association. Such expenses shall be submitted on vouchers and approved by the Board of Managers before payment by the Treasurer

Section 30. Indemnification of Officers.

The Officers or agents of the Association shall be indemnified by the Association to the fullest extent possible under the laws of the Commonwealth of Pennsylvania as stated in 18 herein.

Section 31. Resignation of Officers.

Any Officer or agent may resign at any time from his or her office upon written notice to the Board of Managers. The resignation shall be effective upon its receipt by the Association or at a later time as may be specified in the notice of resignation.

Section 32. Removal of Officers.

Any Officer or agent of the Association may be removed by the Board of Managers whenever, in the Board’s judgment, the best interests of the Association will be served thereby.

Article VII: Committees of the Board

Section 1. Use of Committees.

The Board of Managers may establish one or more committees consisting of one or more Managers of the Association. Committees may also consist of other members of the Association who are not Managers of the Association. The Board has the discretion to open committee membership to non-MGCA members—as defined in Article V, Section 1 of the By-Laws—who hold expertise or interest experience in specific committee work with the following exceptions in the following committees: non-MGCA committee membership will not be permitted for the Executive, Finance, Nominating, Property Ownership Committees, and the Election Board

Buildings & Grounds, Communications, Community Activities & Recreation, Grants & Funding, Library, and Tree Health & Maintenance. Non-MGCA members on a committee are volunteers. They: (a) may not chair the committee; (b) may not participate in committee votes; (c) may not serve as a public spokesperson of the committee; and (d) may not participate in any decisions on the expenditure of budgeted or designated committee funds; (e) must be a resident of the Campmeeting or a resident/property owner of the municipal boundaries of the area colloquially known as Mt. Gretna; (f) cannot make decisions in any vendor or contractor selections. Non-MGCA members can; (a) offer experience-based opinions and advice in meetings; (b) recommend other professionals or organizations where the committee can seek advice. These volunteers may be found through a general solicitation in the newsletter and website, and through recommendations of Board members. Volunteers should have professional or volunteer experience that they can demonstrate to support their committee involvement. Committee meetings are open to members of the association at the discretion of the committee chair. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (a) the filling of vacancies on the Board; (b) the adoption, amendment or repeal of By-Laws; (c) the amendment or repeal of any resolution of the Board; (d) action on matters committed by the By-Laws or by resolution of the Board to another committee of the Board; € the incurring of expenses beyond the authorization of the Board either via the budget or special vote.

The Mt. Gretna Tabernacle Association, although a separately chartered 501(c) 3 organization with its own operational By-Laws, functions as a Committee of the Board with the following responsibilities:

- a. Sponsorship, funding and conduct of an annual festival (“Bible Festival”) for the study and dissemination of the Word of God as expressed in the Bible, including, without limitation, the following:
 1. Conduct of services of worship,
 2. Study of the Bible and matters related to the Christian lifestyle,
 3. Seminars, concerts and performances which support and enhance the purposes of the Bible Festival.
- b. The raising of investments and the expenditure of funds to be held in an account or accounts to be known as the “Mt. Gretna Tabernacle Fund” which shall be used to defray the expenses of major capital improvements to the Mt. Gretna Tabernacle building for use exclusively for charitable, religious and

educational activities, and each of the foregoing activities shall be conducted in a manner which comports with the religious tenets of the United Methodist Church. The Association may also undertake any other activities authorized for a nonprofit corporation under the Nonprofit Corporation Law.

- c. A majority of the Board of Trustees shall be appointed from the Campmeeting Association Board of Managers.

Section 2. Board of Trustees, Mt. Gretna Tabernacle Association.

The Board of Trustees of the Mt. Gretna Tabernacle Association shall act as a committee of the Board of Managers. They shall be responsible for the conduct of the annual Bible Festival and related activities and may conduct such other religious activities within the Campmeeting as may be appropriate.

- a) A majority of the Board of Trustees shall be appointed from the Board of Managers.
- b) Trustees shall be appointed each year by an affirmative vote of the majority of the Board of Managers at their September meeting.
- c) The Board of Trustees shall, in November of each year, elect a President, Vice President, Secretary and Treasurer.
- d) A member of the Board of Trustees shall be appointed to serve as a member of the Board of managers, as set out in their Charter, Section 7.

The annual report of the President of the Board of Trustees, including a financial report, shall be transmitted promptly to the Board of Managers following the close of the fiscal year (January 1).

Section 3. Standing Committees.

Standing committees will include Archive, Buildings & Grounds, Communications, Community Activities & Recreation, Election Board, Finance, Grants & Funding, Library, Nominating, Policy & Procedure, Property Ownership, and Tree Health & Maintenance.

~~Finance, Buildings and Grounds, Community Activities, Communications, Recreation, Property Ownership, Nominating, and the Election Board.~~ The President, with the concurrence of the Board of Managers, may appoint additional committees for special projects.

Section 4. Archive Committee.

The Archive Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least one (1) member or Manager of the Association as deemed appropriate by the committee chairperson.

Section 125. Audit Committee.

The Audit Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of at least one Manager and three (3) members of the Association who are not Managers.

The Audit Committee shall have the power to examine all of the acts of the officers and Board of Managers for the previous year as recorded on the books, records and minutes of the Association and shall recommend to the Board of Managers that all such acts should be ratified, approved and adopted and shall make its annual report in writing of said audit of the accounts of the Association. Such committee shall be unnecessary if the books and accounts are checked and/or audited by an independent Certified Public Accountant

Section 6. Buildings and Grounds Committee

The Buildings and Grounds Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least two (2) Managers plus additional members/non-members from the community as deemed appropriate by the committee chairperson.

The Buildings and Grounds Committee shall superintend the improvements and expenditures for the Campmeeting buildings, roads, walks and walkways; the cleaning, lighting, and maintenance of the grove; the operation, maintenance and extension of the water plant and sewage system; and the removal of garbage and rubbish. For the proper execution of their duties, on the recommendation of the Building and Grounds Committee, the Board of Managers shall employ a Superintendent and assign such duties as may seem proper and may appoint such additional persons for other duties as they may deem necessary.

Section 87. Communications Committee.

The Communications Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least two (2) Managers plus additional members/non-members from the community ~~of the Association~~ as deemed appropriate by the committee chairperson.

Section 78. Community Activities & Recreation Committee

The Community Activities Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least two (2) Managers plus additional members/non-members ~~of from the Association~~ community as deemed appropriate by the committee chairperson.

The Community Activities & Recreation Committee shall organize the Association's events for its members, the community and the public.

Section 139. Election Board.

The Election Board, by the authority of the Board and with the approval of the Board of Managers, shall consist of a Manager (who shall act as a judge) and two (2) members of the Association (who shall act as inspectors). No person who is a candidate for office shall act as a judge or inspector.

In case any person appointed as judge or inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Managers in advance of the convening of the Annual Meeting or at the Annual Meeting by the presiding officer thereof.

The Election Board shall determine the number of members of record and the voting power of each, the members present, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.

The Election Board shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. The decision or acts of the majority of the Election Board shall be effective in all respects as the decision, act or certificate of all of the Election Board.

On request of the presiding officer of the Annual Meeting, or of any member, the Election Board shall make a report in writing of any challenge or question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 4.10 Executive Committee.

The Executive Committee consists of the President, Vice President, Secretary and Treasurer.

Section 511. Finance Committee.

The Finance Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the Executive Committee plus one (1) additional Manager.

The Finance Committee shall prepare a budget for the upcoming year and shall from time to time submit supplements to the budget for the current year.

Section 12. Grants & Funding Committee.

The Grants & Funding Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least one (1) Manager plus additional members/non-members ~~of~~ from the Association community as deemed appropriate by the committee chairperson.

Section 13. Library Committee.

The Library Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least one (1) member of the Association plus additional members/non-members from the community as deemed appropriate by the committee chairperson.

Section 1114. Nominating Committee.

The Nominating Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least three (3) Managers and members of the Association as deemed appropriate by the committee chairperson. No person who is a candidate for office should be permitted to serve on the Nominating Committee.

The Nominating Committee shall meet and put in nomination a slate of candidates who are members of the Association. The Nominating Committee shall notify members of the opening of the nomination prior to the election.

Section 15. Policy & Procedure Committee.

The Policy & Procedure Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least one (1) Manager plus members of the Association as deemed appropriate by the committee chairperson.

Section 916. Property Ownership Committee.

The Property Ownership Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least two (2) Managers plus members of the Association as deemed appropriate by the committee chairperson.

~~**Section 10. Recreation Committee.**~~

~~The Recreation Committee, by the authority of the board and with the approval of the Board of Managers, shall consist of at least two (2) Managers plus members of the Association as deemed appropriate by the committee chairperson.~~

Section 17. Tree Health & Maintenance Committee.

The Tree Health & Maintenance Committee, by the authority of the Board and with the approval of the Board of Managers, shall consist of the committee chairperson and at least one (1) Manager plus additional members/non-members of from the Association community as deemed appropriate by the committee chairperson.

Section 1418. Other Committees.

Subject to Section 1 of this Article, the Board of Managers, may create and appoint additional committees for special or additional projects.

Section 1519. Appointment to Committees.

Tentative committee appointments shall be made by the Board of Managers at its November meeting. The final vote for committee members will be taken in January.

Committee Chairs. The chair of each committee will provide for the rules and procedures for each committee. However, if the chairperson does not fix rules and procedures for any committee, then the President may do so.

Resignation of Committee Members. Any member of any committee may resign at any time from his or her appointment upon written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a later time as may be specified in the notice of resignation

Article VIII: Books & Records

The Association shall keep an original or duplicate record of the proceedings of the Board of Managers either at its Registered Office or at its principal place of business and the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association. The Association shall also keep appropriate, complete and accurate books or records of account.

Article IX: Annual Reports

Section 1. Reports by Officers.

The President shall present a report on the Association to the Board at the Annual Meeting of the Board of Managers. The Secretary and Treasurer shall also present annual reports to the Board.

Section 2. Report by Treasurer.

The Treasurer, shall report to the Board, in writing, an audit of the books and accounts of the Association performed by an independent Certified Public Accountant or Audit Committee.

Section 3. Filing of Reports.

The Board of Managers shall accept the annual reports and officially may ratify, approve and adopt all of the acts of the Officers and Managers as the same are recorded on the books, records and minutes of the Association. The reports shall be filed with the minutes of the meeting of the Board at which presented and shall include separate data with respect to each trust fund held by or for the Association.

Section 3. Renters or Occupants.

Owners of property shall be held responsible for the maintenance and enforcement of all rules and regulations of the Association on the part of the occupant of the same.

Section 4. Orientation of Ownership

All new owners of property shall be interviewed by a committee of the Board of Managers, and all transfers of lots shall be recorded in the Association’s records by the Secretary of the Board of Managers.

Article XIII: Amendment of By-Laws

These By-Laws may be amended by the Board of Managers, after ~~two~~ readings at two regular business meetings with opportunity for public comment after each reading, and a vote at the 3rd meeting requiring, by a two-thirds (2/3) vote of the Board of Managers. A 2/3 vote by the Board of Managers is required for approval of the amendment.

Amended by the Board of Managers, ~~August 2013~~December 2022.

~~Bruce Gettle~~Pat Wilmsen, President

~~Nancy Rogers~~Tammy Travitz, Secretary