

## BYLAWS OF THE CONGREGATIONAL SUMMER ASSEMBLY

(Including amendments passed at the **2019** Annual Meeting.)

### SECTION I. MEMBERSHIP

**A. Membership.** There shall be two types of membership known as “Members” and “Associate Members,” which classifications shall be subject to the following regulations:

**1. Members.** Members are all adult individuals who are beneficial owners of or who are named as owners on the deed or legal instrument pursuant to which title is held on property of the Congregational Summer Assembly. Eligibility to purchase privilege tickets shall be determined pursuant to guidelines established by the Board of Trustees.

**2. Associate Members.** Individuals, as hereinafter defined, not owning real property on the Assembly grounds, shall be designated as Associate Members, subject to the provisions of the following three paragraphs and to the voting limitations set forth in Section I Article C. below.

**A.** All Associate Members elected prior to January 1 2007 shall continue as Associate Members as long as they remain in good standing.

**B.** Effective January 1, 2007, all other adult individuals who, upon application have been determined by the Membership Committee to have held a Congregational Summer Assembly privilege ticket for a minimum of any ten years shall be granted Associate Membership. Eligibility to purchase privilege tickets shall be determined pursuant to guidelines established by the Board of Trustees.

**C.** Associate Membership shall be automatically terminated when the individual in question acquires ownership of real property on the Assembly grounds.

### **B. Voting Rights of Members**

1. Members shall be entitled to one, and not more than one, vote for each lot-parcel at all Assembly meetings on matters pertaining to the following sub-clauses (A., B., and C). A two-thirds (2/3) majority of the lot-parcel votes cast is required to approve an amendment or motion.

A. Proposed bylaw amendments modifying the bylaws dealing with voting rights, or

B. Motions which under Section III the Trustees are required to submit for approval to the Assembly membership, ie. any action which would:

i) cause a major change to the natural appearance of the Assembly, or

ii) involve a major change in the uses or availability for sale of Assembly property, or a major purchase of additional Assembly property, or

iii) authorize any basic change in the character of the program of the Assembly.

C. Motions interpreting or defining the scope of limitations provided in this Article.

2. On all issues other than provided in Article B, Paragraph 1, all Members shall be entitled individually to one, and no more than one, vote.
3. Members shall be permitted proxies for items 1 and 2 above.

### **C. Voting Rights of Associate Members**

1. Each Associate Member in good standing shall be entitled to one and not more than one vote on all issues except those specifically reserved for Members as provided in Article B, Paragraph 1.
2. Associate Members shall not be permitted to designate proxies.

### **D. Definitions**

1. An adult is defined as a person who is at least eighteen (18) years old.
2. Real property, for purpose of determining CSA membership qualification, is herein defined as a full platted lot or lot parcel on the Congregational Summer Assembly grounds as established and registered in Benzie County in 1908. Subdivisions of platted lots are excluded from the definition of real property, and ownership of subdivided plat parcels does not constitute qualification for CSA membership unless such subdivision contained a separate, additional habitable dwelling prior to January 1, 1988.
3. "In good standing" is defined as being up to date with payment of Associate Member fees.

## **SECTION II. MEETINGS**

**A. Annual Meeting.** The Annual Meeting of the Assembly shall be held in the month of July or August at such time and place as may be designated by the Board of Trustees. The call for the meeting shall be mailed to the membership not less than 21 days before such meeting. It shall contain specific mention of any unusual items of business expected to come before the meeting. If any amendments to the bylaws are being proposed for consideration, the call for the meeting shall describe the nature and purpose of such amendment in accordance with Section IX, Article C. Provision shall be made for Members unable to attend to file a proxy with the Secretary at least twenty-four (24) hours prior to the meeting. No more than seven (7) proxies shall be held by one person.

**B. Special Meeting.** Special meetings may be called by the Board of Trustees, or by the Executive Committee, to consider specific topics mentioned in the call of the meeting. This shall be mailed to the members not less than 21 days before such meeting. All other provisions relating to the Annual Meeting as set out in the preceding paragraph shall apply equally to special meetings.

**C. Quorum.** Forty (40) Members in attendance shall constitute a quorum for either type of meeting. Proxies shall not count in determining whether a quorum is present.

## **SECTION III. BOARD OF TRUSTEES**

**A. Powers and Duties.** The business affairs of the Assembly shall be managed by its Board of

Trustees, subject only to such limitations as may be prescribed by the membership. Any action which would:

1. Cause a substantial change in the natural appearance of the Assembly (or)
2. Involve a substantial change in uses or availability for sale of Assembly property, or a major purchase of additional Assembly property,\* or
3. Authorize any basic change in the character of the program of the Assembly;

shall be submitted for approval by a vote of the members of the Assembly at the Annual Meeting or at a special meeting, except in the case of emergency making it impractical to do so. At any annual or special meeting to which such matters are submitted all interested members shall be given opportunity to present their views.

\*With the exception of the areas dedicated to public use of Assembly members on the Plat of the Congregational Summer Assembly, as amended, reformed, and corrected by Decree of the Circuit Court of Benzie County, State of Michigan, dated March 31, 1927, recorded on February 2, 1937. Said decree limits changes to such dedicated areas including any roads, courts, beach, etc., through the requirement in the decree that consent in writing must be obtained from all "whose property is in any manner affected by said proposed building, improvement, or encroachment."

**B. Number, Election and Term of Office.** The Board of Trustees shall consist of fifteen persons elected by the members at the annual meeting and other ex officio members with full voting rights as designated in the Bylaws. The term of office of each elected member of the Board of Trustees in effect at the time of adoption of these Bylaws shall not be affected by the provisions hereof. The President of the Women's Association or a duly designated representative of the Women's Association, the Secretary, the Treasurer, and the immediate Past President of the Assembly for the one year following his/her service as President, shall serve as ex officio members of the Board with full voting rights. The Managing Director shall attend all meetings and act in an advisory capacity to the Board and the Executive Committee.

**C. Eligibility.** All persons elected to the Board of Trustees shall be Members or Associate Members in good standing of the Assembly, and shall have demonstrated their willingness to participate in and contribute to the Christian fellowship of the Assembly. Not less than three-fifths of the Trustees shall consist of Members, a spouse of a Member, or an adult child of a Member at the time of their annual election to the Board of Trustees. After an elected Trustee has served for a term of three years he/she shall not be eligible to be reelected or reappointed until one year has elapsed.

**D. Vacancies.** Vacancies in the Board of Trustees shall be filled by the Executive Committee, and each person so elected shall be a Trustee until the next annual meeting.

**E. Meetings.** The first meeting of the Board of Trustees each year shall be held immediately after the annual meeting, and announcement thereof shall be made during the annual meeting. All other meetings may be called by or at the request of the President, or at the request of any five Trustees upon a week's notice, or less in the event of an emergency.

**F. Quorum.** Ten Trustees, whether elected or ex officio, shall constitute a quorum. Proxies of

both elected and ex officio Trustees shall be counted in determining whether a quorum exists. In the event that a quorum is not present, any action may nevertheless be made effective if ratified by a majority of the Board of Trustees.

**G. Manner of Acting.** The act of the majority of the members of the Board of Trustees (present at a meeting at which a quorum is present, or the later ratification by mail vote by a majority of the Board of Trustees of action taken by a meeting of the Board at which a quorum is not present) shall be the act of the Board of Trustees.

## **SECTION IV. OFFICERS AND COMMITTEES**

**A. Officers.** The officers of the Assembly shall be a President, Vice President, Secretary and Treasurer.

**B. Qualifications.** The President and Vice President must be elected members of the Board of Trustees, provided, however, that in the event the Trustees should elect a President to serve a second term and his term as a member of the Board of Trustees has expired, then in such event the term of the President as a Trustee shall be extended for one year so that he shall continue as a Trustee during his second term as President. The extension of the term of a President as a Trustee shall not affect the number of Trustees to be elected each year. The President and Vice President shall serve without salary. The other officers may be compensated for their services at the discretion of the Board of Trustees.

**C. Election and Term of Office.** The officers shall be elected by the Board of Trustees at its first meeting, if possible, otherwise as soon as possible thereafter. Elections of officers by the Board of Trustees shall be by secret, written ballot in those cases in which the number of nominees exceeds the number of vacancies to be filled. Each term of office shall be for one year, or until a successor is elected and qualified.

**D. Vacancies.** In the event that the office of President becomes vacant, the Vice President shall be and become the President for the unexpired portion of the term. A vacancy in any other office, including a temporary inability to serve, shall be filled by appointment by the President, with the subsequent approval of the Executive Committee.

**E. Duties of Officers.** *The President* shall preside, when present, at all meetings of the Assembly, the Trustees, and the Executive Committee. He/she shall appoint all committees, including the Executive Committee, as soon as convenient after the organization of the Board of Trustees, and subject to the review of the Trustees, but he/she may not serve as a member of the Nominating Committee. He/she shall advise the Managing Director on policies requiring action between meetings of the Board and of the Executive Committee, and discharge other such duties as may be assigned by the Trustees or the Executive Committee.

*The Vice President* shall perform the duties of the President whenever he/she is unable to act, and shall succeed to his/her office in the event of his/her death or resignation.

*The Secretary* shall keep the minutes of all meetings of the Assembly and of the Trustees, shall be responsible for the custody of all current records of the Assembly up to two years after which the originals shall be deposited with the Archivist, and shall also discharge such other

duties as may be assigned from time to time. The Secretary shall issue the call for the Annual Meeting by mail to the membership, not less than 21 days before such meeting, and include in the call specific mention of any unusual items of business or proposed amendments to the bylaws expected to come before the meeting. The Secretary shall summarize the major features of each Annual Meeting and any special meetings of the Assembly members in the Assembly News mailed in the Spring of the following year.

*The Treasurer* shall be responsible for the receipt, custody, and payments of all monies of the Assembly. He/she may delegate any portion of such responsibilities, with the approval of the Trustees, to the Managing Director, or other agent. He/she and they shall be bonded in such sum as may be decided upon by the Board of Trustees.

**F. Executive Committee.** The Executive Committee shall consist of seven elected members of the Board of Trustees, including the President and Vice President. The Executive Committee shall also include the Treasurer and the Secretary as ex-officio, non-voting members. Not fewer than four elected members of the Executive Committee shall consist of Members, a spouse of a Member, or an adult child of a Member. The principal function of the Executive Committee shall be to act for the Board of Trustees between meetings of the Board of Trustees. It shall not incur any financial obligation in excess of \$1,000 without express authority from the Board of Trustees. Four elected members shall constitute a quorum of the Executive Committee.

**G. Archivist.** The Archivist shall be appointed by the President, and shall be responsible for the archives of the Assembly. He/she shall choose such assistants he/she deems necessary for this work, notifying the President of his/her choices. Further, he/she shall be responsible for displays from time to time of appropriate historical materials that are of general interest.

**H. Other Committees.** Other Committees shall be created from time to time by the President with the approval of the Board of Trustees.

## **SECTION V. EMPLOYEES**

**A. Managing Director.** The Board of Trustees may, in its discretion, employ a Managing Director, and may fix the duties, powers and compensation of such Managing Director.

**B. Other Employees.** The Board of Trustees may also employ, or authorize the Managing Director to employ, other employees as in its judgement are necessary to carry out the programs of the Assembly, and may fix or authorize the Managing Director to fix the duties, powers, and compensation of such employees.

**C. The Managing Director and other paid employees of the Assembly** shall not be voting members of the Board of Trustees.

## **SECTION VI. SALE OF LOTS**

**A. General Authority.** Subject to the procedures & criteria set forth below, the Board of Trustees shall have authority to sell lots owned by the Assembly to applicants whom it believes qualified.

**B. Policy Guidelines.** In granting applications for the purchase of such lots the Board of

Trustees shall be guided by the following policies:

1. Any application for the purchase of a lot shall be rejected if there is reason to believe that the acquisition is sought for commercial purposes.
2. No application shall be approved unless the applicant is deemed to be willing and able to participate in and contribute to the Christian fellowship of the Assembly.
3. Contiguous lot owners shall be notified in advance of any sale and given preference for a limited period in the purchase of lots unless the sale to a contiguous owner would result in the concentrated ownership of an undue number of lots on which no building is intended and on which desirable building is feasible.

**C. Terms of Sale.** All sales of land by the Assembly shall be for cash.

**D. Limitations on Use of and Construction on Lots.** The Trustees may impose such further limitations on the sale of lots and the subsequent use of and construction on such lots as in the Board's judgment are consistent with the best interest of the Assembly.

## **SECTION VII. C.S.A. PRESERVATION FUND**

**A. Creation of Fund.** A CSA preservation Fund is created to receive gifts, bequests, and any other monies which may from time to time be presented to the Congregational Summer Assembly or be designated by the Trustees or the Assembly to be transferred to the fund.

**B. Purposes.** The Fund has two purposes.

1. The primary purpose is to provide financial support to the Assembly for capital improvements such as:

- a. repair and/or maintenance of capital assets
- b. replacement of capital assets, and
- c. new undertakings or significant modifications to an existing asset.

2. The secondary purpose is to provide financial support for the programs of the Assembly.

**C. Fund Committee.** The Trustees shall appoint a Fund Committee composed of the Treasurer and at least two other members of the Assembly, one of whom shall be designated Chairperson, to manage, invest, or reinvest the assets of the fund. The Committee is charged with the responsibility of establishing an investment policy that is consistent with the purposes of the Fund described above in Article B. The investment policy will be approved by the Trustees and the investment results and policy will be reviewed annually by the Trustees. The Fund Committee shall report regularly to the Trustees and at least annually to the Assembly.

**D. Distributions.** Distribution of up to twenty percent (20%) of the Fund balance in one fiscal year may be made for the purposes described in Article B upon approval by the Trustees and subject to the limitations in Section III, Article A. The Fund balance at the end of the previous fiscal year will be the basis for determining the twenty percent (20%) limit. Distributions greater

than twenty percent (20%) in one fiscal year require approval of the membership at an annual or special meeting.

## **SECTION VIII. INDEMNIFICATION**

Every officer, trustee, employee or agent of the Assembly shall be indemnified by the Assembly to the fullest extent authorized by the applicable laws of Michigan against all expenses and liabilities, including amounts paid in settlement and counsel fees, actually and reasonably incurred by him or her in connection with any action or suit of any kind, or threatened action or

suit of any kind to which he or she may be made a party, or which he or she may become involved by reason of his or her having been an officer, trustee, employee or agent if he or she acted in good faith and in a manner the said person reasonably believed to be in or not opposed to the best interests of the Assembly or its members. Nevertheless this indemnification shall not be available if the officer, trustee, employee or agent is adjudged liable by a court of competent jurisdiction for gross negligence or intentional misconduct in the performance of a duty to the Assembly.

The foregoing right of indemnity shall be in addition to and not exclusive of all other rights to which such officer, trustee, employee or agent may be entitled.

The Assembly shall purchase and maintain such insurance against such liability of officers, trustees, employees or agents as the Trustees shall determine.

## **SECTION IX. AMENDMENTS**

**A. General.** Amendments can be made by a vote at any annual or special meeting. A two-thirds (2/3) majority of the votes cast is required for an amendment to pass.

**B. Notice.** Proposed amendments to be considered at a meeting must be filed in writing with the Secretary or Managing Director of the Assembly at least ninety (90) days prior to the notification required in Section II, Articles A and B.

**C. Amendments.** Whenever amendments are proposed for enactment at an Annual or special meeting of the membership, the call for such meeting shall explicitly include the specific wording of the amendment, the person(s) or group(s) sponsoring it, and the purpose they hope to accomplish by its enactment.

**D. Amendments to Amendments.** Amendments may be made to proposed amendments at the meeting at which such amendments are being properly considered, provided that such proposed amendments shall be limited to the same subject matter as the amendment and to the same section or subsection of the bylaws.

## **SECTION X. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the CSA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the CSA may adopt.