

## **BY-LAWS**

### **Ossining Camp Meeting Association**

#### **Article 1**

#### **Definitions**

**Section 1.** The following definitions contained in this Article 1 shall have the meanings hereinafter set forth throughout these By-Laws.

- a) “Annual Rent” shall mean the yearly rent due and payable by owner (defined in this Section) to the Corporation for the Residential Plot (defined in this section) as determined by the Board of Trustees.
- b) “Assessment” shall mean a charge to be levied upon all owners of Residential Buildings (defined in this section) as determined by the Corporation for the purpose of making various improvements, repairs and other changes to the Property (defined in this section).
- c) “Common grounds” shall mean that portion of the Property (defined in this section) that is not devoted to the exclusive use of a Residential building (defined in this section).
- d) “Corporation” shall mean the Ossining Camp Meeting Association.
- e) “Owner” shall mean all of the owners of each Residential Building (defined in this Section), regardless of the form of ownership in which title to such Residential Building is held.
- f) “Property” shall mean the land and improvements consisting of 7.088 acres, owned by the Corporation at Campwoods Grounds, Village of Ossining, Country of Westchester, and State of New York.
- g) “Residential Plot” shall mean that portion of the Property assigned for the exclusive use of a Residential Building.

- h) “Residential Building” shall mean the free standing structures located on the property, for occupancy as living quarters by owners.
- i) “Taxes” shall mean all real estate taxes and school taxes assessed, levied or imposed upon the property and all assessments, or other governmental charges, general, specific, assessed, levied or imposed upon the property.

## **Article 2**

### **Board of Trustees**

**Section 1.** The Board of Trustees of the Corporation shall be elected at the annual meeting of said Board of Trustees. The affairs of the Corporation shall be under the supervision, direction and control of the Board of Trustees to consist of nine (9) trustees. At the annual meeting, the members of the Board of Trustees shall be elected by the Owners, in accordance with the requirements of Article 3 of these By-Laws. The trustees shall be elected by a plurality of all the votes lawfully cast at such election. The Board of Trustees shall consist of nine (9) Trustees elected to serve for a term of three years each. Elections shall be held annually such that, beginning in 2009, there shall be three Trustees on the Board with two (2) years of their three year term remaining, three trustees on the Board with one (1) year of their three year term remaining, and three (3) newly elected Trustees with three years remaining.

The members of the Board of Trustees shall hold office until their respective successors shall have been elected by the Owners or until such Trustee ceases to qualify under these By-laws. In the event that there are more than three Trustee positions to be filled at an annual meeting by reason of vacancy, expiration of such Trustee’s term or otherwise, the terms for three years shall go to the individuals receiving the highest number of votes, the terms for two years shall go to the individuals receiving the next highest number of votes and the term

for one year shall go to the individual receiving the next highest number of votes.

**Section 2.** If the office of any Trustee becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Trustees, though less than a quorum, at a special meeting of Trustees duly called for this purpose or at any regular meeting of Trustees, shall choose a successor, who shall hold office until replaced at the next annual meeting, or if elected at such annual meeting, until the expiration of such term.

**Section 3.** The business of the Corporation shall be managed by the Board of Trustees, which may exercise all such powers and do all such lawful acts and things as are not by these By-Laws directed or required to be exercised or done by the Owners personally. These powers shall specifically include but shall not be limited to the following items:

- 1) To operate, care for and maintain the Property and Common Grounds and to make repairs, additions, improvements, alterations and restorations of and to the Property and Common Grounds.
- 2) To determine and levy Assessments, Annual Rent, Taxes, sewerage, water and/or general maintenance charges,
- 3) To collect, use and expend the Assessments, Annual Rent, Taxes, sewerage, water and/or general maintenance charges and other revenue collected to maintain, care for and preserve the Property and Common Grounds.
- 4) The authority to fix by resolution and to collect before any new lease, or any amendment thereto, reasonable fees to cover the Corporation's expenses and attorney's fees in connection with such proposed assignment or amendment.

- 5) To open bank accounts on behalf of the Corporation and to designate the signatories to such bank accounts.
- 6) To insure and keep insured the Common Grounds and Property and to maintain insurance for the Board of Trustees.
7. To make rules and regulations and to amend the same from time to time.
8. To employ and terminate the employment of independent contractors and to purchase supplies and equipment, to enter into contracts.
9. To bring and defend actions pertinent to the operation of the Corporation and to levy special assessments to pay for the cost of such litigation.
10. To collect delinquent Assessments, Annual Rent, Taxes, sewerage, water and/or general maintenance charges by suit or otherwise, to abate nuisances and to enjoin or seek damages from the Owners for violations of the rules or rules and regulations herein referred to.
11. To borrow money on behalf of the Corporation when required in connection with the operation, care, upkeep and maintenance of the Common Grounds or Property.
12. To prepare and deliver to each owner within four months of the end of the Corporation's fiscal year, a full and clear statement of the business conditions and affairs of the Corporation.
13. To enter into leases with the Owners for the rental of Residential Plots.
14. To employ and terminate the employment of professional consultants, such as accountant and lawyers, to assist in the running of the Corporation.

15. To accept or reject the sale or transfer of a Residential Building in accordance with the provisions of these By-laws.

16. To maintain fidelity bonds for all Officers and Trustees having authority over the disposition of funds of the Corporation, in amounts fixed from time to time by the Board of Directors, the cost of the funds to be borne by the Corporation.

17. The authority to fix and collect, before permitting the transfer by sale, gift, intestacy or other transfer of any Residential building, transfer fees in connection with such transfers.

**Section 4.** The stated meetings of the Board of Trustees shall be held monthly. The regular meeting in May shall be known as the annual meeting. Written notice of these meetings shall be sent to each Trustee at least seven (7) days in advance of the meeting and in the case of the annual meeting, to all Owners at least three weeks in advance of the meeting.

**Section 5.** Special meetings of the Board of Trustees may be held at the call of the President or when requested, in writing, by at least three (3) Trustees, upon written notice seven days in advance of such meeting, except in the event of an emergency which may be on 24 hours verbal or written notice.

**Section 6.** At any meeting of the Board of Trustees, five (5) Trustees shall constitute a quorum.

**Section 7.** It shall be the province of the Board of Trustees to determine all questions pertaining to the policy and business of the Corporation including all interests related in any way to said Corporation, except as otherwise set forth in these By-Laws.

**Section 8.** Each trustee shall be an Owner. Only one Owner per Residential Building is eligible to be a member of the Board of Trustees. No person shall be elected a Trustee unless such person is a

current resident in Campwoods Grounds and is in sympathy with the objectives of the Corporation, including but not limited to the historical preservation of Campwoods Grounds and maintaining its religious affiliation.

**Section 9.** No Trustee shall at any time be paid or receive funds or any other thing of value of or through the Corporation for any services rendered to the Corporation as a Trustee, or in any other capacity.

**Section 10.** Any trustee dying or who is guilty of conduct deemed incompatible with the objectives and purposes of the Corporation, who is not dedicated to the historical preservation of Campwoods Grounds including its religious affiliation or who moves from Campwoods Grounds during such Trustee's elected term, such Trustee's place may be declared vacant by a two-thirds vote, by ballot, of the remaining Trustees at any stated or special meeting of the Board of Trustees. Conduct deemed incompatible with the objectives and purposes of the Corporation shall include absence by a Trustee from three consecutive meetings without the Board of Trustees having at such regular meeting a satisfactory statement of the reasons for this absence.

**Section 11.** If the office of any Trustee becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or due to any cause, a majority of the remaining Trustees, though less than a quorum, may choose a successor by a two-thirds vote of those Trustees present, by ballot, at the next stated meeting or special meeting. Such successor Trustee shall hold office until replaced at the next annual meeting, or if elected at such annual meeting, until the expiration of such term.

### **Article 3**

#### **Voting, Quorum, Proxies and Waivers of Owners**

**Section 1.** Each owner shall be entitled to cast one vote at the annual meeting for the election of any member to the Board of Trustees and for the proposed amendment, addition, or repeal of the Constitution or these By-Laws in accordance with these By-Laws. Whenever title to a Residential Building is vested in two (2) or more persons, such co-owners shall be entitled to only one vote for their particular Residential Building. Where such ownership consists of more than one person, such owners must designate one individual to cast the vote and such designation must be delivered to the Board of Trustees no later than five (5) days before a meetings at which such vote shall or may be cast. However, in the absence of written notice otherwise from the majority of such other owners of the Residential Building, any one of the owners of a Residential Building may vote that Residential vote, in person or by proxy at any meeting.

**Section 2.** The secretary shall make, at least ten days before each annual meeting or other meeting of Owners at which Owners are entitled to vote in accordance with the provisions of these By-Laws, a complete list of the Owners entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Owner during the whole time of the meeting.

**Section 3.** So many owners as shall represent at least fifty-one (51%) percent of the total authorized votes of all Owners present in person or represented by written proxy shall constitute a quorum at the annual meetings of the Owners for the transaction of business, except as otherwise provided by these By-Laws. If, however, such quorum shall not be present by Owners in person or represented by written proxy at any meeting of the Owners, the Owners entitled to vote

thereat shall have the power to adjourn the meeting from time to time, without notice other than announcements at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

**Section 4.** At any meeting of Owners at which Owners are entitled to vote in accordance with the provisions of these By-Laws, every Owner having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

**Section 5.** All proxies shall be in writing and shall be filed with the Secretary prior to or at the beginning of the meeting at which the proxies are to be used and shall be revocable at any time by written notice to the Secretary by the Owner or Owners giving such proxies. A notation of such proxies shall be made in the minutes of the meeting.

**Section 6.** Whenever the vote of Owners at a meeting is required or permitted by a provision of these By-Laws to be taken, the meeting and vote of Owners may be dispensed with if all Owners who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

**Section 7.** The Secretary and an Owner not currently a member of the Board of Trustees in attendance at the annual meeting shall be appointed inspectors of the election of the Trustees at the annual meeting. The inspectors of the election will tabulate the lawfully cast ballots. The Secretary will record the votes publicly immediately following tabulation of all lawfully cast ballots.

#### **Article 4**

## Officers

**Section 1.** The Board of Trustees, at its annual meeting, shall elect from its own members a President, Secretary, and Treasurer, which shall be for a period of one year. A term limit of five consecutive years shall be imposed for each office. The officers (President, Treasurer, and Secretary) will be elected by the Board of Trustees to serve for a term of one (1) year each. The Vice President shall be selected by the selected by the President to serve for a term of one (1) year.

**Section 2.** The President, and in the President's absence, the Vice President, shall preside at all the meetings of the Board of Trustees and perform such other duties as are required of such officer by virtue of such office. The President shall sign such documents as legally require the signature of the President of the Corporation only after the approval by and with the authority of the Board of Trustees.

**Section 3.** The Vice-President shall perform the duties of the President in the absence or disability of the President, and in the case of the death of the President, until a successor is duly elected. The Vice-President shall perform such other duties as may be assigned to the Vice-President by the President or the Board of Trustees.

**Section 4.** The Secretary shall keep a legible record of minutes of the proceedings of the Board of Trustees. The Secretary shall also be the custodian of all records and papers and to keep same in vault or fire-proof cabinet as may be designated by the Board of Trustees. The secretary shall provide notice of meetings to Owners of the annual meeting and to all Trustees in accordance with the provision of these By-Laws. The Secretary shall sign such documents as legally require the signature of the Secretary of the Corporation only after the approval and with the authority of the Board of Trustees.

**Section 5.** The Treasurer shall oversee all monies received and shall keep accurate record of receipts and disbursements of the Corporation and the Treasurer, or such designee lawfully appointed by the Board of Trustees by resolution, shall deposit such monies received in the bank accounts of the Corporation. The treasurer shall submit to each scheduled meeting of the Board of Trustees a written detailed accounting of receipts and disbursements. At the end of fiscal year, the Treasurer shall prepare an Annual Report; same to include the Assets and Liabilities of the Corporation and to present this report to the Board at the first regular meeting of the new fiscal year. The books of the Treasurer shall be open for inspection by any member of the Board of Trustees. The Treasurer shall be bonded against loss to the Corporation in such amount or amounts as may be fixed from time to time by the Board of Trustees. Any designee lawfully appointed by the Board of Trustees and having authority over the disposition of funds of the Corporation shall be bonded with a fidelity bond. The Treasurer shall sign such documents as legally require the signature of the Treasurer of the Corporation only after approval and with the authority of the Board of Trustees. The Board of Trustees may appoint an assistant to the Treasurer.

**Section 6.** The Board of Trustees may appoint any other officer of the Corporation as they think proper from time to time.

## **Article 5**

### **Standing Committees**

**Section 1.** The President of the Board of Trustees shall, at its first meeting of the new year, appoint the following standing committees:

1. Committee on Business Management
2. Committee on Programs
3. Committee on Buildings and Grounds

The Board of Trustees may create such additional committees as it may determine for the proper prosecution of its work, exercising care that additional committees do not overlap or conflict with the standing committees. Each committee shall be responsible to the Board, and shall report to the Board regularly. The President shall be an ex-officio member of all committees.

Each Committee shall consist of no less than three persons who shall be Trustees. Their purpose and responsibilities include the development, review and presentation of ideas and improvements to the Board of Trustees for the betterment of the grounds and the people who reside thereon.

Each Committee shall meet once per month and whenever necessary, and report their discussions and/or recommendations at the monthly Board of Trustees meetings.

All proposals and/or recommendations should be in written form and should be submitted to the President prior to the Board of Trustee meeting.

**Section 2.** The Committee on Business Management (whose number shall not be less than three (3) Trustees.

The Committee on Business Management shall consider all matters pertaining to accounting, annual budget, audit, care of books and records, finances, insurance, and real estate.

**Section 3.** The Committee on Programs (whose number shall not be less than three (3) Trustees.

The Committee on Programs shall consider all matters pertaining to the devotional services, education, ushers and collectors, entertainments, musical features, recreation, patriotic and anniversary exercises. They shall prepare the season's program, subject to the approval of the Board of Trustees.

**Section 4.** The Committee on Buildings and Grounds (whose number shall not be less than three (3) Trustees.

The Committee on Buildings and Grounds shall consider all matters pertaining to the land and buildings owned by the Corporation. They shall make recommendations pertaining to the care and cleanliness of the Buildings and Grounds including the erection of new buildings and the keeping of all buildings in a state of necessary repair.

## **Article 6**

### **Financial Affairs**

**Section 1.** The accounting records of the Corporation shall be kept on a calendar year basis.

**Section 2.** All officers of the Board of Trustees shall be bonded against loss to the Corporation in such amount or amounts as may be fixed from time to time by the Board of Trustees.

**Section 3.** Officers and Trustees cannot enter into oral or written contracts on behalf of the Corporation without (a) the approval of the Board of Trustees or (b) in accordance with the authority expressly granted to them by resolution of the Board of Trustees. For all approved projects or events, except as set forth below, a minimum of three bids shall be obtained by the Committee proposing such project or event and filed with the Secretary. The Committee shall recommend to the Board of Trustees the preferred bidder. In choosing the bidder, the Committee shall take into account such factors as the price of the bid as compared to the other bids obtained, including the reputation and quality of work performed by the bidder, references, accuracy of response to request for the bid.

Any expenditure of money shall be approved by a majority vote of the Board of Trustees, except as set forth as follows. A committee may

expend up to \$500 for an event or project without the obtainment of three bids and without the Board of Trustees' approval, with an annual limit of \$1,500.00 on such expenditures ("Incidental Expenditures"). All such Incidental Expenditures shall be reported to the Treasurer for payment and the Treasurer shall report all Incidental Expenditures to the Board of Trustees at the meeting immediately following such Incidental Expenditure in the Treasurer's monthly report to the Board.

**Section 4.** All checks, notes, drafts or withdrawals of whatever kind shall require the approval of such officers singly or jointly as may be determined by the Board of Trustees or any designee lawfully appointed by the Board of Trustees.

## **Article 7**

### **Assessments, Taxes and Other Charges**

**Section 1.** The Board of Trustees shall fix Assessments, Annual Rent, Sewerage, water and/or general maintenance charges and other forms of assessments as may be applicable to be paid by Owners. The Board of Trustees shall fix and collect, before permitting the transfer by sale, gift, intestacy or other transfer of any Residential Building, transfer fees in connection with such transfers. Transfer fees shall be paid by the purchaser of the Residential Building at the time of transferring the Residential Building and entering into the ground lease with the Corporation. Such transfers shall be as determined from time to time by the Board of Directors.

**Section 2.** Any charge not paid when due shall become a delinquent charge under an Owner's ground lease and a penalty of 5% shall be imposed for each month until the principal amount of the charge shall be paid to the Corporation.

**Section 3.** The Board of Trustees shall maintain a reserve fund "Reserve Fund" to be used for major capital repairs, major

expenditures, emergencies or as otherwise agreed to by a majority of the Board of Trustees. While there is no assurance as to the amount of funds that may be in the Reserve Fund at any one time, the Board of Trustees may set by resolution a minimum dollar amount that the Board of Trustees shall endeavour to maintain in the Reserve Fund (“the Reserve Amount”). The Board of Trustees may choose to reallocate excess Reserve Funds greater than the Reserve Amount to the Corporation's general fund to be utilized for non-emergency purposes. If the Reserve Fund results in a balance of less than the Reserve Amount, the Board of Trustees shall endeavour to replenish the Reserve Fund so that the funds are equal to the Reserve Amount, which may include reallocating from any unneeded excess funds in the Corporation’s general fund as soon as reasonably practicable.

## **Article 8**

### **Transfer and Rental of Residential Buildings**

**Section 1.** The transfer of ownership of a Residential Building may be made only on application to the Board of Trustees for its approval and consent. The application shall be made on forms published by the Corporation and shall include such pertinent information with respect to the grantee as the corporation shall require for its consideration. At the time of application all Taxes, Annual Rent, Assessments and other charges of the Owner must have been paid in full. A certain sum may be held by the Corporation as a guarantee of payment by any new Owner of all charges due to the Corporation, and returned to the Owner after 6 months if there are no claims or other outstanding charges against the Residential Building. If there are claims or other outstanding charges against the Residential Building, the sum shall be used to pay such charges or claims and the balance of the deposit shall be applied by the Corporation against its legal fees and expenses.

**Section 2.** Owners shall not use or occupy the Residential Building or permit the same or any part thereof to be occupied or used for any

purpose other than as a private dwelling for the Owner and Owner's family. At no time shall the Residential Building be occupied by the family of the Owner unless an Owner is in occupancy and utilizing the Residential Building as such Owner's primary residence. There shall be no rental of a Residential Building.

**Section 3.** For the purpose of promoting the stability and good standing of the Corporation, it is hereby provided, that in the event that any transfer of ownership of any Residential Building is contemplated by any Owner or legal representative thereof, the Corporation shall accept or reject such sale or transfer of a Residential Building. No sale or transfer shall be effective unless the Corporation receives 45 days prior written notice of such proposed sale or transfer, and the price and terms of such sale or transfer from a bona fide purchaser. All applicants must be vouched for as of good moral character and in sympathy with the objectives of this Corporation, and willing to be subject to such Rules and Regulations as may be adopted by the Corporation from time to time.

**Section 4.** Any person automatically acquiring ownership in and to any Residential Building by virtue of death of any prior owner shall not be recognized as such by the Corporation unless and until such person claiming to be such new Owner files a proper application asking for approval of such new Owner by the Corporation and further, that such a person claiming to be such new Owner file with the Corporation all collaborating proof with the Corporation supporting the claim to be such new Owner. If such person claiming to be such new Owner is not approved by the Corporation, then such new Owner will be required to transfer and sell said Residential Building within one year's time after the rejection of such Owner's application.

## **Article 9**

### **Ground Leases**

**Section 1.** Residential Plots may be leased for such period of time as the Board of Trustees may decide but not more than forty-five years, subject to renewal for such a period of time as may be approved by the Board of Trustees.

**Section 2.** No buildings or fences shall be erected upon any residential plots unless a permit for the same shall have been obtained from the Committee on Buildings and Grounds. Plans include front and side elevations and other details as required by the Committee on Buildings and Grounds, shall be submitted to the Committee on Buildings and Grounds for review and approval or denial and if approved, the erection thereof shall at times be under the supervision of Committee on Buildings and Grounds. All required governmental approvals must be obtained by the Owner and proof thereof submitted to the Committee on Buildings and Grounds prior to proceeding with any approved work.

## **Article 10**

### **Rules and Regulations and Fees**

**Section 1.** The Board of Trustees shall prescribe and enforce rules and regulations concerning the affairs of the Corporation, and proscribing conduct and behaviour on the grounds by Owners and their guests and invitees and may change said rules and adopt new ones at any regular meeting. Such rules and regulations and amendments shall be binding upon the Owners when the Board of Trustees has approved them in writing. A copy of such rules and regulations, and all amendments thereto, shall be delivered to each Owner.

**Section 2.** The Board of Trustees shall have the authority before a transfer, rental or granting of a new lease, to fix a reasonable fee to cover actual expenses and attorney's fees of the Corporation, a service fee of the Corporation, a transfer fee and such other conditions as it may determine, in connection with each such transfer, rental or granting of a new lease.

## **Article 11**

### **Order of Business**

1. Devotions
2. Marking of Roll
3. Minutes of Previous Meeting
4. Reports of Officers
5. Reports of Committees
6. Miscellaneous and New Business
7. Adjournment

## **Article 12**

### **Dissolution of Corporation**

If the Ossining Camp Meeting Association ceases to act in its corporate capacity as a religious organization, or if the Board of Trustees for other reasons wishes to dissolve the Corporation, it may petition the Supreme Court of the State of New York to order and decree the dissolution of said Corporation according to the procedure provided by the Religious Corporation Law of the State. Such petition may include a recommendation to the Court for the disposition of leased and unleased property held by the Corporation. Such petition must be signed by at least a majority of a full complement of Trustees. This provision may not be amended unless permitted by the Religious Corporation Law or any amendment thereto.

## **Article 13**

### **Amendments**

**Section 1.** No amendment, addition, or repeal of the Constitution or these By-Laws shall be made except at the annual meeting of the Corporation. Any proposed amendment, addition, or repeal of the Constitution or these By-Laws shall be approved only by the affirmative vote of two-thirds of the Owners lawfully cast votes.

**Section 2.** The By-Laws as amended May 16, 2009 shall go into effect on this date.