

FRYEBURG NEW-CHURCH ASSEMBLY BYLAWS

Amended August 12, 2006

ARTICLE I

Name, Office, Seal and Section Headings

Section 1. **NAME.** The name of this Corporation is **Fryeburg New-Church Assembly**.

Section 2. **OFFICE.** The registered office shall be the place of business of the Clerk except as the Board of Directors may otherwise specify from time to time, in accordance with law. The location and principal office and place of business of this Corporation shall be at 5 Main Street, Rt. 302, Fryeburg, Maine, and the Corporation may have such other offices and places of business both within and without the State of Maine as the Board of Directors may from time to time fix, or as the business of the Corporation may from time to time require.

Section 3. **SEAL.** The seal of this Corporation shall be circular in form with the name of the Corporation, the word "Maine," and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a wafer seal in any form in respect of any particular document of instrument, in which case such wafer seal affixed to such document or instrument shall be the corporate seal of this Corporation thereon for all purposes provided by law.

Section 4. **SECTION HEADINGS.** The headings of Articles and Sections in these Bylaws are for convenience only, and shall not be taken into account in construing these Bylaws.

ARTICLE II

Purposes

Section 1. **PURPOSES.** The purposes for which the Corporation is organized are scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"). In particular, the purposes of the Corporation shall be study and instruction in the doctrines of the Christian Religion as revealed in the Lord's Word and explained in the writings of Emanuel Swedenborg.

The Corporation shall have all of the powers provided by 13-B M.R.S.A. Section 202, and otherwise provided by law, including, without limitation, the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real,

personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or applicable law.

No part of the income of the Corporation shall inure to the benefit of any incorporator, director or officer of the Corporation, or any creator of or any contributor or donor to the Corporation, or any private individual or private interest, or any persons controlled directly or indirectly by such private individuals or private interest (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no incorporator, director or officer of the Corporation, or any creator of or contributor or donor to the Corporation, or any private individual or private interest, or any person controlled directly or indirectly by such private individual or interest shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses of dissolution, be transferred or conveyed to the General Convention of the New Jerusalem in the United States of America provided that such entity qualifies under Section 501(c)(3) of the Code, or if such entity shall not so qualify or is otherwise unable to take the property and assets of the corporation, such property and assets shall be transferred or conveyed only to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar

to the activities of this Corporation and which qualify under Section 501(c)(3) of the Code.

No incorporator, director or officer of the Corporation, or any creator of or any contributor or donor to the Corporation, or any private individual or private interest, or any persons controlled directly or indirectly by such private individual or private interest, shall by virtue of such termination and liquidation ever receive or be entitled to any of the assets of the Corporation.

ARTICLE III

Members

Section 1. **MEMBERSHIP.** The corporation shall have a single class of members. Any person interested in becoming a Member of the Corporation must submit a written and signed application on a form approved by the Board of Directors. An applicant shall become a Member of the Corporation upon an affirmative vote of the Board of Directors. To qualify for Membership, an applicant must be of legal age, must subscribe to the purposes as set forth in Article II and, to maintain membership in good standing, must pay such dues as the Board of Directors may from time to time determine.

Section 1-a. **CONTINUATION OF EXISTING MEMBERSHIPS.**

All members in good standing according to the terms of the previous version of the FNCA on the day these amended bylaws are adopted shall be considered members in good standing as of the date of their most recent membership application was approved by the membership, and shall not be required to submit a new membership application.

Section 2. **CANCELLATION OF MEMBERSHIP.** The Membership of a Member may be canceled by a vote of 3/4 of all remaining Members for cause.

Section 3. **ANNUAL MEETINGS OF MEMBERS.** All meetings of Members shall be held either within or without the State of Maine at such place as may be fixed by the Board of Directors, or in the absence of action by the Board of Directors, as may be fixed by the President. Annual meetings of the Members, commencing with the year 2002 shall be held in the month of August, at which they shall fill, by a plurality vote, any vacant seats on the Board of Directors, and transact such other business as may properly be brought before the meeting. Notice of the annual meeting, stating the place, day and hour of the meeting, shall be mailed or delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member of record entitled to vote at such meeting.

Section 4. **SPECIAL MEETINGS OF MEMBERS.** Special meetings of Members may be held within or without the State of Maine, at such time and place as may be fixed by the Directors and may be called pursuant to statute. Notice of a special meeting, stating the place, day and hour of the meeting and the purpose or purposes for

which it is called, shall be mailed or delivered not less than ten (10) nor more than (50) days before the date of the meeting to each Member of record entitled to vote at such meeting.

Section 5. **QUORUM AND VOTING OF STOCK.** Ten percent (10%) of the existing Members entitled to vote shall constitute a quorum at all meetings of the Members for the transaction of business. If, however, such quorum shall not be present at any meeting of the Members, the Members present in person shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

If a quorum is present, the affirmative vote of a majority of the Members present at the meeting shall be the act of the Corporation unless the vote of a greater number of Members is required by law. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. A Member must be present to vote.

Any action required to be taken at a meeting of the Members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof and are filed with the Clerk of the Corporation as part of the corporate records.

ARTICLE IV Board of Directors

Section 1. **NUMBER, QUALIFICATION AND TERMS.** The Board of Directors of The Corporation shall consist of no less than five (5) nor more than fifteen (15) members. Directors shall be elected by the Members at the Annual Meeting of the Corporation or any special meeting called for that purpose. The Members shall set the number of Directors. The term of each Director shall be for a period of five (5) years, except that the membership may elect one or more Director(s) to terms of less than five years in order to keep the terms of Directors staggered so that an equal proportion of the Board (or as close to equal as is possible in light of the total number of Directors) are elected each year.

Section 2. **REMOVAL.** Directors may be removed from office with or without cause by the Assembly membership at a meeting called at least in part for the purpose of considering removal. Said meeting may be called upon affirmative vote of the members entitled to vote upon the election of the Director or Directors proposed to be removed. Removal may be effected with cause only after reasonable notice to each Director proposed to be removed and the opportunity to be heard by the body proposing removal. A Director may be suspended by a majority of the Board of Directors, for cause, pending action by the membership.

Section 3. **VACANCIES AND RESIGNATION.** Any vacancy in the Board of Directors, including newly created Directorships created by increases in the number of Directors, may be filled by a majority of the remaining Directors present at a meeting called for that purpose. Each replacement Director so appointed shall serve only the remainder of that term. Any Director may resign his office by delivering a written resignation to the President or Clerk.

Section 4. **POWERS.** The Directors shall determine policy regarding the management and control of the property and affairs of the Corporation (but solely in furtherance of the purposes of the Corporation). The Directors are hereby vested with all of the powers and authority of the Corporation itself, so far as not inconsistent with law, the Articles of Incorporation, or these Bylaws.

Section 5. **COMPENSATION OF DIRECTORS.** The Directors of the Corporation shall serve without compensation, except as provided in Article VI, Section 3.

Section 6. **EX OFFICIO MEMBERS.** The Camp Director, if not already a member of the Board of Directors, shall be an ex-officio member of the Board of Directors. Ex-officio members shall be considered Directors for all purposes; provided, however, that ex-officio members shall not be entitled to vote as a Director on any matter.

ARTICLE V

*Meetings of the Board of Directors**Section 1.* **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least annually upon such notice, or without notice, and at such time and place as shall from time to time be fixed by the Board of Directors. Unless otherwise specified by the Board of Directors, no notice of such regular meetings shall be necessary.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the Directors, the Clerk, or the Secretary or any other person or persons authorized by law to call such meetings, upon three (3) days written notice to all Directors, unless notice is waived.

Section 3. **QUORUM AND VOTE REQUIRED.** A majority of the Directors then in office shall constitute a quorum for the transaction of business unless a greater number is required by law or these Bylaws. The act of a majority of the Directors present

and voting at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 4. **ACTION BY CONSENT.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such an action. Such consents shall be filed with the minutes of Board of Directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of the Corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors. Any such action taken by unanimous written consent may, but need not be, set forth in such consents in the form of resolutions or votes.

ARTICLE VI

Officers and Employees

Section 1. **NUMBER.** The officers of the Corporation shall be chosen by the Directors and shall be a President, a Vice President, a Secretary, a Treasurer, an Assistant Treasurer and a Clerk (who shall be a resident of Maine). The President and Treasurer shall be persons who are also Directors. The remaining officers may be persons who are Directors or non-Directors. A person may hold more than one office except that the Camp Director may not hold the office of President, Vice President, Secretary or Treasurer.

Section 2. **WHEN CHOSEN.** The Board of Directors at each annual meeting held following the annual meeting of the Members shall choose all such officers for all offices that shall become vacant at that time.

Section 3. **COMPENSATION OF OFFICERS AND EMPLOYEES.** All officers may be paid for personal services and reimbursed for expenses that are reasonable and necessary to enable the Corporation to carry out its exempt purposes, provided such compensation and reimbursement is not excessive. All officers' salaries and other compensation shall be fixed by the Board of Directors.

Any payment made to an officer or employee of this Corporation by way of salary, commission, bonus, interest, rent, reimbursement of entertainment or other expense incurred by him, or otherwise, which shall be disallowed in whole or part as a deductible expense to this Corporation by the Internal Revenue Service for federal income tax purposes, or which shall cause the Corporation to lose its exempt status under Section 501(c)(3) of the Code, shall be reimbursed by such officer or employee of this Corporation to the full extent necessary. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed. In lieu of payment of the officer or employee, subject to the determination of the Board of Directors, proportionate amounts

may be withheld from the officer's or employee's future compensation payments until the amount owed to the Corporation has been recovered.

Section 4. **DUTIES OF THE PRESIDENT.** The president shall be the chief executive officer of the Corporation, shall preside at all meetings of the of the Assembly and of the Board of Directors and shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect. The President shall execute bonds, mortgages, deeds and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

Section 5. **DUTIES OF THE VICE PRESIDENT.** The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. **DUTIES OF THE SECRETARY.** The duty of the Secretary shall be to keep a record of the proceedings of business meetings, of the attendance at all meetings, and of the general activities of the Assembly, to conduct all necessary correspondence, to keep on file a list of the names and addresses of all those who have made any inquiry concerning the Assembly, and to present a report at the annual meeting.

Section 7. **DUTIES OF THE TREASURER AND ASSISTANT TREASURER.** The Treasurer shall receive and deposit all monies of the Assembly and shall pay out the same as authorized by the Board of Directors or the President, shall keep a complete record of all financial transactions, and shall present a report at the annual meeting. The Assistant Treasurer shall be empowered to perform these duties at the request of the Treasurer, or the Board of Directors.

ARTICLE VII

Committees

Section 1. **STANDING COMMITTEES.** The Corporation shall have the following standing committees with the following purposes:

a. Summer Session Committee. The purpose of the Summer Session Committee shall be to plan and implement the summer session of the corporation. The Summer Session Committee shall be chaired by the Camp Director, who shall be elected by the membership, and the remaining members of the Committee shall be the Religious Program Coordinator, the Registrar, the "Flames" Representative and one Member at large chosen by the Board of Directors to serve one-year terms.

b. *Buildings and Grounds Committee.* The purpose of the Building and Grounds Committee shall be to oversee the physical plant of the corporation's camp property, including maintenance, repairs, seasonal opening and closing of the facility and related matters. The Buildings and Grounds Committee shall have a Chairman and four additional members each chosen by the Directors to serve one-year terms.

c. *Nominating Committee.* The purpose of the Nominating Committee shall be to arrange a slate of Directors, Camp Director and nominating Committee to be recommended to the Members at the annual meeting. The Nominating Committee shall have a Chair and two additional members each elected by the membership to serve for a three year term. Terms shall be set to terminate one member each year over the three year period. The member serving their third year shall be the Chair.

Section 2. SPECIAL COMMITTEES. The Board of Directors may by resolution designate any number of special committees, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the operation and management of the Corporation, except as otherwise limited by law.

Section 3. INFORMAL ACTION BY COMMITTEES. Any action which is required to be taken, or which may be taken, at any committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the committee members. Such consent shall have the same force and effect as a unanimous vote of all the committee members.

ARTICLE VIII

Fiscal Year

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE IX

Execution of Documents

Unless the Board of Directors shall otherwise generally or in any specific instance provide: (a) any bill, note, check or negotiable instrument may be executed or endorsed in the name and on behalf of the Corporation by the President, Treasurer, acting singly, and (b) any other instruments, documents, deeds, bills of sale or other writings of whatever nature shall be executed in the name and on behalf of the Corporation by the President, acting singly, and either officer may seal, acknowledge and deliver the same.

ARTICLE X

Indemnification

Section 1. **GENERAL INDEMNIFICATION.** The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes of 1964, as amended, and laws supplemental thereto or amendatory thereof, indemnify any person who was or is a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him.

Section 2. **SPECIAL INDEMNIFICATION.** Nothing contained in Section 1 of this Article X shall prevent the Corporation by action of disinterested Directors, from indemnifying any person, including without limitation a Director, an officer, an employee or an agent of this Corporation, in any particular case, if in the judgment of the Corporation, such indemnification should be made.

ARTICLE XI Amendments

These Bylaws shall be amended only by a two-thirds vote of the Members at a meeting of the Members called for that reason.