

BYLAWS
OF
THE ALUMNI ASSOCIATION OF CAMP BRATTON GREEN

WHEREAS former campers, counselors, directors, and supporters of Camp Bratton Green desire, with the blessing and approval of the Board of Managers of The Gray Center Camp and Conference Center, to organize an association to provide continuing and organized support for the Camp, as well as the Conference Center, which has so deeply touched all of our lives and to provide for the Camp and Conference Center, in such a way as to touch others and allow for their growth; **NOW THEREFORE**, the undersigned organizers do create by these Bylaws, and the association for such stated purposes.

ARTICLE I. OFFICES AND DESIGNATIONS

- 1.01 *Principal Office.* The principal office of the Association shall be located at 118 North Congress Street; Jackson, MS 39201. The location of the principal office of the Association may be changed from time to time by action of the Board of Directors (hereinafter “Board”).
- 1.02 *Other Offices.* The Association may also have offices and places of business at such other places within or without the State of Mississippi as the Board may determine or the business of the Association may require.
- 1.03 *Designation.* This Association is a nonprofit, unincorporated association.

ARTICLE II. MEMBERS

- 2.01 *Classes of Members.* The members of this Association shall consist of four classes: Members, Supporting Members, Sustaining Members and Honorary Members.
- 2.02 *Members.* Regular Members shall be those members who at some point in time have participated in any capacity at Camp Bratton Green (the “Camp”). Members shall pay no dues or have other obligations and have no voting rights in the Association.
- 2.03 *Supporting Members:* Any Member may become a Supporting Member by making a monetary donation of at least twenty dollars. A Supporting Member who fails to timely pay the membership dues required of Supporting Members shall automatically lose the supporting membership for any succeeding fiscal year of the Association. Supporting Members have voting rights.

- 2.04 *Sustaining Members.* Any Member may become a Sustaining Member by paying all membership dues established from time to time by the Board. A Sustaining Member shall retain his status as a Sustaining Member for so long as they pay the dues established from time to time by the Board and meets such other financial obligations to the Association as shall be established from time to time by the Board. A Sustaining Member who fails to timely pay the membership dues required of Sustaining Members shall automatically lose the sustaining membership for any succeeding fiscal year of the Association. Sustaining Members shall have voting rights. Sustaining Members may also hold positions on the Alumni Association Board.
- 2.05 *Honorary Members.* Any Member or Sustaining Member may become an Honorary Member by a vote of the membership at its regular annual meeting. Honorary Members have no obligation to pay dues but retain their right to vote on Association matters.
- 2.06 *Initiation Fee and Membership Dues.* The membership dues of Sustaining Members shall be set from time to time by the Board and shall be payable at such times as determined by the Board. No dues or initiation fees shall be due from Honorary Members.

ARTICLE III. MEETING OF MEMBERS

- 3.01 *Place of Meetings.* All meetings of the members shall be held at such place or places either within or without Mississippi as may be selected by the Board and designated in a notice of meeting or in a duly executed waiver of notice thereof.
- 3.02 *Annual Meetings.* The annual meeting of the members shall be held at such date in each year as may be fixed by the Board. At such meeting, the members shall elect the Board of the Association and transact such other business as may properly come before the meeting. At the annual meeting the President and Treasurer shall report on the activities and financial condition of the Association.
- 3.03 *Special Meetings.* Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or the Board and shall be called by the President or the Secretary at the written request of not less than one-tenth (1/10th) of all the members of the Association entitled to vote at such meeting, which written request shall state the purpose or purposes of such meeting. Business transacted at all special meetings shall be confined to the purposes stated in the notice of meeting.
- 3.04 *Notice of Meetings.* Notice of every meeting of members stating the place, day and hour of the meeting shall be given to each member of record entitled to vote at such meeting not less than ten (10) days nor more than two (2) months before the date of the meeting is called and the person or persons calling the meeting. Notice may be communicated in person, by electronic mail, telephone, telegraph, teletype, or other forms of wireless communication; or by first class mail or private carrier. If these forms of personal notice

are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Association to the members in effective when mailed electronically or by first class mail post paid and correctly addressed to each member's electronic mail or street address shown in the Association's current record of members.

- 3.05 *Waiver of Notice.* A member may waive notice of any meeting either before or after the meeting in writing via first class mail or electronic mail and signed by the member, which waiver shall be filed with the minutes or other Corporate records. A member may also waive such notice by attendance at or participation in a meeting unless the member at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 3.06 *Fixing Record Date.* For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent or dissent from any proposal without a meeting, or in order to make a determination of members for any other proper purpose, the Board may fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than seventy (70) nor less than ten (10) days before the date of any such meeting, nor more than seventy (70) days prior to any other action. If no record date is fixed, the record date for the determination of members entitled to notice of or to vote at a meeting of members shall be at the close of business on the business day preceding the day on which the meeting is held. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board fixed a new record date for the adjourned meeting. The Board must fix a new record date if the meeting is adjourned to a date more than four (4) months after the date fixed for the original meeting.
- 3.07 *Quorum.* The presence of a quorum shall not be necessary at any meeting for the transaction of business.
- 3.08 *Voting.* Except as otherwise provided by law, the charter, or these Bylaws, all matters other than the election of directors, shall be determined by a majority of the votes cast at a meeting of the Board of Directors. Election of directors shall be determined by a plurality of the votes cast in such election by the members entitled to vote therein. Votes may be cast in person only and during the properly noticed annual meeting.

ARTICLE IV. BOARD OF DIRECTORS

- 4.01 *General Powers.* The business and affairs of the Association shall be managed by its Board, who may delegate such powers as they see fit to the officers of the Association.

- 4.02 *Number, Qualifications, Election, Term of Office.* The number of Directors of this corporation shall be six (6). The number of Directors may be changed by vote of the Members. Directors need not be residents of the State of Mississippi. The Directors of the Association shall be elected at the annual meeting of members. Each Director shall hold office for a term of three (3) years or until his successor shall have been elected, qualified and installed or until his death, resignation or removal, in the manner hereinafter provided, whichever event shall first occur.
- 4.03 *Resignation; Removal.* Any Director may resign at any time by delivering written notice to the Board, to the President or to the Association. Any Director may be removed from office at any time, either with or without cause, by a vote of a majority of the Board of Directors. The meeting notice of any meeting at which the removal of a Director shall be considered must state that the purpose or one of the purposes, of the meeting is removal of directors.
- 4.04 *Vacancies.* Whenever any vacancy shall occur on the Board by death, resignation, removal, an increase in the number of Directors, or any other reason, the same shall be filled without undue delay by a majority vote of the remaining members of the Board. If the Directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs. A Director elected to fill a vacancy shall hold office until his successor shall have been elected, qualified and installed or until his death, resignation or removal.
- 4.05 *Place of Meetings.* The Board may hold meetings at the office of the Association or at such other place or places either within or without the State of Mississippi as the President or the Board may determine.
- 4.06 *Regular Meetings.* All regular meetings of the Board shall be held without any requirement of notice immediately prior to the annual meeting of the members. The Board may provide, by resolution, the time for the holding of additional regular meetings without other notice than such resolution.
- 4.07 *Special Meetings.* Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. Notice of each such meeting shall be given to each Director, at least two (2) days before the day on which the meeting is to be held. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice is effective at the earliest of the following: (1) when received; (2) on the dates shown on the affirmative “file opened” receipt reply to an electronic mail received and opened by the addressee; (3) five days after its deposit in the U.S. Mail, if mailed correctly addressed and with first class postage affixed thereon; (4) on the dates shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (5) twenty (20) days after its deposit in the U.S. mail, as evidenced by the postmark if mailed correctly

addressed, and with other than first class, registered or certified postage affixed. (Therefore, if the notice is mailed first class, it must be deposited in the U.S. Mail seven (7) days prior to meeting). Every such notice shall state the time and place but need not state the purpose of the meeting. A Director may waive any such notice either before or after the meeting in writing and signed by the Director, which waiver shall be filed with the minutes or other Corporate Records. A Director may also waive such notice by attendance at or participation in a meeting unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

- 4.08 *Quorum and Manner of Acting.* A quorum shall consist of a majority of the number of Directors fixed or prescribed by these Bylaws. A quorum must be present in any vote or action that is taken by the Board. The affirmative vote of a majority of Directors present is the act of the board unless the Charter or these Bylaws or law requires the vote of a greater number of Directors. A meeting may be adjourned whether or not there is a quorum present. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. A Director who is present at the meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent of abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken. Any or all Directors may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting; a Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 4.09 *Action Without Meeting.* Any action required or permitted to be taken at a Board meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director in one or by one or more counterparts, indicating each signing Director's vote or abstention on the action, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such consent signed has the effect of a meeting vote and may be described as such in any document. Electronic acknowledgement shall be deemed "signing" of any action by such Directors.

- 4.10 *Chairman.* The President of the Association shall serve as Chairman and presiding officer of the Board.
- 4.11.1 *Business at Meetings.* Any business may be presented to a regular or special meeting of the Board by any Director or Member of the Association. Any Member may take part in discussions of the Board.
- 4.12 *Ex Officio.* Ex officio members of the Board of Directors will consist of Directors whose terms have expired over the last calendar year, the Gray Center Executive Director and the Gray Center Program Director. These members will be invited to all Board of Director meetings to offer input but will not have voting rights at Board of Director meetings.

ARTICLE V. OFFICERS

- 5.01 *Officers.* The officers of this Association shall be: President, Vice President and Treasurer.
- 5.02 *Term of Office.* All officers shall hold office for the term of one (1) year, or until his successors are elected and installed or until his death, resignation or removal. Any officer may be re-elected.
- 5.03 *Vacancies.* A vacancy in any office shall be filled by a majority vote of the Board.
- 5.04 *Duties of Officers.*
- (A) **President.** The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of this Association and its Board, and the President shall appoint committees and project committee chairman subject to the approval of the Board, and perform such other duties as ordinarily pertain to the office of President.
- (B) **Vice President** shall assist the President and oversee and coordinate all membership activities of the Association, including without limitation, recruiting of new Members and member compliance.
- (C) **Treasurer.** The Treasurer shall (i) collect all admission fees, dues and assessments, and hold the same subject to the order of the Board, (ii) make disbursements on checks signed by authorized officers or by the President, (iii) keep a correct account of all receipts and disbursements, employing a double entry system, (iv) furnish a monthly statement of the finances of the Association at the regular Board meeting, and an annual report at the annual Meeting of the Association, (v) deposit the funds of the Association at such time and in such bank or place of deposit as the Board

may direct, and (vi) furnish a bond as required by the Board, cost of such bond to be defrayed by the Association.

- 5.05 *Compensation.* The Board shall set a reasonable compensation for such offices to be paid from funds available. Any of the three offices so designated above may be held by the same person at the same time.
- 5.06 *Removal.* Any officer may be removed from office at any time, either with or without cause, by vote of a majority of the Board.

ARTICLE VI. GENERAL PROVISIONS

- 6.01 *Reserve Funds.* The Board may set aside out of the fund balances of the Association such sum or sums as the Board may from time to time, in its absolute discretion think proper as a reserve or reserves to meet contingencies, or for such other purpose as the Board thinks conducive to the interests of the Association, and the Board may modify or abolish any such reserve in the manner in which it was created.
- 6.02 *Checks, Drafts, etc.* All checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, or agent or agents or the Association, and in such manner as shall be determined by the Board.
- 6.03 *Deposits.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the Association to whom such power may from time to time be designated by the Board.
- 6.04 *Books and Records.* The Association shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or Board without a meeting, and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Association. The Association shall also maintain appropriate accounting records. The Association or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class showing the number of votes each member is entitled to vote, the Association shall keep a copy of the following records at its principal office: (1) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (2) the Minutes of all members' meetings and records of all action taken by members without a meeting, for the past three years; (3) all written communications to members generally within the past three years, including any financial statements prepared for the past three years; (4) a list of the names and business or home addresses of its current Directors and offices.

- 6.05 *Audit.* An audit of the Treasurer’s books may be ordered at any time by a majority of the Board. An audit may be made by a competent auditor not a member of the Association or by a committee of Association members appointed by the President. A written report with recommendations shall follow the committee’s audit. Any expenses of an audit shall be paid from the treasury.
- 6.06 *Fiscal Year.* The fiscal year of the Association shall commence of January 1.
- 6.07 *Seal.* The Association shall have no seal.
- 6.08 *Loans.* The Association may not lend money to or guarantee the obligation of a member, Director or officer of the Association.
- 6.09 *Non-discrimination.* The Association shall not discriminate on the basis of race, creed, or national origin.
- 6.10 *Cooperation and Approval.* The Officers, Board and Members of the Association acknowledge and agree that any particular project or program developed by the Association which involves The Gray Center Camp and Conference Center property must first be approved. Such approval, depending on the nature of the project or program, will go through the Gray Center Executive Director or his designee. If the Executive Director feels that they need to seek the further approval or consent of the Board of Managers, then they shall do so.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

- 7.01 *Indemnification.* For purposes of this Article VII. “Director” means an individual who is or was a Director of this Association, including individuals who have been duly authorized to perform some or all of the duties a Director, or an individual who, while a director of this Association’s request as a Director, officer, partner, trustee, employee benefit plan, or other enterprise. “Director” includes the estate or personal representative of a Director. Each director and officer shall be indemnified by the Association against any “liability” because he is or was a “Director” or officer. “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding (any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal). However, no indemnification may be made to or on behalf of any Director or officer if a judgment or other final adjudication adverse to the Director or officer establishes his liability: (1) for any breach of the duty of loyalty to the Association or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) for any liability for an unlawful distribution. The Association shall advance the reasonable expenses of a Director or officer in connection with any “proceeding” (as defined above) involving a Director or officer because he is or

was a Director or officer; provided that the Director or office shall be obligated to repay the Association the advanced expenses if indemnification by the Association is not permitted as stated above.

- 7.02 *Insurance.* The Association may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Association or who, while a Director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other status as a director, officer, employee, or agent, whether or not the Association would have power to indemnify him against the same liability.

ARTICLE VIII. EMERGENCY BYLAWS

- 8.01 *Emergency.* For purposes of this Article VII and “emergency” exists when a quorum of the Directors cannot readily be assembled because of some catastrophic event.

- 8.02 *Emergency Bylaws.* In the event of an emergency as defined in Section 1, and only for the duration of the emergency, provisions of this Association’s regular Bylaws inconsistent with these emergency Bylaws are suspended. A meeting of the Board of Directors may be called by the Chairman of the Board, the President, any one Director, or by any officer of the Association in the even the Chairman of the Board and President are unavailable. A meeting of the Board may be held as soon as good faith effort has been made to give oral notice of the meeting to all the Directors and sufficient time has elapsed to give the notified Directors time to attend the meeting in person, by telephone or some other means of communication. One Director shall constitute a quorum. Action taken by a majority of Directors at the meeting in person or through some other means of communication shall constitute the act of the Board. In the event no Director can be reached within a reasonable time under the circumstances, the two most senior officers of the Association available by telephone or otherwise are hereby designated Directors, and the unanimous action of the two designated Directors shall constitute the act of the Board. Any action of the Board taken under these emergency Bylaws shall be reduced to writing and brought to the attention of the entire Board as soon as practicable. The minutes of the emergency meeting shall reflect that: (1) the action was taken pursuant to these emergency Bylaws; (2) who called the meeting; (3) what Directors were reached; (4) who attended the meeting in person or by some other means of communication; (5) the action taken; and (6) the vote thereon by the Directors.

ARTICLE IX. AMENDMENTS

- 9.01 *Amendments.* The members at the time entitled to vote in the election of Directors may alter, amend or repeal these Bylaws if approved by the members by two-thirds (2/3) of the votes cast or a majority of the “voting power,” whichever is less. “Voting Power” means the

total number of votes entitled to be cast for the election of directors. The Board may also alter, amend or repeal these Bylaws except for any By-Law adopted by the members which the members expressly provide that the Board may not amend or repeal that By-Law. An amendment to the Bylaws that fixes a greater quorum or voting requirement for the Board of Directors or members may only be adopted in the manner as provided in the Alabama Nonprofit Association Act.

Amended on this the 12 day of December, 2012.

ASSOCIATION FOUNDERS/BOARD

Grae Dickson

Buddy Turpin

Chris Robinson

Lynn Fowler

Joe Sabatier

Claire White