

Bylaws of the Jo-Ota Methodist Association
As adopted at the Membership Meeting on September 13, 2015

Article I Name

The name of this organization shall be the JO-OTA METHODIST ASSOCIATION, herein referred to as “the Association” or “this Association.”

Article II Purpose

The corporation is formed and organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). In carrying out the above purposes, the corporation, through its officers, directors and members, intends to work to make disciples of Jesus Christ through camping and retreat ministries at Camp Jo-Ota located outside Clarence, Missouri, and to lead youth, United Methodist groups and other groups to actively follow Jesus Christ through experiences at Camp Jo-Ota, and to use Camp Jo-Ota for related purposes. This corporation shall have and may exercise all such powers given by the Missouri Nonprofit Corporation Act as now in effect or as may hereafter be amended, which are not inconsistent with any provisions of these Articles of Incorporation, and all powers necessary or appropriate to carry out the foregoing stated purposes. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Article III Reason

Core residential camping provides experiences that are not found in mobile day camps. Only core residential camping can provide: a). 24-hour immersion-type team-building and community-building experiences; and b). experiences in nature including hiking, swimming, boating, and campfires.

Article IV Membership

- a. A voting member in good standing of the Jo-Ota Methodist Association shall be an individual who is a professing member of a United Methodist Church or of a member of a United Methodist Annual Conference and is current in their annual corporate Association dues.
- b. A supporting (non-voting) member of the Jo-Ota Methodist Association shall be an individual who is not a member of a United Methodist Church and who has donated at least the equivalent of the annual corporate Association dues.

Article V Board of Directors

- a. All duties, powers, and responsibilities of the Association are hereby vested in a Board of Directors (sometimes hereafter “Board”) whose purpose shall be to govern, manage, and direct the activities of the Association when a membership meeting is not in session, in a manner consistent with its purpose and consistent with these Bylaws, the Articles of Incorporation, the laws of Missouri and the laws of the United States.
- b. There shall be nine directors elected to three year terms. One-third of the terms shall expire each year.
- c. A vacancy on the Board may be filled by an election at a membership meeting. A vacancy on the Board may also be filled until the next membership meeting by

appointment by the president of the Board with approval by at least 2/3 of the Board of directors.

- d. Board members may be removed from office upon a 2/3 vote at a membership meeting.
- e. Decisions by the Board may be made in person or electronically. All electronic communication between Board members shall include the secretary. The secretary shall keep record of all such communications/decisions made electronically.
- f. The Board members shall elect a president, vice-president, secretary, treasurer from within the Board to serve one year terms.
- g. At least 1/3 of the Board shall be clergy and at least 1/3 of the board shall be laity.

Article VI Membership meeting

- a. A meeting of the entire membership shall be held at least annually. Additional membership meetings may be called by a majority vote of the Board or upon request by 50% of the members of the association.
- b. The purpose of a membership meeting shall be to conduct the business of the association and to elect Board members.
- c. Voting at a membership meeting shall only be by members in good standing who are present at the meeting.
- d. These by-laws may only be amended by a two-thirds approval of members in good standing and present at a membership meeting.
- e. Membership meetings shall be announced to the entire membership at least two weeks in advance. The date and time of the membership meeting shall be approved by a majority vote of the Board.
- f. A quorum at a membership meeting shall be equal to those members in good standing and in attendance. Per Subsection 4 of Section 355.281, RSMo, "except and provided, however, unless one-third or more of the membership is present at the annual membership meeting, the only matters that may be voted upon at the annual membership meeting are those matters that are described in the meeting notice."

Article VII Dues

Membership dues shall be set annually at a membership meeting.

Article VIII Committees

Committees are advisory to the Board and membership meetings, are approved by a majority vote of the Board, and may include but are not limited to: Finance/Development, Legal, Personnel, Facilities, Program/Marketing, and Insurance.

Article IX Dissolution

The property and assets of the corporation shall be distributed on dissolution as follows: In the event of dissolution of the corporation, in the sole judgment of the corporation's Board of Directors, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, give or dispose of all the remaining property and assets of the corporation, including cash, to the Missouri Annual Conference of the United Methodist Church, or its legal entity successor(s), provided that any such legal entity successor also qualifies at the time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).