

AMENDED BYLAWS OF THE MONTEAGLE SUNDAY SCHOOL ASSEMBLY

Adopted: July 27, 2013

ARTICLE I Name and Location

The name of the corporation is the Monteagle Sunday School Assembly, Inc. (referred to herein as the "Assembly"). The Assembly was incorporated under the laws of the State of Tennessee on October 31, 1882, as a religious, charitable, and educational not-for-profit corporation and has existed continuously as such since that time. The principal office of the Assembly is located in Monteagle, Grundy County, Tennessee. The Assembly may have such other offices at such other places as the Board of Trustees may specify from time to time or as the activities of the Assembly may require.

ARTICLE II Purpose

The purposes of the Assembly are to serve as a church and Christian religious organization to advance and promote religion, art, science, education, and the broadest possible culture in the interest of Christianity without regard to sect or denomination. These Bylaws are intended to provide for and assure the continuation of those purposes.

ARTICLE III Membership

Section 3.1 Qualification. No person shall be elected a Member of the Assembly unless he or she (i) is at least twenty-one (21) years of age, and (ii) is capable of acting alone or through a legal guardian to enter into contracts under Tennessee law.

Section 3.2 Election to Membership. Members of the Assembly shall be those persons who meet the requirements of Section 1, above, and who have applied for and have been elected to Membership by the Board of Trustees. Upon election to Membership, such Member shall immediately, or as soon as necessary documents may be prepared but in no event more than ninety (90) days thereafter, become (a) a lessee of Assembly property, (b) a substantial beneficiary of an *inter vivos* or testamentary trust that is a lessee of Assembly property, or (c) a lessee in trust (Trustee) of Assembly property with the rights of a substantial beneficiary. For purposes of this Section, a substantial beneficiary is a person who has authority under the trust instrument to occupy the property and see that it is kept in good repair.

Section 3.3 Termination of Membership. Membership shall terminate automatically on the second anniversary of the date on which a Member ceases to be a lessee or a trust beneficiary unless the Member qualifies as a Member under these Bylaws by obtaining an interest in other Assembly property.

Section 3.4 Application. Each person wishing to be elected to Membership in the Assembly shall submit an application for Membership to the Board of Trustees. The application shall include (i) general biographical information about the applicant, including religious affiliation, (ii) written recommendations from two (2) current Members of the Assembly, (iii) a written recommendation from a minister or pastor of the applicant's religious denomination, (iv) a financial recommendation from the applicant's bank, and (v) a declaration of support for the purposes of the Assembly. Every applicant shall submit with his or her application a lease or assignment of lease executed by all parties to effect a transfer of the lease. The Board of Trustees may impose such other requirements for Membership as it shall deem appropriate including the submission of an application fee. In the event the applicant is a beneficiary of a trust that is a lessee of Assembly property, the Trustee shall certify in writing that the applicant is a beneficiary of the trust and shall state the rights, privileges, and responsibilities of the beneficiary under the trust and include an excerpt of the trust instrument that confirms the same. Finally, an applicant who is the beneficiary of a trust that is a lessee shall personally guarantee, jointly and severally with other trust beneficiaries who may be Members, that the Trustee-Lessee will pay to the Assembly all fees and assessments imposed upon such leasehold or cottage pursuant to these Bylaws.

Section 3.5 Annual Meeting. There shall be an Annual Meeting of the Members held at the Assembly in Monteagle, Tennessee, on the Saturday of the seventh week of the Assembly season, or at such other time as the Board of Trustees shall determine. The business to be transacted at such meeting shall be the election of Trustees, the adoption of annual Membership and lease fees or special fees and assessments, a report by the President of the activities of the Board of Trustees for the past year, adoption of the budget of the ensuing year and such other business as shall be properly brought before the meeting. The Members shall elect a Chairman and Secretary for the following meeting at the conclusion of each meeting.

Section 3.6 Special Meetings. The Board of Trustees may call special meetings of the Membership to transact such business as may be requested by written petition of at least twenty-five (25) Assembly Members. Every Member of the Assembly entitled to vote shall be given written notice of the place, date, hour, and description of the matter or matters to be submitted to the Members for a vote at such Special Meeting. Such notice shall be delivered or mailed no fewer than fourteen (14) days before the meeting. Notice shall be given by U.S. Mail addressed to the Member's address in the current record of Members or by electronic mail sent to the email address in the current record of Members, according to member preference, and may also be contained in bulletins for the season.

Section 3.7 Eligibility to Vote and Quorum. A Member shall be eligible to vote if the Member has paid all Assembly fees due and owing by the Member. Except as otherwise provided by law, a quorum at all meetings of Members shall consist of twenty percent (20%) of the Members entitled to vote at such meeting.

Section 3.8 Vote. Each Member shall have one (1) vote on each matter presented for a vote at any meeting of Members. Unless otherwise provided in the Charter, these Bylaws or by law, all matters presented for vote at any meeting of Members at which a quorum is present shall be decided by a majority vote of all Members present who are eligible to vote. There shall be no voting by proxy.

Section 3.9 Notice of Annual Meeting. Every Member of the Assembly entitled to vote shall be given written notice of the place, date, and hour of the Annual Meeting. Such notice shall be delivered or mailed no fewer than ten (10) days and no more than sixty (60) days before the Annual Meeting. Notice shall be given by U.S. Mail addressed to the Member's address in the current record of Members or by electronic mail sent to the email address in the current record of Members, according to member preference, and may also be contained in bulletins for the season.

Section 3.10 Membership Fees. The Members of the Assembly may impose a uniform fee each year upon each Member, payable to the Assembly at the start of its fiscal year.

ARTICLE IV

Board of Trustees

Section 4.1 General Powers. Except as otherwise provided in these Bylaws, the affairs of the Assembly shall be managed by the Board of Trustees.

Section 4.2 Number, Tenure, and Qualifications. All Trustees shall be Members of the Assembly. The Board of Trustees shall be composed of representatives of the Christian denominations represented within the Members of the Assembly ("Denominational Trustees") and nine (9) at-large Trustees. Each denomination with fifteen (15) or more Members shall be entitled to three (3) Denominational Trustees who shall serve staggered terms. Denominational Trustees shall be elected by the Members at the Annual Meeting of Members. Those denominations with fewer than fifteen (15) members shall be collectively entitled to three (3) Denominational Trustees elected in a like manner. Each Trustee shall serve for a period of three (3) years and until his or her successor is chosen and qualified, except for the one (1) life Member currently serving. No Trustee shall serve for more than two (2) consecutive three-year terms. A former Trustee may be re-elected after a period of one (1) year. Should a Trustee die or resign, the Board of Trustees may appoint a successor to fill the remaining term. No other classifications of Trustee shall be permitted. At each Annual Meeting of the Members, three (3) at-large Trustees shall be elected and one (1) of the three (3) Denominational Trustees from each denomination or denominations entitled to elect Denominational Trustees shall be elected.

Section 4.3 Denominational Caucus. No less than one (1) day prior to each Annual Meeting, each denomination with fifteen (15) or more Members in the Assembly and all denominations with fewer than fifteen (15) Members, collectively, may hold caucus meetings to agree upon nominees to fill each denomination's available slots on the Board of Trustees.

Section 4.4 Election of Trustees. All Trustees shall be elected by a majority vote of the Members voting at the Annual Meeting from nominations made by each denominational caucus; such nominations, however, shall not preclude the making of other nominations for Denominational Trustees on the floor of the Assembly.

Section 4.5 Disciplinary Action. A Trustee found in violation of the Assembly Rules and Regulations or the Standards of Conduct may be disciplined by the Board of Trustees by temporary suspension as a Trustee. Any such temporary suspension will be determined by a two-thirds ($\frac{2}{3}$) vote of the Board of Trustees at the next regularly scheduled or called Board of Trustees meeting.

Section 4.6 Meetings: Annual, Special. The Annual Meeting of the newly elected Board of Trustees shall be held immediately after the Annual Meeting of the Assembly each year. Other regular meetings of the Board shall be held throughout the upcoming twelve (12) month period on dates to be proposed by the President and ratified by the Board of Trustees at the Board of Trustees meeting held directly following the Annual Meeting of the Assembly. Special meetings of the Board of Trustees may be called by the President on ten (10) days' notice to each Trustee, and such notice shall be in person or by mail, telephone, or electronic mail transmission. Special meetings shall be called by the President or Secretary on the same notice at the request of at least six (6) Trustees.

Section 4.7 Meeting Place. The Trustees shall hold their meetings at the Assembly in Monteagle, Tennessee, or at such other place or places as they may determine from time to time.

Section 4.8 Quorum. A quorum of the Board shall be composed of not fewer than ten (10) Members during the season. At other times, eight (8) Members shall be required as a quorum, but a smaller number may meet, consult, and adjourn from time to time until a quorum is present.

Section 4.9 Records. The Board of Trustees shall keep a record of all their proceedings, and these records shall be kept at the principal office of the Assembly, with necessary books and records being kept at such place or places as the Board of Trustees may determine from time to time. All of these books and records shall be subject to the inspection of any Member at any reasonable time.

Section 4.10 Compensation. Trustees and Members of any Committee of the Board of Trustees shall not be compensated for such services.

Section 4.11 Attendance. Any Trustee who fails to attend at least fifty percent (50%) of all Board meetings held during his or her term shall not be eligible for re-election. Additionally, any Trustee who fails to attend at least fifty percent (50%) of all Board meetings during any year of his or her term may be asked by the Board to resign.

Section 4.12 Electronic Attendance at Meetings. In lieu of physical attendance, members of the Board of Trustees may attend meetings by electronic methods (including but not limited to video conference, teleconference, or other similar computer-enabled methods) provided that all members of the Board of Trustees maintain the ability to hear all other members simultaneously and effectively participate in the meeting. The notice requirements as stated in Section 4.6 and quorum requirements as stated in Section 4.11 remain in effect for any meetings attended electronically. Board of Trustee members may attend a maximum of one-fourth (1/4) of all regularly scheduled Board of Trustee meetings by approved electronic methods. For the avoidance of doubt, called Meeting absences or other meeting absences that are not of regularly scheduled Board of Trustee meetings will not be utilized in determining a Board of Trustee member's minimum attendance requirements.

Section 4.13 Limited Personal Liability of Trustees. Unless otherwise provided in the Charter, the Assembly shall indemnify any individual made a party to a proceeding because he or she is or was Trustee of the Assembly, against liability incurred in the proceedings, but only if such indemnification is both (i) determined permissible and (ii) authorized, as defined in this Article.

- (a) **Determination, Authorization, Limitation.** The Assembly shall not indemnify a Trustee under this Section unless:
- (i) **Determination.** A determination has been made by the Board of Trustees in accordance with the procedures set forth herein that the Trustee met the standards of conduct set forth in Section 5.1.2, and
 - (ii) **Authorization.** Payment has been authorized in accordance with the procedures set forth herein based on a conclusion that the expenses are reasonable, that the Assembly has the financial ability to make the payment, and that the financial resources of the Assembly should be devoted to this use rather than some other use by the Assembly.
- (b) **Determination and Authorization.** The Assembly shall not indemnify a trustee under this Section.
- (i) In connection with a proceeding by or in the right of the Assembly in which the Trustee was adjudged liable to the Assembly; or
 - (ii) In connection with any other proceeding charging improper personal benefit to the Trustee, whether or not involving action in his or her official capacity, in which the Trustee was adjudged liable on the basis that personal benefit was improperly received by the Trustee.
- (c) **Standards of Conduct.** The individual shall demonstrate that:
- (i) He or she acted in good faith; and
 - (ii) He or she reasonably believed that:
 - (A) In the case of conduct in the Trustee's Official capacity with the Assembly, that his or her conduct was in the Assembly's best interests;
 - (B) In all other cases, that the Trustee's conduct was at least not opposed to the Assembly's best interests; and
 - (C) In the case of any criminal proceeding, the Trustee had no reasonable cause to believe his or her conduct was unlawful.
 - (D) Indemnification in Derivative Actions Limited. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Assembly is limited to reasonable expenses incurred in connection with the proceeding.
 - (iii) Conflict of Interest: All Board of Trustees members will be required to execute a Conflict of Interest Statement.

ARTICLE V

Committees of the Board of Trustees

Section 5.1 Committee. The Board of Trustees shall have the following standing committees: Executive Committee, Nominating Committee, Architectural Review Committee, Finance Committee, Long Range Planning Committee, and Property Committee. In addition, it may have such other committees as it shall from time to time determine.

Section 5.2 Executive Committee. The Executive Committee shall consist of the elected officers of the Assembly and shall have the authority of the Board of Trustees

between any two out-of-season board meetings, except in matters requiring a majority vote of the Board, in which case the full Board of Trustees, meeting as provided herein, shall be convened. All actions taken by the Executive Committee since the previous meeting of the Board shall be reported to the Board within fifteen (15) days to be ratified as its next meeting and, upon ratification, shall be recorded in the minutes of the Board as actions of the Board of Trustees. Nothing herein shall prohibit the full Board of Trustees from meeting during the off-season time period and acting upon such matters as it deems appropriate.

Section 5.3 Nominating Committee. At the beginning of the summer season, the Board of Trustees shall elect a five-member Nominating Committee whose duties shall be to submit to the Board nominees for (a) officers of the Board of Trustees, (b) at-large Members of the Board of Trustees, and (c) the Board's representatives to the Board of the Monteagle Assembly Endowment Fund.

Section 5.4 Other Committees. Except as to standing committees that report to the MSSA Membership pursuant to the provisions of these Bylaws, the Board and/or the President may designate such other committees either may deem desirable and delegate to such committees such authority as either deems desirable.

ARTICLE VI Cemetery Bylaws

Section 6.1 Cemetery. The Monteagle Sunday School Assembly (MSSA) Cemetery shall be operated, managed, and maintained by a standing committee as that term is defined in section 49 of *Roberts Rules of Order 9th Edition*. This committee, named MSSA Cemetery Committee, shall report to the membership and is vested with plenary powers to carry out the operation, management, and maintenance of the MSSA Cemetery subject to directions the MSSA Membership may from time to time by resolution adopt.

Section 6.2 MSSA Cemetery Committee Members. The MSSA Cemetery Committee shall consist of the President of the MSSA Board of Trustees and nine (9) other members, each of whom shall be elected for a three (3)-year term by the MSSA Membership. The committee shall submit a proposed slate of nominees for election each year at the MSSA Annual Meeting. Additional nominations may be made from the floor of the membership meeting. The nominees who receive a majority vote of members present at which there is a quorum, who cast ballots for all committee positions to be filled, shall be the duly elected committee members to serve for the term elected or until their respective successors have been elected and qualified. The unexpired term of any vacancy occurring in the MSSA Cemetery Committee shall be filled at the next ensuing Special or Annual Meeting of Members. A majority of MSSA Cemetery Members shall be MSSA members. MSSA Cemetery Committee Members may be elected to succeeding terms provided however, after a person has served two successive full terms, i.e. six (6) or more years, such person shall be ineligible for reelection for the period of one (1) full year.

Section 6.3 MSSA Cemetery Organization. The MSSA Cemetery Committee shall elect a Chairman, a Treasurer, and a Secretary from among its members. It may establish such other offices and elect persons from among its members to such offices as it may determine appropriate.

The Chairman shall preside at all meetings of the committee and shall have supervision over the operations, management, and maintenance of the cemetery. In his absence, the

committee shall elect a chairman pro-tempore to preside over committee meetings.

The Chairman shall be responsible for the custody of all records pertaining to the cemetery and the committee, including without limitation, records of sales of interment rights in cemetery lots and interments. The MSSA General Manager shall provide the MSSA Cemetery committee with adequate space in an appropriate MSSA location for the maintenance of cemetery records. The Chairman shall provide the MSSA General Manager with such cemetery records as may be required to assist MSSA Members, holders of interment rights, and interested persons in interments. MSSA Cemetery records and records of MSSA Cemetery committee proceedings shall be made available for review and copying upon request of any MSSA Member.

The Treasurer shall have custody of all funds and securities of the cemetery; shall keep a full and accurate account of receipts and disbursements in books maintained by the committee, which shall be made available to MSSA auditors at all times; and shall deposit all money or other valuable effects in the name and to the credit of MSSA in such depositories as may be designated by the committee. No less than twenty percent (20%) of the gross sales of the interment rights in cemetery lots shall be dedicated in trust for perpetual care and maintenance of the cemetery and shall be deposited and maintained in a segregated fiduciary account for such purposes.

Maintenance of the cemetery shall not be limited to assets of or generated by the segregated fiduciary account. The Treasurer shall be responsible for the maintenance of insurance on MSSA Cemetery property and shall be the custodian of all financial records. The MSSA Cemetery Committee and its Treasurer shall provide MSSA Membership with a complete annual financial statement at its Annual Meeting and with financial statements at such other times as the MSSA Membership may direct from time to time by resolution.

The fiscal year of the MSSA Cemetery Committee shall coincide with the MSSA fiscal year. MSSA Cemetery Committee activities shall be included in all MSSA audit procedures at the expense of the committee.

The Secretary shall attend all meetings of the committee and shall record all votes and minutes of all committee proceedings in a book maintained for such purposes.

Section 6.4 MSSA Cemetery Procedures. The MSSA Cemetery Committee shall have no fewer than one (1) meeting per year at such times and places as may be determined by the committee or by call of the chairman or by call of any three (3) members of the committee. Reasonable notice of any meeting shall be given to all members of the committee. A majority of the members of the committee shall constitute a quorum. Unless otherwise provided herein, a vote of a majority of the members present at a meeting at which there is a quorum shall constitute the action of the committee. Action may also be taken by poll vote of all members of the committee provided a majority of all members of the committee concur in the action. A member of the committee may be removed by the committee, with or without cause, but only at a duly convened meeting for which written notice of the proposed removal is given and at which a majority of all members of the committee vote for such removal.

Section 6.5 MSSA Cemetery Governance. The MSSA Cemetery Committee shall promulgate such rules and regulations relative to the operation of the cemetery as are consistent with the provisions of these Bylaws and the laws of the State of Tennessee concerning cemeteries. It shall further establish the price for interment rights in lots within the cemetery and establish terms for payment. It shall provide for and maintain perpetual maintenance for the cemetery. It shall plan and provide for capital improvements and additions to and for the MSSA Cemetery.

The MSSA Cemetery Committee shall be subject to the provisions of all provisions of the MSSA Code of Regulations that do not intrude upon or impair its powers to operate, manage, and maintain the MSSA Cemetery.

Assets and resources under the control of the MSSA Cemetery Committee shall not be used for any purpose other than the operation, management, and maintenance of the MSSA Cemetery. Except as otherwise provided in these Bylaws, assets and resources under the control of the MSSA Board of Trustees shall not be used for the MSSA Cemetery.

ARTICLE VII

Officers

Section 7.1 Number of Officers. The Officers of the Assembly shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer, and may include such other Officers as may be deemed necessary by the Board of Trustees.

Section 7.2 Election and Term of Office. All Officers shall be elected by the Board of Trustees from its membership at its Annual Meeting and shall hold office for one (1) year and thereafter until their successors are elected and qualified. Any officer may not hold the same office more than two (2) consecutive terms.

Section 7.3 Authority. The Officers of the Assembly shall exercise such powers and perform such duties as are specified in these Bylaws or as are from time to time conferred by the Board of Trustees.

Section 7.4 Removal. Any Officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the entire Board of Trustees.

Section 7.5 Vacancies. Vacancies occurring in any office for any reason, including removal, shall be filled by the Board of Trustees. If a vacancy occurs in the office of the President, then the First Vice-President shall serve in office. If a vacancy occurs in the office of the First Vice-President, then the Second Vice-President shall take that office. Any Officer elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor in that office and thereafter until his or her successor is elected and qualified.

Section 7.6 Absence of Officer. In the absence of the President, the First Vice-President shall assume the duties of the presidency. In case of the absence of any other Officer of the Assembly, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, any of the powers and duties of such Officer to any other Officer or to any Trustee, provided a majority of the entire Board concur therein.

Section 7.7 The President. The President shall preside at all meetings of the Board of Trustees. With the exception of the MSSA cemetery, the President shall have general supervision over the active management of the affairs of the Assembly, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be *ex-officio*, a member of all standing committees, except the Nominating Committee

and standing committees that report to MSSA Membership.

Section 7.8 Employees. The Board of Trustees shall be charged with hiring the General Manager and the Platform Superintendent.

Section 7.9 First Vice President and Second Vice President. The First Vice President and Second Vice President shall be active Officers of the Assembly and shall assist the President in the active management of its affairs. Both shall perform such other duties as the Board of Trustees may from time to time prescribe.

Section 7.10 Secretary. The Secretary, or an assistant secretary if the Board appoints an assistant secretary, shall attend all sessions of the Board and shall record all votes and minutes of all proceedings in a book to be kept for that purpose

Section 7.11 Treasurer. Except as to cemetery funds, the Treasurer, or an assistant treasurer if the Board appoints an assistant Treasurer, shall have custody of the funds and securities of the Assembly, shall keep a full and accurate account of receipts and disbursements in books belonging to the Assembly, and shall deposit all money or other valuable effects in the name and to the credit of the Assembly in such depositories as may be designated by the Board of Trustees. With the exception of cemetery property, the Treasurer shall be responsible for the maintenance of insurance on Assembly property and shall be the custodian of all financial records.

Section 7.12 General Manager. The General Manager shall perform the duties and have the authority designated under the Bylaws, subject to the direction of the President, the Board of Trustees, and/or the Executive Committee. He or she shall employ such staff as may be required to carry out the duties and responsibilities of his or her office, consistent with the budget.

Section 7.13 Disbursements. The Treasurer shall disburse the funds of the Assembly in compliance with the budget and shall render to the Trustees at regular meetings of the board, or whenever they may require it, an account of all his or her transactions as Treasurer and the financial condition of the Assembly.

Section 7.14 Bond. The President, Treasurer, General Manager, and anyone else designated by corporate resolution to sign Assembly checks shall be bonded.

ARTICLE VIII

Depositories

The Board of Trustees shall have the power to select depositories for the funds of the Assembly and power to direct the method and manner of signing checks, notes, and other instruments binding on the Assembly.

ARTICLE IX

Budget

Section 9.1 Preparation and Presentation. The Board of Trustees shall recommend an annual budget for the Assembly for the ensuing year based upon income and expenses that may reasonably be anticipated. At the Annual Meeting of the Members, the Board of Trustees shall present the budget to the Members for their

approval or amendment.

Section 9.2 No Deficit. The budget shall not propose any deficit. Should any deficit result, however, it shall be corrected in the next ensuing year.

Section 9.3 Budget Reports. The Treasurer shall submit monthly reports to the members of the Board itemizing expenses and disbursements of the Assembly.

ARTICLE X

Monteagle Assembly Endowment Fund Corporation

Section 10.1 Purpose. The Monteagle Assembly Endowment Fund Corporation was incorporated to support the religious, charitable, and educational activities of the Assembly in accordance with Section 509(A) (3) of the Internal Revenue Code of 1954 (now the Internal Revenue Code of 1986). Such purpose is more fully set out in the Charter of Incorporation of the Endowment Fund Corporation.

Section 10.2 Board Members. The Nominating Committee shall nominate from the Assembly Members two directors per revolving class, each for a three-year term, to the Board of the Monteagle Endowment Fund Corporation. The Board of Trustees of the Monteagle Sunday School Assembly, at its meeting following the Annual Meeting of the Assembly, shall elect two Assembly Members each for a three-year term and fill vacancies in revolving classes, to the Board of the Monteagle Assembly Endowment Fund Corporation. At such Board meeting, nominations may also be made from the floor.

ARTICLE XI

Fiscal Year

The Fiscal year of the Assembly shall end on September 30 of each year unless the Board of Trustees determines otherwise.

ARTICLE XII

Assembly Property

Section 12.1 Sales. Real property owned by the Assembly may be sold or encumbered only by a two-thirds ($\frac{2}{3}$) majority vote of the Members of the Assembly present at the Annual Meeting at which a quorum of 30% of the Membership is present. Notification of such potential actions shall be mailed or sent by electronic mail to all members by the General Manager no fewer than 40 days nor more than 60 days prior to the Annual Meeting at which a vote may be taken and shall have been presented at no fewer than one Town Hall meeting prior to the applicable Annual Meeting.

Section 12.2 Leases. The Board of Trustees may from time to time lease its real property to Assembly Members or Trustees for the benefit of Assembly Members. Every lease shall provide that it is subject to the Assembly charter, Bylaws, and the rules and regulations promulgated pursuant to the Bylaws.

Section 12.3 Termination of Lease. Any lease may be terminated by the Board of Trustees if the lessee, all co-lessees, or a Trustee lessee for the benefit of a Member or Members, is not in compliance with the Assembly Charter, these Bylaws, or the rules and regulations promulgated pursuant to these Bylaws, or has not paid the fees and assessments imposed pursuant to such Bylaws, rules, and regulations. A lease may also

be terminated if the lessee, all co-lessees or, in the case of a lessee-trust, all beneficiaries under the lessee-trust, cease to be Members of the Assembly or if, within a period of one (1) year after the lessee-trust acquires the leasehold, no substantial beneficiary become a Member of the Assembly.

Section 12.4 Transfer of Leases.

(a) A lessee may not transfer a lease without written approval of the Board of Trustees, and may not encumber a leasehold under any circumstances. The Assembly may charge a fee in connection with such transfer. In any event, a transfer may be made only to a Member of the Assembly or trustee for the benefit of a Member of the Assembly. Upon the death of a lessee, any heir or legatee who wishes to succeed to the lessee's rights in a lease shall, within one (1) year, apply for and be accepted to Membership in the Assembly or the lease will vest solely in any co-lessee, and if none, shall terminate. If a lessee leaves no heirs or spouse that may inherit and there is no co-lessee, the lease shall terminate.

(b) In the event of the death of Trustee-Lessee, the lease may be transferred in accordance with the trust instrument if the Board of Trustees finds the successor Trustee to be agreeable with the purposes of the Assembly and these Bylaws and if there is no change in the beneficiaries.

(c) In the event of the death of a beneficiary of a lessee-trust, the interest of the deceased beneficiary may be transferred to a successor beneficiary under the terms of the trust provided such successor beneficiary, within one (1) year, applies for and is accepted to Membership in the Assembly. If there is no such successor to a trust beneficiary, then the interest of the deceased beneficiary shall vest equally in any co-beneficiary or beneficiaries. In the event there are no surviving persons who may be beneficiaries under the trust, the Trustee shall have one (1) year in which to convey the leasehold to a Member or Members of the Assembly. In the absence of such a conveyance, the lease shall terminate.

Section 12.5 Uniform Fee. The Members of the Assembly may, at their Annual Meeting impose for the next fiscal year and/or subsequent fiscal years upon each leasehold or cottage but not upon individual Members:

- (a) A uniform annual fee payable to the Assembly, and
- (b) An additional annual fee based upon a percentage of the assessed value of the leasehold as determine by the Grundy County Tax Assessor.

Section 12.6 Special Fees. The Board of Trustees shall set the price of admission tickets during the season and may impose such other special fees as it may deem appropriate.

ARTICLE XIII Rules and Regulations

Section 13.1 Regulations. The Board shall promulgate rules and regulations governing the upkeep, maintenance, improvement, and use of Assembly property (including leased property and improvements and traffic regulations) and penalties for non-compliance as the Board deems necessary, including, but not limited to, termination, of the lease. The rules and regulations may provide for general operation of the Assembly and for the general conduct of persons while on Assembly property, including leased property.

Section 13.2 Indebtedness to the Assembly. The Board of Trustees may

impose reasonable penalties for a Member's failure to pay any indebtedness owed to the Assembly, (including, but not limited to, indebtedness incurred for assessments for upkeep, maintenance, and safety repairs). Such penalties may include filing a lien against the Member's leasehold interest and/or termination of the Member's lease and/or termination of Membership in the Assembly.

Section 13.3 Traffic Regulation. The Board of Trustees may provide for reasonable fines for violations of traffic, parking, and safety rules to be assessed and collected by security personnel or the General Manager. Any unpaid fine against a Member or his or her family, members, or guests shall be a charge against the leasehold that the Member owns, occupies, or of which he or she is a beneficiary. Upon petition, the Board of Trustees may grant relief to a leaseholder from such a fine if it deems that justice requires relief. In the event a tenant or visitor fails to pay a fine, the Board of Trustees may bar the defaulting tenant or visitor from further access to the grounds.

ARTICLE XIV

Exempt Status

The Assembly is organized as a church and will be operated exclusively for exempt purposes within the meaning, of Section 501(c)(3) of the United States Internal Revenue Code of 1986 or any successor statute thereto. Any provision of these Bylaws or of the Charter that would in any manner adversely affect the Assembly's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Assembly's tax exempt status.

ARTICLE XV

Amendments

Section 15.1 These Bylaws may be altered, amended, or repealed by an affirmative vote of a two-thirds majority of the Members of the Monteaale Sunday School Assembly present in person at a meeting at which there is a quorum.

Section 15.2 Any proposed amendment shall be in writing, shall refer to the particular Article and Section being amended, or shall establish a new Article or Section but shall not be voted on until the following actions occur: (a) Any proposed amendment to these Bylaws shall be referred to the Legal and Bylaws Committee for review and comment; (b) any proposed amendment be mailed or sent by electronic mail to all Members by the General Manager no fewer than forty (40) and not more than (60) days prior to the Annual Meeting at which a vote may be taken; and (d) any proposed amendment shall be presented at no fewer than one (1) called Meeting for presentation and no fewer than fourteen (14) days nor more than twenty-eight (28) days prior to the Annual Meeting at which a vote may be taken.

Section 15.3 Robert's *Rules of Order*, most current edition, shall be the parliamentary authority.

ARTICLE XVI

These Bylaws shall become effective upon approval by the Membership of the Monteagle Sunday School Assembly, except where otherwise noted.