

**The Alabama-West Florida Assembly Grounds Commission, Inc.  
called the Blue Lake Commission  
Certificates of Incorporation and By-Laws**

(Incorporated on the 28th day of May, 1958 as amended by the Annual Conference on the 28th day of May, 1980 and the 5th day of June, 1991; the By-Laws adopted on May 5, 1980 and amended on June 5, 1991.)

**RESOLUTIONS OF INCORPORATION -BLUE LAKE**

BE IT RESOLVED by the Alabama-West Florida Annual Conference of The Methodist Church, in meeting assembled in Montgomery, Alabama, on the 28th day of May, 1958, as follows:

1. There is existing under the authority of the Alabama-West Florida Conference of The United Methodist Church or its successor body, a Commission known as the Blue Lake Assembly Grounds Commission, and said Commission is charged with the responsibility of maintaining and operating a camp on the lands owned by the Commission known as the Alabama-West Florida Conference Assembly Grounds Commission, in the midst of Conecuh National Park, in Covington County, Alabama; and
2. It is the desire of the Alabama-West Florida Assembly Grounds Commission of this Conference to become incorporated under the provisions of Title X, Section 124 et seq of the Code of Alabama, 1940 as amended, and may be amended from time to time, and the officers of the Alabama-West Florida Conference Assembly Grounds Commission are hereby authorized to take such action as may be necessary or appropriate to accomplish this purpose.
3. The Corporation shall be incorporated under the name of the Alabama-West Florida Assembly Grounds Commission, Inc., at Blue Lake, Covington County, Alabama, Post Office Address, Andalusia, Alabama.
4. In accordance with the provisions of Section 124 Title X of the Code of Alabama, as amended, the following persons hereafter elected as Trustees are hereby named Trustees to form such corporation and to carry out the purpose of these resolutions, to-wit: S.M. Baker, Marvin L. Warwick and Charles R. Paul.
5. The Corporation shall be controlled and governed by a Board of Trustees composed of not less than five and not more than twenty-four persons. Membership on the said Board of Trustees shall be in accordance with the provisions of the By-Laws of the said corporation and of Article III of the Certificate of Incorporation.
6. The members named and elected from the various Boards and Commissions shall serve during their quadrennial term of office of that Board. E.E. Anthony, S.M. Baker and C.R. Paul are elected from the Andalusia District, Demopolis District and Dothan District and shall serve for a period of two years. W .B. Atkinson, J .M. Blake and John H. Lane are elected from the Marianna District, Mobile District and Montgomery District and shall serve for a term of four years. W .H. Abbott, D.E. Marietta and M.K. Vickers are elected from the Pensacola District, Selma District and Troy District and shall serve for a term of six years. W. Earl DuBois, Mrs. Charles Ratcliffe and Joel D. McDavid are elected from the Conference at large and shall serve for a term of two years. M.J. Newberry and H.P. Mathison are elected from the Conference at large and shall serve for a term

of four years. As nearly as possible the membership of the Board shall remain one-half laymen and one-half ministers, each of whom shall be elected by this Conference at the appropriate time subject to the standing rules of the Conference. Each Board member shall serve for his designated time until his successor be duly elected and qualified. A majority of a membership of said Board shall constitute a quorum at any meeting thereof and a majority vote of those present at any meeting shall control. The Board shall meet at such times and places as may be selected by the President or Secretary and at least five days notice of such meeting shall be given by mail to each Board member. At the expiration of the term for which they are elected the successor Trustee shall serve for a period of six years. Any vacancy occurring among the elected Trustees for any cause other than the expiration of the term of office shall be filled for the remainder of the Conference year by the remaining Trustees.

The powers of this corporation shall be exercised under the authority and direction of the Trustees. The Trustees shall select one of their number as President, who shall be ex-officio Chairman of the Board. They shall name other officers of the Corporation, fix their terms and define their duties. The powers of this Corporation shall be exercised under the authority and direction of this Board of Trustees subject to the *Discipline* of The Methodist Church and the standing rules of this Conference, and the Laws of the State of Alabama. The Board shall further designate three of its Trustee members as custodian of the property belonging to the Corporation. Deeds and other conveyances and bequests or gifts of property shall be made to Alabama-West Florida Assembly Grounds Commission, Inc., and all mortgages, deeds and leases and other conveyances and transfers of property owned by the Corporation, whether now owned or hereafter acquired, shall be executed in the corporate name and signed by these three Trustees.

The Trustees shall hold their Annual meeting within thirty days preceding the opening date of the Annual Conference, whenever the same may be held.

The purposes and powers of the Corporation are, in addition to those provided by law and in addition to those as set up in the *Discipline* of The Methodist Church, to set up a program for administering, maintaining and operating the Assembly Grounds at Blue Lake and to further develop the Assembly Grounds as directed by the needs of the Alabama-West Florida Conference.

The Board of Trustees of this Corporation shall have the power to adopt, alter and amend by-laws, to set up its own rules of procedure, to adopt policies for the Corporation, to establish standards for operation of the Assembly Grounds, and to adopt policies and transact business, contract obligations, and generally to exercise the powers of a corporation. At its pleasure the Board of Trustees may delegate responsibilities. In the event of the dissolution of the Corporation, its property shall be disposed of under the authority of this Conference.

This Certificate of Incorporation, when filed, shall set out therein these resolutions, which resolutions shall form a part of the Articles of Incorporation of the Corporation, and the same may thereafter be amended by separate amendment from time to time or by the adoption of a new Articles of Incorporation, all as provided by law, for amending corporate charters, or by resolution adopted by this Annual Conference.

Provided however, no such amendment or new charter shall be or become effective or shall be filed as amended or as amendment to the charter until approved by this Conference. The Certificate of Incorporation of the Alabama-West Florida Assembly Grounds Commission, Inc., shall be executed by the three Trustees as hereinafter named and filed for record in the Probate Office of Covington County, Alabama.

A copy of the proposed Certificate of Incorporation is attached hereto and marked Exhibit A.

(Signed) S.M. Baker  
(Signed) Marvin L. Warwick  
(Signed) C.R. Paul

### **CERTIFICATE OF INCORPORATION**

ARTICLE I. The name of the Corporation shall be The Alabama-West Florida Assembly Grounds Commission, Inc., hereinafter called the Blue Lake Commission.

ARTICLE II. The Blue Lake Commission shall be located with its principal office at Blue Lake in Covington County, Alabama, with its Pot Office address at Andalusia, Alabama, or in such other place or places within the confines of the Alabama-West Florida Conference of The Methodist Church, as may be determined by the Board of Trustees.

ARTICLE III. The resolutions by the Annual Conference of the Alabama-West Florida Conference of The Methodist Church hereinafter set out are made apart of this Certificate of Incorporation. The names of the said Trustees of said Corporation and the length of time for which they are elected is as follows: E.C. Nevins, from the Conference Board of Education; Carlisle Miller, from the Conference Board of Evangelism; Robert Collins, from the Conference Board of Missions; Griffin Lloyd, from the Conference Board of Ministerial I Training and Qualifications; Herron Lord, from the Conference Board of Lay Activities; Mrs. S.R. Jones, from the Woman's Society of Christian Service, and Mrs. Alma Sollie, from the Wesleyan Service Guild, and E.L. Hardin, from the Commission on Christian Vocations. The above named members shall serve on this Board during their quadrennial term of office on the Board which they represent.

E.E. Anthony, from the Andalusia District, shall serve for two years. S.M. Baker, from the Demopolis District, shall serve for two years. C.R. Paul, from the Dothan District, shall serve for two years. W .M. Atkinson, from the Marianna District, shall serve for four years. J .M. Blake, from the Mobile District, shall serve for four years. John H. Lane, from the Montgomery District, shall serve for four years. W .H. Abbott, from the Pensacola District, shall serve for six years. D.E. Marietta, from the Selma District, shall serve for six years. M.K. Vickers, from the Troy District, shall serve for six years. W. Earl DuBois, Mrs. Charles Ratcliffe and Joel D. McDavid,

from the Conference at large, shall serve for two years. M.J. Newberry and H. Paul Mathison, from the Conference at large, shall serve for four years. Their successors in office, that is, from the respective Districts and from the Conference at large, shall serve for a period of six years. The Trustees from the various Districts shall be nominated by the Conference Committee on Nominations and elected by the Annual Conference. The five Trustees from the Conference at large shall be nominated by this Corporation and elected by the Conference. The Trustees from the respective Boards or Commissions shall be nominated by and from the respective Board or Commission, and they shall serve during their quadrennial term in office.

The Executive Director of the Conference Council on Ministries shall serve as Ex-Officio member of the Board without vote.

The Conference Treasurer shall serve as Ex-Officio member of the Board without vote.

ARTICLE IV. The Board of Trustees shall have the authority and responsibility for the administration of the Conference Assembly Grounds, including the adoption of policies, transaction of business, contracting of obligations and the employment and discharge of the personnel. At its pleasure the Board of Trustees may delegate responsibility. The Board shall make, and may change, the By-Laws for its procedure and the regulations for the conduct of the affairs of the Corporation. The Board shall meet at least annually and at such other times as the By-Laws may direct.

The Board may establish policies provided that they are not inconsistent with the Constitution and By-Laws governing this Conference action, or with the Laws of the State of Alabama, or the Laws of the United States of America, or with the *Discipline* of The Methodist Church. A majority of the Board of Trustees shall constitute a quorum and a majority vote of those present at any meeting shall control it. Any action taken at any meeting of the Board of Trustees, at which fifty per cent of the Trustees are present shall be the valid and legal act of the Corporation, and such meeting shall be a valid and legal meeting of the Board of Trustees.

ARTICLE V. The Corporation shall support the doctrine, and it, and all of its property, both real and personal, shall be subject to the laws, usages, as now or shall be from time to time established, made and declared by the lawful authority of The Methodist Church.

The Corporation shall have the power to acquire and hold title in fee simple, in Trust or otherwise to both real and personal property, in and to improve, incur, sell, convey and dispose of all such property in conformity with the *Discipline* of The Methodist Church and the Laws of the State of Alabama.

ARTICLE VI. The existence of the Corporation shall be perpetual.

ARTICLE VII. The Corporation shall be a non-profit Corporation and shall issue no stocks and is organized under Title X, Section 124 to 130, both inclusive, of the Code of Alabama, 1940 as amended.

ARTICLE VIII. The officers of the Board shall consist of a President, and such other officers as the Board of Trustees shall determine in its By-Laws. The officers are to be elected at the Annual meeting of the Board and they may be re-elected. The Board at its Annual meeting may elect an Executive Committee to have such functions and authority as may be assigned and delegated to it by the Board of Trustees of the Corporation.

ARTICLE IX. The officers shall perform the duties usually encumbered on their offices and such other duties as may be assigned. The President shall be an Ex-officio member of all Committees.

(Signed) S.M. Baker

(Signed) Marvin L. Warwick

(Signed) C.R. Paul

**BY-LAWS FOR THE ALABAMA-WEST FLORIDA  
ASSEMBLY GROUNDS COMMISSION, INC.**

**Adopted: May 5, 1980**

**Amended: June 5, 1991**

ELECTION OF OFFICERS. There shall be elected the following officers to carry out the functions and to direct the affairs of this corporation. There shall be a president, a vice-president, a secretary, and a treasurer. They shall be elected at the annual meeting of the corporation to serve for the ensuing conference year. They shall be elected to serve for one year, and they shall hold office until their duly elected successors shall have been elected and shall take office.

**ARTICLE II**

The president shall preside at all meetings of the Board of Trustees. He may call special meetings of the Board of Trustees as is consistent with the needs of the commission.

**ARTICLE III**

The vice-president shall, in case of the absence or disability of the president, perform the duties of the president.

**ARTICLE IV**

The treasurer shall have the custody of all monies and securities of the corporation. He shall keep or cause to be kept, regular books. All monies of the corporation shall be deposited in such depository or depositories as shall be designated by the Board of Trustees. Checks may be signed by any officer or member of the Board of Trustees as designated by the Board of Trustees from time to time. In addition the treasurer shall perform all other duties usually pertaining to his office.

**ARTICLE V**

The secretary shall keep the records of the corporation and the books of account, or shall cause the same to be done. He shall have custody of the seal of the corporation and he shall do all duties necessarily and usually performed by secretaries pertaining to this office.

**ARTICLE VI**

The books of the executive secretary and the books of the treasurer shall be audited annually by competent auditors. The treasurer and the executive secretary shall be bonded by blanket bond for \$25,000.00; or for \$12,500.00 individually, if a blanket bond is not feasible.

**ARTICLE VII**

The next annual meeting of the Board of Trustees shall be held within the thirty days preceding the opening of the annual session of the Alabama-West Florida Annual Conference. Notice shall be given as required by the Articles of Incorporation and Resolution of Incorporation.

**ARTICLE VIII**

Notice of all meetings, either regular or call, shall be in accordance with the Articles of Incorporation or the Resolution Authorizing Incorporation.

#### ARTICLE IX

In accordance with the Articles of Incorporation, a majority of the members of said Board shall constitute a quorum at any meeting thereof, and a majority vote of those present at any meeting shall control. There shall be no voting by proxy. The Board shall meet at such times and places as may be selected by the president or secretary and at least five (5) days notice of such meeting shall be given by mail to each member.

#### ARTICLE X

The rules and regulations of The United Methodist Church as set forth in the *Discipline* and the Articles of Incorporation and Resolution authorizing the incorporation and the laws of Alabama shall further govern the acts of this corporation.

#### ARTICLE XI

The membership of the Board of Directors shall be composed of one layperson and one, clergy from each district to be nominated by the annual conference committee on nominations and elected by the annual conference for a term of six years. (This part of this article shall become effective as terms expire.)

The Executive Director of the Conference Council on Ministries shall serve as Ex-Officio member of the Board without vote.

The Conference Treasurer shall serve as Ex-Officio member of the Board without vote.

#### SECTION E

#### Concerning Changes in BLUE LAKE COMMISSION CHARTER

#### BLUE LAKE COMMISSION CHARTER CHANGE

WHEREAS, The Blue Lake Commission has operated as a commission since its inception and its members have been called TRUSTEES.

WHEREAS, the Trustees of Blue Lake have been regarded as members of a quadrennial agency regarding the method of their election.

THEREFORE, be it resolved that the Alabama-West Florida Conference in session at Huntingdon College, Montgomery, Alabama, May 29-June 1, 1994 declare that the following change to ARTICLE III of the Blue Lake Charter be adopted. Change to Article II will be known as the Assembly Grounds Trustees.

#### CERTIFICATE OF INCORPORATION

ARTICLE III. The resolutions by the Annual Conference of the Alabama-West Florida Conference of the United Methodist Church hereinafter set out are made a part of this Certificate of Incorporation. The Trustees of said corporation shall be elected for a period of six (6) years in three (3) two-year classes. For the initial year of election only there shall be eight (8) trustees elected in a two-year class; and eight (8) trustees elected in a four-year class; and eight (8) trustees elected in a six-year class for a total of 24 Trustees.

There shall be two (2) persons elected from each district and six (6) shall be elected at large.

The classes elected for the first year shall be as follows:

Andalusia:	One 2 year and One 6 year term.
Demopolis:	One 2 year and One 4 year term.
Dothan:	One 4 year and One 6 year term.
Marianna/Panama City:	One 2 year and One 4 year term.
Mobile:	One 4 year and One 6 year term.
Montgomery:	One 4 year and One 6 year term.
Pensacola:	One 2 year and One 6 year term.
Selma:	One 2 year and One 4 year term.
Troy:	One 2 year and One 6 year term.
AT LARGE:	Two 2 year, two 4 year and two 6 year terms.
EX-OFFICIO:	United Methodist Women -Blue Lake Chairperson; Board of Education-Chairperson of Camping Committee; Conference Council Director; Cabinet Representative.

After the First year each class shall be elected for a period of six (6) years.

This paragraph shall take force with the class elected in 1996 and the other classes shall follow in two year increments.

The nominations shall come from a nominating committee appointed by the President of the Trustees and the said nominees shall be approved by vote of the Trustees and presented by the Blue Lake Trustees directly to the Annual Conference for election by the Annual Conference.

## **BY- LAWS OF THE ALABAMA-WEST FLORIDA ASSEMBLY GROUNDS TRUSTEES**

Adopted May 5, 1980

Revised June 5, 1991

Revised January 16, 1997

Revised June 9, 2004

### **ARTICLE I**

**ELECTION OF OFFICERS** There shall be elected the following officers to carry out the functions and to direct the affairs of this corporation. There shall be a president, a vice president, a secretary, and a treasurer. The officers will be elected at the first of the quadrennium to serve a four (4) year term, and they shall hold office until their duly elected successors shall have been elected and shall take office. The Executive Committee shall be composed of the officers of the corporation as well as one clergy and one lay person elected at large by the Trustees to serve for a four (4) year term. The Executive Committee will be empowered to act on behalf of the Board in between board meetings and will be responsible for reporting back to the Board.

### **ARTICLE II**

The **PRESIDENT** shall preside at all meeting of the Board of Trustees. He may call special meetings of the Board of Trustees as is consistent with the needs of the Trustees.



### ARTICLE III

The VICE-PRESIDENT shall, in case of the absence or disability of the president, perform the duties of the president.

### ARTICLE IV

The TREASURER shall have the custody of all monies and securities of the corporation. He shall keep or cause to be kept by the Executive Director of the corporation regular books and the Executive Director will have the authority to handle the day-to-day business matters as well as receiving and depositing all monies and to write checks for payment of salaries and bills. Checks may be signed by the Executive Director and his designee and the Treasurer. All checks must be signed by two of the above three people. All monies of the corporation shall be deposited in such depository or depositories as shall be designated by the Board of Trustees. In addition the treasurer shall perform all other duties usually pertaining to this office.

### ARTICLE V

The SECRETARY shall keep the records of the corporation and the books of account, or shall cause the same to be done. He shall have custody of the seal of the corporation and shall do all duties necessarily and usually performed by secretaries pertaining to his office.

### ARTICLE VI

The Books of the Assembly Grounds Executive Director and the books of the treasurer shall be audited annually by competent auditors. All personnel who handle finances shall be bonded by a blanket bond for \$50,000 or at least \$25,000 individually, if blanket bond is not available.

### ARTICLE VII

The Board of Trustees shall meet at least annually.

### ARTICLE VIII

Notice of ALL MEETINGS, either regular or called, shall be in accordance with the Article of Incorporation or the Resolution Authorizing Incorporation.

### ARTICLE IX

In accordance with the Articles of Incorporation, a majority of the members of said Board shall constitute a QUORUM at any meeting shall control. There shall be no voting by proxy. The Board shall meet at such times and places as may be selected by the president or secretary and at least ten (10) days notice of such meeting shall be given by mail to each members.

### ARTICLE X

The rules and regulations of The United Methodist Church as set forth in THE BOOK OF DISCIPLINE and the Articles of Incorporation and Resolution authorizing the incorporation and the laws of the state of Alabama shall further govern the acts of this corporation.

### ARTICLE XI

Ex-Officio members of the Board are without vote.

### ARTICLE XII

By-Law changes can be made only after the President has given 30 days notice of the proposed changes to the Trustees. Changes of the By-Laws requires a 2/3 vote of those present.