

**Handbook for the
Maine Sporting Camp Association
Includes
By-Laws
Definitions & Guidelines
The MSCA Code of Ethics**

As Revised December 2015

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BY-LAWS OF THE
MAINE SPORTING CAMP ASSOCIATION

ARTICLE I: Name

The name of the organization is the Maine Sporting Camp Association.

The Maine Sporting Camp Association was organized at Bangor, Maine, on April 17, 1987.

The Maine Sporting Camp Association shall be referred to herein as the Association or MSCA.

ARTICLE II: Organization

1. The MSCA was incorporated in 1987 as a private, non-profit corporation under Title 13, Chapter 81, M.R.S.A.
2. The MSCA is located and shall have its principal place of business at Bangor, Maine. Said corporation may have such other offices or places of business as is convenient or necessary for the conduct of business, if such arrangement is acceptable to the Directors.
3. As required by Maine Nonprofit Corporation Act, Title 13-B, the MSCA is designated as a mutual benefit corporation.

ARTICLE III: Purposes

1. To promote and protect the business interests of Maine sporting camps and lodges consistent with Title 13-B, M.R.S.A., and to perform such acts as is appropriate to a business or trade association as defined in Section 501 (c) (6) of the Internal Revenue Code of 1954 or similar provisions.
2. To preserve and defend the natural resources that serve as the foundation of the sporting camp industry, engaging in such matters as fishery and wildlife management, land use planning, wilderness values, public and private access, water levels maintenance, forestry practices, watershed ecology, and property rights.
3. To establish a code of ethics that will serve as a model to encourage responsible attitudes and actions toward resources, fellow members, and parties having interests different from those of the association and its members.
4. To seek and provide services to members of the association; such as group insurance and health plans, legal assistance, the benefits of the affiliation with outer segments of the accommodations industry, or other services.
5. To provide a forum for the exchange of information among members regarding trade-related matters and to facilitate the social interaction of members.
6. To encourage standards of excellence in the quality of services and the business conduct of member sporting camps.
7. To pursue organization policies and purposes, where fitting, legal, and feasible, in the court of public opinion and other appropriate areas.
8. To conduct appropriate research and to publish the results and conclusions derived there from.
9. To cooperate with other agencies and organizations of similar interests.
10. To publish and distribute a periodic newsletter to the members.

ARTICLE IV: Membership

Membership shall be divided into four (4) classes, as follows:

1. Full members shall be sporting camps, operating commercially in the State of Maine who offer American plan accommodations. (Full members may also offer housekeeping accommodations in addition to American plan accommodations.) Full members shall be “for-profit” entities. Full membership carries all voting privileges and eligibility for directorship and officers.
2. Nonprofit members shall include commercial sporting camps offer the American plan and are registered as non-profit entities under Title 13-B: Maine Nonprofit Corporation Act. Nonprofit members shall not have voting rights, but may serve as officers or directors.
3. Associate members shall include sporting clubs, fish and game associations, housekeeping-only lodging establishments, lodging houses, guide services, or other entities or individuals having an interest in the MSCA and its purposes. Associate members may be either for-profit or non-profit entities or individuals. Associate members shall not have voting rights and may not serve as officers or directors.
4. Trade or allied members shall include any or all of those persons, entities, groups, associations or other businesses who offer services or products to MSCA members, and are not eligible for other membership within the association. Trade or allied members shall not have voting rights and may not serve as officers or directors.
5. All candidates for membership, regardless of class, must be approved by a vote of the board of directors. The vote must result in at least two-thirds of the directors responding to the candidates request to become a member, to cast a vote of acceptance of the candidate. Sporting camps, as determined by the board, shall be those operations whose principal focus is fishing/and or hunting, and fall within the guidelines set forth under the definitions section. Other traditional outdoor activities which may be included, shall include but not be limited to: hiking, snowmobiling, photography, canoeing, kayaking, trapping, snow shoeing, cross country skiing, and outdoor education.
6. In the event that any member sells or transfers their business or changes the tax status from “non-profit” to “for-profit” or from “for-profit” to “non-profit” of said camps, their membership shall immediately terminate. An application for membership shall be re-submitted with the changes explained in the proper location, for approval by the board of directors.
7. It shall be the responsibility of each camp member that has any of the aforementioned changes taking place to notify the Secretary-Treasurer of any and all changes within 30 days of such change taking place.
8. A member may be considered for removal for actions that are considered unbecoming of, and/or by, an MSCA member. Removal shall also be considered for felonious activities which result in a conviction. All calls for removal must be approved by the board of directors and

Officers by a two-thirds majority of votes cast. A call for removal may be requested by any general member with an explanation, for the board of directors and Officers to consider.

ARTICLE V: Fees

Annual fees for each membership group shall be voted upon at the annual winter meeting of the membership. A simple majority shall be required to gain a passing vote.

ARTICLE VI: Meetings

1. The annual meeting of the members and directors of the MSCA shall be held at or near Bangor, Maine in the December or as scheduled by the board of directors.
2. Special meetings of the MSCA may be held at the call of the President or by a two-thirds vote of the board of directors.
3. At least fourteen days notice as to the time and place shall be given in writing or via e-mail, by the secretary or president, to all members prior to a regularly scheduled meeting.
4. Any special meeting may also be held by electronic means, via the telephone, computer, electronic mail, or by any other means available at the time or by means which may become available in the future, if determined that such a meeting will benefit the MSCA and is approved by a simple-majority vote of the board of directors. Such meetings may include any combination of the above listed means.

ARTICLE VII: Board of Directors

1. A board of directors shall be elected at the annual meeting for the purpose of managing all activities and actions of the association and for conducting corporate business.
2. The board of directors shall consist of a minimum of four and a maximum of fifteen directors. Every reasonable effort shall be made to ensure that a geographic balance is maintained.
3. The term for each director shall be two years.
4. The terms for the board of directors shall be staggered such that one-half of the board of directors will be elected on even years and the other one-half shall be elected on odd years.

ARTICLE VIII: Board of Directors Meetings

1. The board of directors shall hold at least three regularly scheduled business meetings each year, at the call of the president.
2. Any matter that requires a vote from the board of directors shall be voted upon within a consecutive seven day period, if that vote is taking place by means other than at a regularly scheduled directors meeting at a single physical location. Directors not responding within the seven-day period, or not being present at such vote, shall not be considered as voting on the matter. The responding directors, or directors present, shall constitute a quorum for that particular vote.
3. All members of the MSCA are free to attend any and all regularly-scheduled directors meetings that are held in a single physical location.

ARTICLE IX: Officers

1. The officers of the Association are a president, vice president, secretary, and treasurer. If approved by a simple-majority vote of the board of directors, the secretary and treasurer positions may be combined into one office or may be split into two offices. The officers shall perform the duties customarily associated with their respective offices.
2. The officers shall be elected each year by and from the general membership at the annual winter meeting, with one-year terms commencing at the annual winter meeting.
4. A nominating committee appointed by the president, or from volunteering members wishing to serve on the committee, shall present a list of candidates for officers to the annual winter meeting. The nominating committee's list of candidates shall be approved by the board of directors at the directors' meeting immediately preceding the annual winter meeting. Candidates for officer positions may also be nominated from the floor at the annual winter meeting.
5. All officers may be re-elected to successive terms.
6. Elections of the officers and directors shall be by written ballot whenever two or more candidates contest a position.
7. The president shall serve as chair of the board of directors.

ARTICLE X: Vacancies

Vacancies for all unexpired terms on the board of directors or among the officers shall be filled by elective action of the directors.

ARTICLE XI: Voting Rights

1. Each full-member sporting camp whose membership is in good standing is entitled to one vote at a meeting of the general membership.
2. Any member who is in good standing and is unable to attend a meeting may proxy their vote to another full member. A written proxy signed by the absent party or an electronic proxy from the member's main e-mail address may be counted in any business matter of the corporation at a membership meeting and/or at a director's meeting. A maximum of 4 proxy votes may be delivered to a single meeting by another member who is in good standing.

ARTICLE XII: Parliamentary Authority

All procedural questions not resolved by formal article herein shall be determined in accordance with Roberts Rules of Order Revised, except that a majority of the directors, present in person or by proxy, shall constitute a quorum of the board of directors.

ARTICLE XIII: Amendments

These by-laws may be amended by a two-thirds vote of those present in person or by proxy at any regular or special meeting of the membership, provided at least fourteen days notice in writing shall have been given as to the purpose and content of the proposed amendment.

ARTICLE XIV: Tax Provisions

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purpose set forth in Article III thereof. Notwithstanding any other provisions of these articles, the 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) (6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XV: Distribution of Assets upon Dissolution

Upon dissolution of the corporation, the board of directors shall, after having provided for payment of all liabilities of the corporation, dispose of all remaining assets in such manner or to such organizations organized and operated exclusively for charitable, benevolent, educational, or scientific purposes, that shall qualify as an exempt organization under the Internal Revenue Code of 1954 or corresponding provision of any future United States internal revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for such purposes or to such organizations as the court shall determine.

ARTICLE XVI: Fiscal Year

The accounting year of the Association shall be from January 1 through December 31.

ARTICLE XVII: Indemnity

The power to indemnify officers, directors, employees and agents, and to purchase and maintain insurance shall be provided by the provisions of the Maine Nonprofit Corporation Act, as amended.

DEFINITIONS AND GUIDELINES

COMMERCIAL SPORTING CAMP

12 M.R.S.A. §682(14). “Comercial sporting camp” means a building or group of buildings devoted primarily to the offering of lodging facilities for a fee, to persons primarily in pursuit of fishing and hunting, primitive recreation or snowmobiling.

For purposes of the MSCA, the term “commercial sporting camp” shall additionally be construed according to the following:

- A. A facility which offers American plan accommodations;
- B. A facility which functions primarily as a destination for the above activities rather than a transient lodging facility or a base of operations for activities in another location, such as whitewater rafting;
- C. A facility which, at its maximum capacity, can accommodate between ten (10) and fifty (50) guests overnight;
- D. A facility which includes at least one resident, on-site attendant who is available on a full-time basis to meet the needs of guests.
- E. A facility which is typically, but not necessarily, situated in a remote location;
- F. A facility which typically consists of, but does not necessarily include, all of the following: a number of cabins for the housing of guests (including housekeeping cabins); a main lodge for serving of meals and socializing for the guests; outbuildings for housing of the owners, guides, and other workers; a workshop; woodsheds; laundry; equipment storage; and other utility buildings as needed. Single-unit outpost cabins are also considered a part of the commercial sporting camp.

GUEST

All persons are considered a guest if they are charged to stay at the sporting camp. A person may also be considered a guest if they are on the camp premises to make reservations, purchase merchandise, or to make inquiries and gather information which they may use to make a decision to the feasibility of making a reservation with the camp or utilizing any other services that the camp may offer. Any person or persons that has a gift certificate that is accepted at the camp is considered as being “charged” for their stay, whether they have paid for the gift certificate, or someone has purchased it for them. Any person or persons winning a stay with any member camp shall be considered as a guest. Persons coming to the camp with the intent of selling a service or product or acting in any official capacity shall not be considered a guest unless specifically asked to be a guest of said camp.

CODE OF ETHICS

GENERAL:

Our code of ethics is a self-imposed guide for the conduct of all members, including full, non-profit, and associate members, of the Maine Sporting Camp Association. Members are expected to conduct their business activities with integrity and in a manner that will benefit both themselves and the Association.

Full members may use the Association name and logo on business and personal correspondence only to indicate membership. The use of the name and logo shall only be used where considered to be in good taste and like kind by the Board of Directors, officers, and general membership. Non-profit, associate, and allied members shall so indicate their status directly below the logo.

When stating a position on an issue outside the Association, members shall speak only for themselves and not for the Association unless authorized in writing by the Board of Directors.

Disagreement with the Association positions or programs, or with other members, shall be kept within the Association and not aired publicly.

The board of directors may impose revocation of membership in the Association, upon any member judged unworthy of membership, by a two-thirds majority vote. Such unworthiness must be confined to non-compliance with the concepts of the code of ethics. Any member subject to revocation of membership shall be afforded the opportunity of appearing before the board and being heard.

OBLIGATIONS TO THE PUBLIC:

MSCA members will treat all clients and guests with respect and courtesy.

MSCA members shall meet all obligations as advertised, shall not use false or misleading advertising practices, and shall not misrepresent the nature or characteristic of the member camp.

Employees and contract guides shall be directed by members to adhere to full compliance of Maine Fish and Wildlife regulations and laws.

MSCA members who provide boats, motors, and other equipment shall provide such equipment in safe and usable condition and which is designed for the use intended.

Gratuities of all types designated by guests for guides and staff shall be promptly and in whole presented to the person or persons intended in accordance with laws in effect at the time.

OBLIGATIONS TO OTHER MEMBERS:

MSCA members will not attempt to discredit the activities of other members. Success shall be earned by one's own professional capabilities.

OBLIGATIONS TO WILDLIFE AND WILDLIFE HABITAT:

MSCA members will support the conservation of wildlife and maintenance of wildlife habitat. Harvest practices of all natural resources will be consistent with a long-term goal of sustained yield and improved health of the natural environment.