

# Bylaws for Escapees Social Network, Inc.

## Chapter 8, MEXICAN CONNECTION

Adopted February, 2015

### ARTICLE 1 – NAME, PURPOSES, POWERS, AND OFFICES

#### 1.1 Name

The name of this Chapter is Escapees Social Network, Inc., *Chapter 8, MEXICAN CONNECTION*

#### 1.2 Purposes and Powers

This Chapter is organized and operated for the following general purposes:

*Established in 1985 to introduce Escapee Chapter 8, Mexican Connection members to RV travel in Mexico, its scenery, traditions, food, culture, and folklore; to travel south of the border and to give back more than the enriching experiences gained through charitable donations and patronizing local businesses; and to enable Chapter 8 members to feel comfortable returning to Mexico for future rallies as well as their own road trip adventures.*

Within these purposes, the Chapter shall provide social and recreational activities for individual members associated with Escapees RV Club. The assets and property of the Chapter are hereby pledged for use in performing its exempt purpose. Moreover,

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

### ARTICLE 2 – MEMBERSHIP

2.1 Membership in the Chapter is open to all current members of Escapees RV Club.

#### 2.2 Number and Qualifications

The Executive Board shall consist of at least three (3) officers but may contain more. Officers will include a President, *First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Immediate Past President. Other officers are Chapter Newsletter Editor, Membership Chair, Historian, and Webmaster. These officers shall constitute the Executive Board.* Any two or more offices may not be held by the same person.

#### 2.3 Term of Office

Officers shall serve until such officer's successor is elected and qualified, or until such officers' earlier death, resignation, retirement, disqualification or removal from office. *The term of office for each elected officer shall be one year. Officers may serve more than one term.*

## **2.4 Nomination of Officers**

A Nominating Committee will nominate candidates for successor officers. At any meeting at which the election of an officer occurs, any member may nominate a person with the second of any other member. In addition to nominations made at meetings, a nominating committee may consider nominees.

## **2.5 Election of Officers**

A person who meets qualification requirements to be an officer and who has been nominated may be elected as an officer. *Officers shall be elected by a majority vote of those members at the Annual General Meeting in Mexico at which a quorum is present.*

*A Nominating Committee shall be appointed by the President. The Nominating Committee shall obtain at least one nominee for each office. Additional nominations, with verbal consent, may be taken from the floor. The Nominating Committee's slate of officers will be posted on the Rally bulletin board one day prior to the Chapter's Annual General Meeting.*

*In the event the Chapter is unable to fill the position of any Vice President or other Officers, it shall not constitute a violation of these Bylaws.*

## **2.6 Duties of Officers**

Officers will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Chapter. Ordinary care is care that prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Chapter or another person that were prepared or presented by a variety of persons, including Officers of the Chapter, professional advisors, or experts such as accountants or attorneys. An officer is not relying in good faith if the officer has knowledge concerning a matter in question that renders reliance unwarranted.

*Duties of officers are described in the Chapter Officers' handbook From Escapees National Headquarters and in the Chapter 8 job descriptions as outlined by the Executive Board.*

## **2.7 Filling of Vacancies**

Any vacancy occurring in the Board of Officers resulting from the death, resignation, retirement, disqualification or removal from office of any director will be filled by the affirmative vote of a majority of the members present at any meeting of the Chapter at which a quorum is present. Any officer elected or appointed to fill a vacancy will hold office for the remainder of the vacated term and until such officer's successor is elected and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

## **2.8 Removal**

Any officer can be removed, either for or without cause, by the affirmative vote of a majority of the members present at any meeting of the Chapter at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the officer proposed to be removed.

## **2.9 Resignation**

Any officer may resign at any time by delivering written notice to the Secretary or President of the Executive Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

## **2.10 Officers' Compensation**

Officers will not receive any salaries or other compensation for their services, but, by resolution of the Executive Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Chapter, as long as a majority of disinterested officers

approve the reimbursement. The Chapter will not loan money or property to, or guarantee the obligation of, any officer.

## **ARTICLE 3 – EXECUTIVE BOARD**

### **3.1 General Powers; Delegation**

The Chapter is an Executive Board-managed organization. The activities, property, and affairs of the Chapter shall be managed by its Executive Board.

The Executive Board may exercise all such powers of the Chapter and do all such lawful acts and things as are permitted by law, by the Certificate of Formation, or by these Bylaws, unless otherwise expressly provided herein.

## **ARTICLE 4 – NOTICES**

### **4.1 Notice**

One (1) day notice must be given to all Officers and members present of any meeting of the Executive Board and regular general meetings. Notice of meetings may be given by electronic transmission (i.e., e-mail).

## **ARTICLE 5 – MEETINGS**

### **5.1 Meetings**

The Executive Board will hold at least one meeting a year. *Executive Board meetings shall be held at the call of the President, or at the request of any other two officers. The Annual General Membership Meeting will be held at the Annual Rally in Mexico.*

### **5.2 Quorum and Manner of Acting**

*A quorum of at least 10 members, including one Officer shall be required for conducting the business of the Chapter at meetings. A majority vote of members present is required.*

*Accurate minutes must be kept of business conducted at all meetings. Minutes will be the only legal record of all meetings. Votes at all meetings will be recorded..*

### **5.3 Proxy Voting Prohibited**

Proxy voting is not permitted.

## **ARTICLE 6 – OPERATIONS**

### **6.1 Contracts**

The Executive Board may authorize any officer or officers, or agent or agents, of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

### **6.2 Disbursement of Funds**

*The Treasurer may dispense the funds of the Chapter in accordance with the annual budget approved by the Executive Board and the purposes of the Chapter as set out in the Certificate of Formation and these Bylaws.*

Financial transactions with the value of \$2,000.00 or more that are *not* in the annual budget require approval of the Executive Board.

*Any Officer, Rally Host or Committee member who is handling any type of funds for Chapter 8 shall keep an accurate account of such funds, including receipts and disbursements, i.e. check, debit card, Pay Pal, wire transfer, or other means, and shall turn over said funds, or a bank deposit receipt from the official Chapter 8 account, with a written balance accounting, to the Treasurer.*

### **6.3 Records**

The Chapter will keep correct and complete records of account and will also keep minutes of the proceedings of the Board and General Meetings. The Chapter Secretary will keep the original or a copy of its Bylaws, including amendments to date.

### **6.4 Dividends Prohibited**

No part of the net income of the Chapter shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Chapter shall be distributed to its directors or officers.

### **6.5 Loans to Officers and Directors Prohibited**

The Chapter will not make loans to its officers and members.

### **6.6 Fiscal Year**

The fiscal year of the Chapter will be *May 1 to April 30 to coincide with the Chapter's primary activities on a Rally in Mexico in the January-March time frame*

### **6.7 Invalid Provisions**

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

### **6.8 Powers to Amend**

These Bylaws may be amended or repealed, or new Bylaws may be adopted at any Annual or special meeting of the Executive Board if a quorum is present, and then by the affirmative vote of a majority of the members present at a General Meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Officers from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new Bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

### **6.9 Standing Rules**

*The Chapter may adopt a set of Standing Rules to cover activities and/or situations not specified in the Bylaws.*

## **CERTIFICATION**

The undersigned, being the duly elected and qualified Secretary of the Chapter, hereby certifies that the foregoing Bylaws of the Chapter were duly adopted by the Executive Board and members of the Chapter.

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Maryke Hines, Acting Secretary

Date\_\_\_\_\_