

Bylaws for Escapees Social Network, Inc.
Chapter 8, Mexican Connection

As adopted at the General Meeting at Victor's RV Park, San Felipe, B.C., Mexico, March 2, 2023

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 traveling 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 México 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, Inc. 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 Chapter 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 Eligibility

Membership in the Chapter is open to all current Members of Escapees RV Club upon becoming dues paying Members of the Chapter.

2.2 Number and Qualifications

The Board shall consist of at least three (3) Officers, President, Secretary, and Treasurer, but may contain more. Additional Officers may include the First Vice President (Wagonmaster), Second Vice President (Assistant Wagonmaster), Membership, Webmaster, Charity, and Immediate Past President. Any two offices may be held by the same person but that person shall have only one vote on the Board. The Board will have a quorum if at least 50% of the Board Members are present. Meetings may be held in person, by email, and by phone, or any combination thereof.

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 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 Officer(s), 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 Officers, 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 RV Club, Inc. and in the Chapter 8 Standing Rules, and in the Chapter 8 job descriptions as outlined by the Board.

2.7 Filling of Vacancies

Any vacancy occurring in the Board resulting from the death, resignation, retirement, disqualification or removal from office of any 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 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 Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Chapter, if 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 – BOARD

3.1 General Powers; Delegation

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

The 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 of any meeting of the Board and regular General Meetings. Notice of meetings may be given by electronic transmission (i.e., email).

ARTICLE 5 – MEETINGS

5.1 Meetings

The Board will hold at least one meeting a year. 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 unless circumstances beyond the control of the Chapter require the Annual General Membership Meeting be held in an alternative location selected by a majority vote of the Board.

5.2 Quorum and Manner of Acting

A quorum of at least twenty (20) Members, including two (2) Officers 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 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 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 Board.

Any Officer, Wagonmaster, 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 tender 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 certified (signed) original of its Bylaws and Standing Rules as amended to date. Said certified copies of the current Bylaws and Standing Rules will be forwarded to the Escapees RV Club, Inc., and the Chapter Historian, and posted on the Chapter website.

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 as compensation.

6.5 Loans to Officers and Directors Prohibited

The Chapter will not make loans to its Officers or 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, usually 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 regular or special meeting of the Board if a quorum is present, and then by the affirmative majority vote of the Chapter Members in good standing 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 appointed Secretary for the Rally, hereby certifies the foregoing, Bylaws of the Chapter were duly adopted by the Board and ratified by Members of the Chapter at the General Meeting.

Robert Pimentel, Appointed Secretary

Date