

BYLAWS OF ESCAPEES SOCIAL NETWORK, INC., CHAPTER 8, MEXICAN CONNECTION

ARTICLE I: NAME AND PURPOSE

1.1 Name

The name of the organization shall be Escapees Social Network, Inc., Chapter 8, Mexican Connection, hereinafter referred to as the "Club."

1.2 Purpose and Powers

The Club is organized for social and recreational purposes as a 501(c)(7) organization under the United States Internal Revenue Code. The Club's purposes are to:

- a) Organize RV travel in Mexico for its members so they experience its culture, geography, environment, and folk traditions while visiting and patronizing local Mexican communities.
- b) Provide knowledge, skills and experience to Club members that facilitate safe and enjoyable RV travel in Mexico; and to
- c) Provide philanthropic support for Mexican communities, institutions, and its citizenry.

The assets and property of the Club are hereby pledged for use in performing these activities and its exempt purpose. Moreover, no part of the net earnings of the Club shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the Club 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 II: MEMBERSHIP

2.1 Eligibility

Membership shall be open to any individual who is a member of the Escapees RV Club, Inc., or its successor, supports the Club's purpose, and is willing to abide by its bylaws, rules, and policies.

2.2 Class of Members

There shall be only one class of membership in the Club and acceptance as a member requires payment of membership fees to both Escapees RV Club, Inc., or its successor, and the Club in accordance with each organization's respective membership requirements.

2.3 Suspension and Termination of Memberships

A member may be suspended, or terminated from membership for conduct that the Board has determined is detrimental to the Club's purpose, or contrary to the Bylaws, Standing Rules, Code of Conduct, or policies. Members being considered for suspension or termination by the Board of Directors shall be provided with the opportunity to be heard orally or in writing at least three (3) days

prior to the Board meeting where the suspension, or termination vote will be conducted. The member will be notified of the results of the Board's decision orally or in writing. If written notice is mailed via the USPS, it shall be sent to the last known address shown in the Club's records.

2.4 Privileges of Membership

Membership in the Club enables the member to receive during their period of membership:

1. Access to the Club's website. Currently that is mexicanconnection08.com.
2. Access to member content on the Club's Facebook Group or other adopted social media venues, if used.
3. Ability to nominate, be nominated, and vote for the Club's Board of Directors and the elected officers managing the affairs of the Club.
4. Ability to attend Club sponsored travel events such as RV rallies in Mexico and elsewhere, educational and social activities such as workshops, webinars, and other official member-focused activities.
5. Ability to attend any other special events as may be sponsored by the Club.
6. A Chapter 8 - Mexican Connection Member Decal for display on their RV or motor vehicle.

ARTICLE III: CLUB BOARD OF DIRECTORS

3.1 General Powers; Delegation

The Club is a Board-managed organization. The activities, assets, and affairs of the Club shall be managed by an active, volunteer working Board of Directors.

The Board of Directors may exercise all such powers of the Club and do all such lawful acts and things as are permitted by law or by these Bylaws, unless otherwise expressly prohibited herein, including:

1. Providing overall management and control of the affairs and business of the Club
2. Providing fiduciary oversight of the Club and adhering to the business and finance requirements in the Bylaws, Standing Rules, and other relevant laws.
3. Suspend, terminate, and/or consolidate committees of the Club by resolution or an amendment to the Bylaws or Standing Rules.

3.2 Number and Qualifications

The Club's Board of Directors shall consist of a minimum of three officers: President, Secretary, and Treasurer. Additional voting officers, when elected by the General Membership, or appointed by the Board of Directors under limited circumstances, shall consist of:

1. Wagonmaster
2. Assistant Wagonmaster
3. Assistant Treasurer
4. Membership Manager
5. Philanthropy Manager
6. Social Activities Manager
7. Digital Media Manager
8. Historian/Archivist

The positions of Membership Manager, Philanthropy Manager, Social Activities Manager, Wagonmaster, Assistant Wagonmaster, Assistant Treasurer, and Digital Media Manager may be either

elected to a voting position **or** elected by the General Membership to a non-voting position, or by a majority of the Board of Directors to a non-voting, advisory position to the Board and General Membership.

Additional positions of **Board Emeritus** may be appointed by the Board of Directors. It is a special, honorary, and non-voting role.

- The President Emeritus position may be designated with an affirmative vote of the majority of the current Board of Directors and shall serve for the remainder of the fiscal year, unless subsequently designated to an additional term by a successor Board of Directors.
- S/he does not participate in the day-to-day operations of the Club.
- S/he serves as an advisor to the current President, Board of Directors, and members, while sharing insights and guidance based on their historical knowledge of the Club, experience in Board governance, and other possible areas of management expertise.
- Represents the Club at Escapees rallies, special events, ceremonies, and public functions with approval of the Board of Directors
- Supports the Club's initiatives and advocates for its goals in the RV community, RV travel industry, leveraging his or her reputation and experience.
- Is typically non-compensatory, though the Club may provide honoraria or approved expense reimbursements for specific duties performed in this capacity.

3.3 Term of Office

- a) The term of office of each Board position shall be one year or until the position's successor is elected or appointed and shall last at minimum until the end of the position's remaining term.
- b) Officers shall conduct their duties and responsibilities until the end of the fiscal year and facilitate the transfer of these obligations to any newly elected officers in a professional manner at the immediate start of the new fiscal year.
- c) Any of the voting officer positions may be occupied by one or more people, if approved by the General Membership or Board of Directors (e.g. Co-membership Chair).
- d) No person shall serve on the Board of Directors for more than four consecutive years without a two-year hiatus after the four years in office.
- e) If any Board Officer position with a right to vote in Board deliberations is combined with another voting officer Board position held by one individual, the Officer shall be limited to only one vote in all board deliberations. Shared positions (e.g. Co-membership Chair) shall only have one vote.

3.4.0 Family Relationship

No individual shall be eligible to serve as a voting member of the Board of Directors if they are a spouse, domestic partner, or immediate family member of another Board officer.

3.4.1 Definition of Spouse and Family Members

- **Spouse:** A person to whom an individual is legally married.
- **Domestic Partner:** An individual with whom an officer shares a domestic partnership, as recognized under applicable laws.
- **Immediate Family Member:** For the purposes of these bylaws, "immediate family member" includes, but is not limited to, parents, children, siblings, and in-laws.

3.4.2 Application

In the event that an individual who is a spouse, domestic partner, or immediate family member of a current director is appointed or elected to the Board, the election or appointment of such individual shall be immediately deemed void, and the Board of Directors shall promptly take action to fill or leave empty the vacancy per Article IV of these bylaws.

3.5 Nomination of Officers

- a) A Nominating Committee solicits volunteers to serve on the Board of Directors and creates a recommended slate of Candidates for the officer election or whenever vacancies might occur on the Board.
- b) The Nominating Committee shall be appointed by the Club President and Board Emeritus. It should consist of a minimum of two members from the existing Board and three non-officer members. In addition, any current Club member may also nominate a person with the Second of any other Club Member. All nominees may present to the Nominating Committee a written statement of their qualifications and interest in the position for which they are nominated, and that information shall be shared with the General Membership at an election meeting. That statement shall be shared with the eligible members present at an election meeting.
- c) These candidate statements and the full slate of nominees shall be provided to the extent possible to the Board of Directors and General Membership no later than 24 hours prior to the holding of an election by the General Membership.

3.6 Election of Officers

- a) Officers shall be elected by a majority vote of all Members either via voting electronically or by being present at a General Membership meeting.
- b) Multiple General Membership meetings may be held in any fiscal year.
- c) In the event the Club is unable to fill the position of an Officer, it shall not constitute a violation of these Bylaws.

3.7 Good Faith Effort

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 Club. Ordinary care is defined as care that prudent people in similar positions would exercise under similar circumstances.

Good faith effort is demonstrated by attendance at meetings, training, events, and respectful participation in discussions, whether in person, by telephone, e-mail or using other communication technology adopted by the Board.

In the performance of any duty imposed or power conferred on Officers, the Officers may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Club or another person that were prepared or presented by a variety of persons, including Officers of the Club, professional advisors, or experts such as accountants or attorneys. An Officer is deemed to not be relying in good faith if the Officer has knowledge concerning a matter in question that renders reliance unwarranted.

3.71 General Duties and Responsibilities of Officers

The short descriptions below are broad characterizations of officer functions. A more comprehensive description of duties and responsibilities is contained in the Club's Standing Rules.

- **President:** Leads the Board of Directors, presides over meetings, oversees the Club's affairs, and acts as a primary liaison and strategic guide.
- **Board Emeritus:** Serves as a mentor and advisor to the Board and President, representing the Club at special events without voting rights.
- **Secretary:** Maintains all official records and minutes, manages elections, and ensures proper documentation and communication within the Club.
- **Treasurer:** Oversees fiscal management, including accounting, compliance, and reporting, while educating the Board on financial best practices. For banking purposes, the Treasurer is authorized to conduct electronic financial transactions in support of Board policy.
- **Assistant Treasurer:** Supports the Treasurer in overseeing fiscal management, including accounting, compliance, and reporting, and may, with additional Board approval, be a Key Executive for electronic commerce activity.
- **Wagonmaster:** Plans and coordinates the Club's international travel, managing logistics, group travel budgets, travel itinerary, dates and participant registration.
- **Assistant Wagonmaster:** Supports the Wagonmaster in planning and executing Club travel events while gathering member input for future Club travel planning.
- **Membership Manager:** Manages membership records, dues, and recruitment strategies, ensuring active member engagement and accurate data.
- **Philanthropy Manager:** Directs the Club's philanthropic efforts, managing donor relations, financial reporting, and charitable engagement during events.
- **Activities Manager:** Plans and coordinates social activities during Club travel and their social, educational, and recreational events, ensuring member engagement and efficient management of event logistics.
- **Digital Media Manager:** Manages the Club's digital presence, including websites, social media, and the online tools used to support Club operations and publicize the Club's purpose and marketing, promotion, education, and travel activities.
- **Historian/Archivist:** Organizes and preserves the historical record of the Chapter, its members, governance documents (Agendas, minutes, resolution Journal), publications, and social media account content for Board and member access.

3.8 Officers' Compensation

Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for actual expenses incurred in the performance of their duties for the Club, if a majority of disinterested Officers approve the reimbursement. The Club will not loan money or property to or guarantee the obligation of any Officer.

3.9 Conflict of Interest

Each Board member, officer, key executive, and members of committees or subcommittee of the Board, with Board delegated powers shall conduct him or herself in a manner consistent with the Club's Code of Conduct, as may be amended by the Board of Directors from time to time.

Article IV: Officer Vacancies and Removal

4.1 Vacancies

- a) Any vacancy occurring in the Board of Directors, including those arising from the application of the family relationship restriction in Sections 3.4x, may be filled by a vote of the Board of Directors, or in the absence of all but one elected officer, by that remaining Board member.

- b) Not all vacancies need be filled without constituting a violation of these Bylaws.

4.2.1 Removal

- a) Any Officer can be removed, either with or without cause, by the affirmative vote of a majority of the Members present at any meeting of the Club's General Membership 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.
- b) Should a member be absent for two (2) or more consecutive meetings of the Board of Directors in any fiscal year without being authorized by the Board of Directors, or fails to participate in other expected group decision making activities, s/he shall be deemed disqualified from further serving on the Board immediately and for three (3) subsequent years, and the Membership shall be notified that the Board position is vacated.

4.3 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. If the Officer resigns orally but does not provide written notice, the resignation shall be deemed effective no more than 14 days after the date of the original notice.

Article V: Meetings

5.1 Notice

A one (1) day good faith effort notice of meetings must be given to all Officers and Members of any meeting of the Board of Directors and regular General Meetings. Notice of meetings may be given by electronic transmission (i.e., email, SMS/Text, audio/video conferencing session, publishing on the Club website, or via a sanctioned social media venue, etc.).

5.21 Regular and Special Board Meetings

- a) Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.
- b) Special meetings of the Board of Directors may be called by the President, or any two directors.

5.3 Membership Meeting Quorum and Manner of Acting

- a) A quorum of at least twenty-five (25) Members, including three (3) current Officers, shall be required to conduct a Club's General Membership meetings. A majority vote of Members present at meetings is required to approve business decisions. If there are no current officers holding office at the time of the meeting the attending members shall elect by majority vote atemporary meeting managers and a recorder of meeting decisions.
- b) Accurate minutes must be kept of business conducted at all meetings. Written minutes will be the only legal record of all meetings. Votes and other decisions at all meetings shall be recorded in meeting minutes and in a shared Journal of Board Resolutions.

5.4 Meeting Frequency

- a) The Board of Directors will hold at least four meetings in each fiscal year.
- b) A General Membership Meeting shall be held at a designated location in Mexico unless circumstances require that a General Membership meeting be held in an alternative location or time period. These meetings can be conducted by suitable electronic means as specified in the Club's Standing Rules.

5.5 Proxy Voting

Proxy voting is not permitted.

ARTICLE 6: OPERATIONS

6.1 Restrictions on Income

- a) No more than 35% of the gross receipts of the Club come from non-members, and not more than 15% of the gross receipts should come from the use of Club facilities or services used by the general public.
- b) While membership dues must comprise the majority of the Club's income, the Club can use fundraising to support progress toward a specific goal or project, including philanthropy and travel operations. These receipts are not tax-deductible for the contributors unless the Board enters into an agreement with a charitable donation pass-through organization that offers tax deductibility opportunities.

6.2 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

6.2 Disbursement of Funds

- a) The Treasurer may dispense the funds of the Club in accordance with the annual budget and/or determinations approved by the Board of Directors, and consistent with the purposes of the Club as set forth in the Club Bylaws.
- b) Financial transactions with the value of \$150.00 or more that are not approved within the annual approved budget require advanced approval of the Board of Directors.
- c) Any Officer or Board designated Member who is handling any type of funds for Club shall keep an accurate account of such funds, including contracts, agreements, contracts, receipts and disbursements (i.e., check, debit card, automated clearing house (ACH), wire transfer, or other means) and shall tender said received funds with a bank deposit receipt from any official Club financial account, with a written balance accounting, to the Treasurer or his/her designee.
- d) At the conclusion of each fiscal year, the Board shall maintain a financial reserve of at least \$5,000 for the purpose of paying for operational expenses in the next fiscal year.

6.3 Records

- a) The Club must keep correct and complete records of financial and legal accounts and must also keep minutes of the proceedings of the Board of Directors and General Meetings. The Club Secretary will keep the certified (signed) original of its Bylaws, Standing Rules, and Code of Conduct, as amended to date, and copies of the adopted documents from the seven prior years of Club operation. These copies shall be forwarded to the Escapees RV Club, Inc. or its successor, and be published on the Club's website and social media site(s), and to the person(s) that subsequently occupy the same Board position.
- b) The Club Historian/Archivist shall be provided with copies of these records for long-term retention and accessibility
- c) The Club Secretary shall maintain and publish on the Club website a *Journal of Board Resolutions* that records all substantive decisions of the Board of Directors for the last five years.
- d) Officers that utilize digital software applications or instruments for control of financial assets shall accurately relinquish their digital asset records (e.g. usernames, passwords, and related

documentation) to their successors prior to the start of any fiscal year or upon request from the Board. Failure to do so shall be deemed as theft and subject to civil or criminal action.

6.4 Dividends Prohibited

No part of the net income of the Club shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Club shall be distributed to its directors or Officers as compensation.

6.5 Loans to Officers and Directors Prohibited

The Club shall not make loans to its Officers or Members.

6.6 Fiscal Year

The fiscal year of the Club will be May 1 to April 30 of each year.

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 Standing Rules and Club Code of Conduct

The Club shall adopt a set of Standing Rules and an official Club Code of Conduct to cover behavior of officers and members in circumstances, activities, requirements, duties, responsibilities and/or situations affecting Board operations not otherwise specified in the Bylaws.

Article VII: Miscellaneous

7.1 Indemnification:

- a) The Board of Directors may acquire insurance protection for any aspect of Club operations, including, but not limited to: Commercial General Liability (CGL), Special Event Liability, Motor Vehicle Liability, Directors and Officers Liability (D&O) Liability, Sexual Conduct and Physical Abuse (ISCPA) liability, Social Service Professional (SSP) Liability, Cyber insurance, and other insurance instruments.
- b) The Board of Directors may purchase Surety bond protection for the position of Treasurer.

Article VIII: Amendments

8.0 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 of Directors if a quorum is present, and then by the affirmative majority vote of the Club members in good standing present at a general membership meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting is given; 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.

Certification

I, [Name], <interim> Secretary of Escapees Social Network, Inc. Chapter 8, Mexican Connection certify that the foregoing is a true and correct copy of the Bylaws of the Club as adopted by the Board of Directors on

[Date].

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