

Bylaws for the GEORGIA AZALEAS of Escapees Social Network, Inc.

Adopted July 30, 2019

ARTICLE 1 – NAME, PURPOSES, POWERS, AND OFFICES

1.1 Name : The name of this Chapter is GEORGIA AZALEAS, an affiliate of Escapees Social Network, Inc.

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

To provide social and recreational activities. To provide opportunities for members to be together through social and/or charitable activities. Activities may be of a wide variety associated with RV'ing. Activities may include luncheons, planned chapter outings and visits to area attractions and sporting events, and/or holiday get-togethers with other members. The Chapter will create opportunities for club members to interact with each other, which may include "birds of a feather" groups for members who share special interests associated with RV'ing (such as computers on the road, biking and hiking, amateur radio, pets, quilters, and more).

Within these purposes, the Chapter shall perform social and recreational activities for individual chapters 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 Board of Officers shall consist of at least three (3) officers but may contain more. The Board of Officers shall consist of a President, Vice President /Communications officer, Secretary, Treasurer, Historian, Wagonmaster, Officer at Large, and Sunshine coordinator. The same person can serve in no more than one officer position at anytime.



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. Elections will be held according to each chapter's Standing Rules.

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 any 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 a meeting at which a quorum is present.

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 and employees 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.

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.

2.9 Resignation: Any officer may resign at any time by delivering written notice to the Secretary or President of the Board of Officers. 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 of Officers, 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 – BOARD OF OFFICERS

3.1 General Powers; Delegation: The Chapter is a Board of Officers-managed organization. The activities, property, and affairs of the Chapter shall be managed by its Board of Officers. The Board of Officers 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: At least five (5) days' written notice must be given to all Officers and members of any meeting of the Board of Officers and general meetings. Notice of meetings may be given by electronic transmission (i.e., e-mail) if all directors individually and collectively consent.

## ARTICLE 5 – MEETINGS

5.1 Meetings: The Board of Officers will hold at least one meeting a year and may be held separate from main or full membership meetings. General meetings of the full Chapter membership and/or Board of Officers may be held at each rally and/ or luncheon per chapter decision or as may be set by the Board of Officers.

5.2 Quorum and Manner of Acting: A majority of the number of members present will constitute a quorum for the transaction of business at any meeting of the Chapter members, or a meeting of the Board of Officers.

5.3 Proxy Voting Prohibited: Proxy voting is not permitted.

## ARTICLE 6 – OPERATIONS

6.1 Contracts: The Board of Officers 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: Officers may dispense the funds of the Chapter in accordance with the annual budget approved by the Board of Officers and the purposes of the Chapter as set out in these bylaws. Financial transactions with the value of \$1,000.00 or more that are not in the annual budget require majority approval of the Board of Officers present at a regular or called meeting.

Notwithstanding the above, all checks of more than \$1,000.00 disbursing funds from any of the Chapter's accounts require the signatures of at least two of the following: President, Vice President, Secretary, and 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 will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Chapter.



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 office.

6.5 Loans to Officers and Directors Prohibited: The Chapter will not make loans to its officers and members.

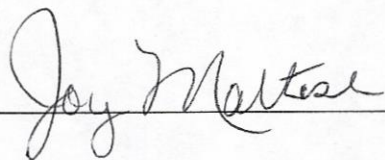
6.6 Fiscal Year: The fiscal year of the Chapter will be January 1 to December 31.

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 Board of Officers at a quorum is present by the affirmative vote of a majority of the Board of Officers present at the 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 directors 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

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 Board of Officers and members of the Chapter.

  
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Secretary,

Date: July 31, 2019