

# AMERICAN ASSOCIATION FOR NUDE RECREATION SOUTHWESTERN REGION

## BYLAWS



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# **AMERICAN ASSOCIATION FOR NUDE RECREATION SOUTHWESTERN REGION**

## **BYLAWS**

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### **ARTICLE ONE - Name**

The Southwestern Sunbathing Association (SWSA) does business as the American Association for Nude Recreation – Southwestern Region, AANR-Southwest, AANR Southwestern Region, and AANR-SW. All references herein to AANR-SW refer to the Southwestern Sunbathing Association. SWSA is established and organized as a nonprofit corporation to serve the members of the Southwestern Region of the American Association for Nude Recreation, Inc. (AANR). As such, it acts under the authority of AANR, and is subject not only to its own Certificate of Formation, but also the AANR Bylaws and AANR Rules and Regulations.

### **ARTICLE TWO - Purpose**

The purpose of AANR-SW is to protect, publicize, and promote the practice of social nudism in a wholesome, family environment at nudist resorts and clubs chartered by AANR, and at such other places where social nudism is legal under all city, state, and federal laws.

### **ARTICLE THREE - Confidentiality**

All confidential matters brought before AANR-SW that discuss or pertain to individuals, resorts, or clubs by name, or specific nature, shall be considered confidential and sensitive information, and shall not be discussed or disclosed in public forum verbally or in written or electronic format. Such matters shall be clearly marked “confidential” and shall be afforded appropriate handling and protection from disclosure by all members of the Association to whom such information is disclosed. Failure to comply with, or the deliberate disclosure of, matters classified as confidential shall subject the disclosing party or parties to disciplinary action in accordance with the ruling documents of AANR-SW and AANR.

### **ARTICLE FOUR - Membership**

Membership is open to any person who believes in and supports the purposes of AANR-SW, as set forth in its Certificate of Formation, and the principles, purposes, objectives, and standards of AANR, as set forth in the AANR Articles of Incorporation and Bylaws.

The membership of the Association shall consist of all members in good standing of AANR whose membership causes them to be members of the Southwestern Region of AANR, as defined by the AANR Bylaws.

## **ARTICLE FIVE - Voting**

### **Section I - Voting Rights**

Each member shall be entitled to one vote on each matter submitted to a vote of the members. At any meeting of members, whether general or special, members entitled to vote may vote by proxy, executed in writing, signed and dated, and stating that member's AANR number. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Such proxy may be given to another member in good standing or to the Board of Directors to vote as a majority of them may agree.

### **Section II - Votes for Directors**

At each election for Directors, every member entitled to vote at such election shall have the right to vote for as many persons as there are Directors to be elected.

## **ARTICLE SIX - Meetings of Members**

### **Section I - Annual Meeting**

The annual meeting of the Association shall be referred to as the General Assembly. The members at each General Assembly meeting shall determine the date, time, and place of the next General Assembly meeting. The date of the General Assembly meeting shall precede the AANR General Assembly meeting. In the event the members voting at the General Assembly meeting fail to select the location, date, and time of the next General Assembly meeting, it shall be the duty of the Board of Directors at the meeting of the Board immediately following the General Assembly meeting to select the date, place, and time of the next General Assembly meeting. If the Board of Directors fails to select the date, place, and time of the next General Assembly meeting, any member may make demand that such meeting be held at a location in the State of Texas at a reasonable date and time, such demand to be made in writing by registered mail directed to any Officer of the Association. The Board of Directors shall then schedule the next General Assembly meeting at the location, date, and time demanded by such member or at another location, date, and time selected by the Board of Directors. Such General Assembly meeting shall be scheduled within sixty (60) days after demand is made by such member. If the next General Assembly meeting is not scheduled by the Board of Directors within sixty (60) days following such member's demand, any member, including the member making demand, may compel the holding of the next General Assembly meeting by legal action directed against the Board of Directors, and all writs shall be available to such member to compel the holding of the next General Assembly meeting.

### **Section II - Purpose of General Assembly Meeting**

The General Assembly shall meet for the purpose of electing AANR-SW Officers, Trustees, and Directors, and for the transaction of such other business as may come before the meeting.

### **Section III - Hosting General Assembly Meeting**

Bids by AANR chartered resorts or clubs to host the General Assembly meeting must be submitted to the General Assembly not more than two (2) years and not less than twelve (12) months before the date of the meeting.

#### **Section IV - Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors, or by members having not less than one-tenth (1/10<sup>th</sup>) of the votes entitled to be cast at such meeting. At any such special meeting, the membership may vote, if a quorum is present, on only the matter or matters for which the meeting was called.

#### **Section V - Notice of Meetings**

Written or printed notice stating the place, day, and hour of each meeting of the membership, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Recording Secretary or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile.

#### **Section VI - Record Date for Determining Members Entitled to Notice and Vote**

The record date and time for determining members entitled to notice and vote shall be at the close of business on the business day preceding the delivery of notice to members in accordance with these Bylaws. New members joining the Association after that date, but before the meeting, are entitled to vote only if they waive notice of the meeting.

#### **Section VII - Voting List**

After the record date for the notice of a meeting is fixed, the chairperson of the Credentials Committee shall cause to be prepared an alphabetical list of the names and addresses of all members entitled to notice of the meeting. A list shall also be kept of members who are entitled to vote at the meeting but are not entitled to notice of the meeting.

Before the meeting, the Credentials Committee shall compare the names of those desiring to vote in person or by proxy to the voting list to ensure that such person is a member in good standing and is entitled to vote at such meeting. The Committee shall also indicate on the list whether such member was present in person or by proxy, and if by proxy, to whom such proxy was given.

Prior to the meeting, the Credentials Committee shall give the Board of Directors and each member present holding another member's proxy, a document reflecting the total number of proxies the Board or member is entitled to cast. If a proxy is given by a member to another designated member, but the designated member is not present at the meeting, such proxy may not be used to cast a vote by any other person or the Board of Directors. If a proxy is given by a member without designating a person to cast the vote of such member, that member's vote shall be cast by the Board of Directors.

## **Section VIII - Quorum at Membership Meetings**

One hundred (100) members, including those voting by proxy, shall constitute a quorum at a meeting of the membership. If a quorum is not present at any meeting of members, the majority of the members present may adjourn the meeting to another specified time without further notice.

## **Section IX - Voting by Mail**

The election of Officers, Trustees, and Directors may be conducted by mail, upon approval by the Board of Directors. If a majority of the Board votes to allow members to vote for elected officials by mail, ballots shall be sent to members, along with the notice of the General Assembly meeting at which the elections are to be held. Members may then mark their ballots and return them to the person designated by the Board of Directors. Votes cast by return mail shall be counted along with those cast at the General Assembly meeting.

## **ARTICLE SEVEN - Board of Directors**

### **Section I - General Powers**

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall be accountable to the General Assembly for all its actions, and the General Assembly may override any action taken by the Board.

### **Section II - Election, Number, Terms, and Qualifications**

Directors shall be elected by a majority vote of the membership, whether voting by mail as authorized by these Bylaws or voting at a meeting of the membership at which a quorum is present.

The Board of Directors shall consist of eight (8) members, including the President, the Vice President, and six (6) Directors elected from the membership. The Vice President shall be entitled to a vote on all matters. The President shall vote only to break a tie.

Directors must be members in good standing of AANR-SW and AANR for the two (2) years preceding nomination. Each Director shall serve a term of three (3) years, and may not serve more than two (2) consecutive terms. Two (2) Directors shall be elected each year.

No more than two (2) Directors may be elected from any one AANR chartered resort or club, but only if a maximum number of one Director from any one AANR chartered resort or club cannot be attained.

### **Section III - Regular Meetings**

A regular annual meeting of the Board of Directors shall be held without notice, other than this Bylaw, immediately after, and at the same place, as the General Assembly meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for holding additional regular meetings of the Board without further notice than such resolution.

At all regular meetings of the Board, Directors shall attend and vote on all matters in person. If a particular Director cannot attend any such regular meeting because of a health problem, the Directors in attendance, by unanimous vote, may allow such ill Director to attend and vote on any matter by conference call. Any such ill Director attending and voting by conference call shall not be counted toward the presence of a quorum.

#### **Section IV - Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling a special meeting of the Board may fix the place, either within or without the State of Texas, for holding such special meeting of the Board called by them. If any director objects to the location selected for any special meeting, the Board may meet by conference call and the meeting shall be held at such location as a majority of the Board may agree.

#### **Section V - Meetings by Telephone or Other Remote Technology**

Members of the Board of Directors may hold a special meeting of the Board by means of:

1. conference telephone by which all persons participating in the meeting can hear each other, or
2. the Internet, only if:
  - a. each person entitled to participate in the meeting consents, and
  - b. the system provides access to the meeting using a method by which each person can communicate with each other participant.

#### **Section VI - Notice**

Notice of any special meeting of the Board of Directors must be given at least thirty (30) days prior to such meeting by written notice delivered personally, or sent by mail, facsimile, or email to each Director at his or her address, shown in the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by facsimile, notice shall be deemed to be delivered when there is a successful transmission of the facsimile. If notice is given by email, notice shall be deemed to be delivered when the sender receives a read receipt from the person to whom notice was given. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been called or convened as required by these Bylaws or is contrary to law. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, and the Directors may consider any matter brought before the Board.

#### **Section VII - Quorum at Board Meetings**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting to another specified time without further notice. The presence of a Director whose express purpose is to object to the transaction of any business because the

meeting has not been called or convened as required by these Bylaws or is contrary to law shall not be counted toward presence of a quorum.

### **Section VIII - Director Proxies**

A Director may vote only in person at all meetings of the Board.

### **Section IX - Manner of Acting**

The act of a majority of the Directors present in person at a meeting of the Board at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.

### **Section X - Executive Sessions**

The Board of Directors may meet in executive session or adjourn an open session to retire to an executive session only to:

1. Discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officers over whom it has jurisdiction; or any other personnel matter that affects one or more specific individuals.
2. Protect the privacy or reputation of individuals with respect to a matter not related to "public" business.
3. Consult with counsel to obtain legal advice.
4. Consult with staff, consultants, or other individuals about pending or potential litigation.
5. Conduct or discuss an investigative proceeding on actual or possible criminal misconduct.

At the discretion of the President or the Board of Directors, legal counsel and/or others may attend an executive session. Executive sessions shall be held in private and no person shall discuss, reveal, or in any way make known the discussion or vote of the Board of Directors while in executive session, except as in accordance with these Bylaws.

This section shall be strictly construed in favor of open meetings of the Board of Directors.

A vote in executive session shall be determined appropriate by a majority vote of the Directors present and voting. The minutes of the executive session shall reflect:

1. Each item the Directors considered.
2. The action the Directors took on each item.

Minutes of the executive session can only be read in executive session. The action take by the Directors on each item may be reported to AANR, as the AANR rules require.

Prior to meeting in executive session, a motion must be introduced moving that the Board meet in executive session. The motion must state in general terms the reason for the executive session. During

the executive session, only matters covered by the motion or motions requesting the executive session may be discussed or acted upon. Following an executive session, a motion shall be presented in open session for approval by the Board ratifying any action taken in the executive session.

### **Section XI - Vacancies on the Board**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though perhaps less than a quorum of the Board. A Director elected to fill a vacancy shall be elected to serve until the next meeting of the AANR-SW General Assembly. The AANR-SW General Assembly shall then elect a successor to serve the balance of the unexpired term, at which time, that person shall be eligible for election to position of Director as their first term.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a General Assembly meeting or at a special meeting of members called, perhaps among other things, for that purpose.

### **Section XII - Removal of a Director**

A Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the remaining Directors, or a vote of the majority of the membership voting at a meeting of the membership at which a quorum is present. If a Director misses more than one (1) meeting per year, or refuses to fulfill the duties of office or the duties assigned, cause for removal exists.

### **Section XIII - Compensation**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board and the approval of the membership, Directors may be reimbursed for their expenses incurred in connection with their services as a Director.

### **Section XIV - Other Members in Attendance at Board Meetings**

With the exception of executive sessions, any member of AANR-SW may attend in person meetings of the Board of Directors, but no notice of such meetings is required, and attending members shall have no vote, and no voice, unless invited to speak by the Chairman of the Board.

### **Section XV - Motions by Mail**

Any Director may present a motion, on which a majority vote of the Board of Directors is required, in writing to the President, along with a written request that such motion be presented to the Board for a vote by mail. No second for such motion shall be required. If the motion is in order, the President shall direct the Recording Secretary to mail a copy thereof to each Director, along with a ballot on which to vote on the motion and to return to the Recording Secretary. Such ballots shall be deposited in the return mail by the Directors within fourteen (14) days after they were mailed by the Recording Secretary. If the ballots returned timely to the Recording Secretary reflect that a quorum voted on the motion, the majority of those Directors voting shall constitute the action taken by the Board on such motion.

## **Section XVI - Standards for Directors**

A Director shall discharge the Director's duties, including the Director's duties as a member of a committee, in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the interest of the Association.

In the discharge of any duty imposed or power conferred on a Director, including as a member of a committee, the Director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person that were prepared or presented by:

- (1) one or more Officers of the Association;
- (2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) a committee of the Board of Directors of which the Director is not a member.

A Director is not relying in good faith if the Director has knowledge concerning a matter in question that makes reliance unwarranted.

## **ARTICLE EIGHT - Trustees**

### **Section I - Number, Terms, Qualifications, and Elections**

AANR-SW shall be represented on the AANR Board of Trustees by Trustees, as defined in the AANR Bylaws, elected from the Southwestern Region of AANR. The number of Trustees, their terms of office, term limits, and qualifications for office shall be as set forth in the AANR Bylaws. Trustees shall be elected by a majority vote of the membership, whether voting by mail as authorized by these Bylaws or voting at a meeting of the membership at which a quorum is present.

### **Section II - *Ex Officio* Members of the Board**

Each Trustee shall be an *ex officio* member of the AANR-SW Board of Directors, and shall have a voice, but not a vote, at all open meetings of the AANR-SW Board. As *ex officio* members of the Board, each Trustee shall be entitled to notice of Board meetings as required by these Bylaws, and shall be entitled to attend all meetings of the Board, except executive sessions.

### **Section III - Removal of Trustees**

A Trustee may be removed from office in the manner set forth in the AANR Bylaws. A Trustee may also be removed by a vote of the majority of the membership voting at a meeting of the membership at which a quorum is present.

### **Section IV - Vacancy in the Office of Trustee**

If any vacancy in the office of Trustee occurs for any reason, the Board of Directors shall, by majority vote, elect a successor to serve until the next meeting of the General Assembly. At the next

meeting of the General Assembly, a successor shall be elected to serve the balance of the unexpired term, at which time, that person shall be eligible for election to that office as their first term.

## **ARTICLE NINE - Resort or Club Delegates**

Each AANR chartered resort or club may elect or appoint, in the manner each resort or club desires, an official AANR-SW Delegate from that resort or club. Each Delegate shall be an *ex officio* member of the AANR-SW Board of Directors, and shall have a voice, but not a vote, at all open meetings of the AANR-SW Board. As *ex officio* members of the Board, each Delegate shall be entitled to notice of Board meetings as required by these Bylaws, and shall be entitled to attend all meetings of the Board, except executive sessions.

## **ARTICLE TEN - Officers**

### **Section I - Executive Officers**

The Officers of the Association shall carry out the duties of each office and the decisions of the General Assembly and Board of Directors, and shall be as follows:

President  
Vice President  
Secretary/Treasurer  
Recording Secretary

The office of President and the office of Secretary/Treasurer may not be held by the same person.

The Board of Directors may elect or appoint other Officers, such as an Assistant Secretary, an Assistant Treasurer, or any other Officer as may be deemed desirable; such additional Officers to have the authority and perform the duties as may be, from time to time, prescribed by the Board of Directors.

The duties of each office may be set forth in more detail in the AANR-SW Procedure Manual, to the extent not inconsistent with these Bylaws.

### **Section II - Election, Terms, and Qualifications**

Officers shall be elected by a majority vote of the membership, whether voting by mail as authorized by these Bylaws or voting at a meeting of the membership at which a quorum is present. The President and Vice President shall be members in good standing of AANR-SW and AANR, and served as an AANR Officer or Trustee, an Officer or Board member of AANR-SW, or Chairman of a Standing Committee of AANR-SW. All Officers shall be members in good standing of AANR-SW and AANR for the two (2) years preceding nomination. Officers shall serve terms of two (2) years. No one is eligible for election to an office for more than two (2) consecutive terms, but a person may be elected to different positions consecutively.

### **Section III - Officers as Members of the Board of Directors**

The President and the Vice President, by virtue of their offices, shall be members of the Board of Directors of the Association. The Secretary/Treasurer and the Recording Secretary shall be *ex officio*

members of the Board of Directors, and shall have a voice, but not a vote, at all open meetings of the Board. As *ex officio* members of the Board, the Secretary/Treasurer, and the Recording Secretary shall be entitled to notice of Board meetings as required by these Bylaws, and shall be entitled to attend all meetings of the Board, except executive sessions.

#### **Section IV - Vacancies in Elected Offices**

In the absence of the President for any reason, including death, resignation, or inability or refusal to act, the Vice President shall act as and perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. If any vacancy in any other elected Office occurs for any reason, the Board of Directors shall, by majority vote, elect a successor to serve until the next meeting of the General Assembly. At the next meeting of the General Assembly, a successor shall be elected to serve the balance of the unexpired term, at which time, that person shall be eligible for election to that office as their first term.

#### **Section V - Reliance by Officers**

In the discharge of any duty imposed or power conferred on an Officer of the Association, the Officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person, that were prepared or presented by:

- (1) one or more other Officers of the Association, including members of the Board of Directors; or
- (2) legal counsel, public accountants, or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence.

An Officer is not relying in good faith if the Officer has knowledge concerning the matter in question that makes reliance unwarranted.

#### **Section VI - Removal of Officers**

An Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board of Directors, or a vote of the majority of the membership voting at a meeting of the membership at which a quorum is present. If an Officer misses more than one (1) meeting per year, or refuses to fulfill the duties of office, cause for removal exists. Any Officer appointed may be removed by the persons authorized to appoint such Officer whenever in their judgment the best interests of the Association will be served thereby.

The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

#### **Section VII - No Liability of Officers**

An Officer is not liable to the Association or any other person for an action taken or omission made by the Officer in the person's capacity as an Officer unless the Officer's conduct was not exercised:

- (1) in good faith;
- (2) with ordinary care; and

- (3) in a manner the Officer reasonably believes to be in the best interest of the Association.

## **ARTICLE ELEVEN - Taking Office**

Newly elected AANR-SW Officers, Trustees, and Directors shall take office at the close of the meeting at which they are elected.

## **ARTICLE TWELVE - Committees**

### **Section I - Standing Committees**

The President shall appoint an AANR-SW member to serve as Chairperson of each of the following Standing Committees, which committees shall have the authority and duties as outlined and defined in the AANR-SW Procedure Manual:

- Internal Administration
- Finance
- AANR-SW Legislation
- Public Relations and Marketing
- Conventions and Facilities
- Resort and Club Management
- AANR-SW Youth
- Scholarships
- Governmental Affairs
- Membership
- Associates
- Credentials

The following committees must be chaired by an AANR-SW Officer, Trustee, or Director:

- Internal Administration
- Conventions and Facilities
- Membership
- Resort and Club Management

The remaining committees may be chaired by any AANR-SW member, including an Officer, Trustee, or Director, whom the President feels is best qualified to serve in that capacity.

Each chairperson shall appoint as many additional members to serve on his or her respective committee as he or she desires and feels appropriate.

### **Section II- Other Committees Appointed by the Board of Directors**

By resolution, a majority of the Board of Directors may designate other committees, each of which must consist of two or more Directors. The Board shall also designate the chairperson of each such committee. Each such committee shall have the authority and duties as outlined in the resolution. The designation of such committees and the delegation of authority to them shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by these Bylaws or imposed by law.

### **Section III - Other Committees Appointed by the President**

The President may create additional committees as he deems appropriate, and may appoint the chairpersons and members to serve on such additional committees. Such additional committees shall have no authority except to report to the President or Board of Directors as directed, and shall perform such duties as outlined by the President.

### **Section IV - Term of Service on a Committee**

Each member of a committee shall continue as a member of that committee until a successor is appointed; removal from the committee by the President, Board of Directors, or General Assembly; the committee is terminated; or the member ceases to qualify as a member of the committee.

### **Section V - Vacancies on Committees**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Section VI - Quorum of Committee Members**

Unless otherwise instructed by the Board of Directors or the President, a majority of the whole committee shall constitute a quorum and the act of a majority present at any meeting at which a quorum is present shall be the act of the committee.

### **Section VII - Committee Rules**

Each committee may adopt rules to govern the committee so long as such rules are not inconsistent with these Bylaws, rules adopted by the Board of Directors, any instructions from the President, or the Bylaws or rules of AANR.

## **ARTICLE THIRTEEN - Contracts, Checks, Deposits, and Funds**

### **Section I - Contracts**

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

### **Section II - Checks, Drafts, or Orders for Payment**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as from time to time may be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Association.

### **Section III - Deposits**

All funds of the Association must be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

### **Section IV - Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association.

### **Section V - Income**

The income of the Association shall be derived from membership fees, contributions, and/or any and all other legal means. Membership fees shall be determined by vote of the General Assembly, with the approval of the Board of Directors of AANR.

### **Section VI - Disbursements**

To the extent not inconsistent with the Texas Business Organizations Code and these Bylaws, disbursements and the handling of the funds of the Association shall be as directed by the AANR-SW Procedure Manual.

### **Section VII - Special Dues Allocations**

Thirty percent (30%) of all membership fees paid to the Association shall be budgeted and spent annually on public relations and advertising focused on the non-nudist population within the boundaries of the Southwestern Region of AANR, as defined by the AANR Bylaws. Such money shall be spent in such a way as to benefit the AANR chartered resorts and clubs and the AANR members of the Southwestern Region.

Up to twenty-five percent (25%) of all membership fees paid to the Association shall be budgeted to the AANR-SW legal fund that caps at \$45,000.00 in that account. Any money collected specifically for the Legal Fund shall be deposited into that account even if those funds raise the total to more than \$45,000.00. The money allocated to the legal fund shall be spent protecting and promoting social nudism by bringing or defending legal actions concerning social nudism, by acting as *amicus curiae* in legal actions involving social nudism, by helping to defray the expenses of others bringing or defending legal actions involving social nudism, and promoting or defending the right to participate in social nudism through the legislative process at all levels of government. All money budgeted for the AANR-SW legal fund not spent during any one budget year shall be held as part of the legal fund and carried forward for future use. Once the cap of \$45,000.00 is reached, all interest accruing on the legal fund shall go into the AANR-SW general fund.

### **Section VIII - Dividends Prohibited**

No dividend shall be paid and no part of the income of the Association shall be distributed to the members, Officers, Trustees, or Directors. The Association, by vote of the Board of Directors and approval by the membership, may reimburse Officers, Trustees, and Directors for expenses incurred in connection with their services, and may reimburse any member for expenses incurred directly in behalf of the Association.

## **ARTICLE FOURTEEN - Minutes, Books, and Records**

The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, standing committees, and committees appointed by the Board of Directors. The financial records and the minutes of the meetings of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE FIFTEEN - Privacy of Members**

The Association shall keep an accurate record, updated from time to time, of the current names and addresses of all members entitled to vote and to whom all notices are required by law and/or these Bylaws. However, the Association shall take all possible means to protect the privacy of its members, and shall not reveal the names and/or addresses of its members to anyone, except as set forth in these Bylaws. To ensure the privacy of AANR-SW members, such membership records may be examined only by AANR-SW duly elected Officers, Trustees, Directors, and members of the Credentials Committee. In the event AANR-SW becomes involved in a legal proceeding and AANR-SW's membership records are requested to be produced, or a subpoena is issued for the Association to produce its membership records, such records shall only be produced under seal for inspection by the court, *in camera*, in which such legal proceeding is brought.

For the purpose of compliance with the Texas Business Organizations Code, Section 22.158 regarding communication by a member with other members of the Association concerning the affairs of the Association, any member may submit any document(s) such member desires to be mailed to the membership, at such member's expense, to the Recording Secretary of the Association, and the Recording Secretary shall within ten (10) days after receipt of such document(s) mail a copy of such document(s) to the members of the Association entitled to vote as of that date. Only documents pertaining to AANR-SW business or elections shall be mailed. Such documents may include, among other things, a request that members vote a certain way on a particular matter, a request that members elect certain persons to various positions, or a request that members contact the member requesting such document(s) to be sent for further discussion of any matter pertaining to AANR-SW business. However, in no event shall the Recording Secretary mail to the membership any advertisement or other document(s) not having to do with AANR-SW business or elections. Immediately after the document(s) requested to be sent to the membership have been mailed, the Recording Secretary shall certify in writing, under penalties of false swearing, to the member requesting that the document(s) be sent, that the document(s) have been sent to the members entitled to vote as of that date, and the date on which the document(s) were mailed.

## **ARTICLE SIXTEEN - AANR-SW Procedure Manual**

To the extent not inconsistent with the Texas Business Organizations Code and these Bylaws, the rules and regulations governing the affairs of the Association, including the duties of Officers, Trustees, and Directors, and the functions of the Standing Committees may be set forth in greater detail in a procedure manual entitled, "AANR-SW Procedure Manual." The AANR-SW Procedure Manual may be amended by a majority vote at a meeting of the membership or by a majority vote of the Board of Directors.

## **ARTICLE SEVENTEEN - Ruling Documents**

AANR-SW, as a Texas Nonprofit Corporation, is governed and controlled by the Texas Business Organizations Code, Chapter 22. To the extent not inconsistent with or not allowed by such Code, the following documents, in the following order, shall govern the actions of AANR-SW members, and its Officers, Trustees, Directors, and Committees:

AANR	Bylaws
AANR	Procedure Manual
AANR	Rules and Regulations, as set forth in the Minutes of Meetings of the Board of Directors or the Minutes of Meetings of the Membership
AANR-SW	Certificate of Formation or Restated Certificate of Formation
AANR-SW	Bylaws
AANR-SW	Procedure Manual
AANR-SW	Rules and Regulations, as set forth in the Minutes of Meetings of the Board of Directors or the Minutes of Meetings of the Membership

## **ARTICLE EIGHTEEN - Parliamentary Rules**

At all AANR-SW meetings, Roberts' Rules of Order, Revised, shall govern the parliamentary conduct of such meeting. Demeter's Manual of Parliamentary Law may also be consulted, if considered helpful. The Presiding Officer may appoint and contract for the services of, if necessary, a Parliamentarian to serve at any meeting of the membership or Board of Directors.

## **ARTICLE NINETEEN - Rule Changes**

Any change in or amendment to the rules and regulations governing AANR-SW, including amendments to these Bylaws and/or the AANR-SW Procedure Manual, shall go into effect immediately after the adjournment of the meeting at which such changes or amendments were passed. With regard to rule changes affecting sports, pageants, and convention activities, such rule changes, if passed at a General Assembly meeting at an AANR-SW Convention, shall go into effect immediately after the close of the convention.

## **ARTICLE TWENTY - Amendments**

Proposed amendments to these Bylaws must be presented in writing to the Chairperson of the AANR-SW Legislation Committee at least fourteen (14) days prior to a meeting of the membership. Subject to the foregoing, these Bylaws may be amended, repealed, added to, or new Bylaws adopted by the affirmative vote of at least two-thirds (2/3) of the members voting at a meeting at which a quorum is present.