

AMERICAN ASSOCIATION FOR NUDE RECREATION SOUTHWESTERN REGION

BYLAWS



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AMERICAN ASSOCIATION FOR NUDE RECREATION SOUTHWESTERN REGION

BYLAWS

ARTICLE ONE – NAME

The Southwestern Sunbathing Association (SWSA) does business as the American Association for Nude Recreation – Southwestern Region, AANR-Southwest, American Association for Nude Recreation – Southwest 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 AND MISSION

Section I - 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.

Section II – Mission

The mission of AANR-SW is the awareness and acceptance of social nudism and nude recreation in this region.

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 AANR members in good standing 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 shall determine the date, time, and place of the next General Assembly. The AANR-SW General Assembly shall precede the AANR General Assembly. In the event the members voting at the General Assembly fail to select the location, date, and time of the next General Assembly, it shall be the duty of the Board of Directors at the In-Board meeting immediately following the General Assembly to select the date, place, and time of the next General Assembly. If the Board of Directors fails to select the date, place, and time of the next General Assembly, any member may 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 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 shall be scheduled within sixty (60) days after such member makes demand. If the next General Assembly 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 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.

Section II – Purpose of General Assembly

The General Assembly shall meet to elect AANR-SW Officers and Directors, and to transact such other business as may come before the meeting.

Section III – Hosting the General Assembly

Bids by AANR chartered resorts or clubs to host the General Assembly must be submitted to the General Assembly not more than two (2) years nor 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, Board of Directors, or members having not less than one-tenth (1/10th) of the votes entitled to be cast at such meeting. At any such special meeting, the membership may vote, if a quorum is present, only on 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 electronic 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. It shall be the duty of each member to ensure that his or her correct/current email address is on file at the AANR main office.

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 Credentials Committee Chairperson 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 member gives a proxy 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, the Board of Directors shall cast that member's vote.

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 and Directors may be conducted by mail [defined as mail handled by the United States Postal Service and/or electronic ballot], 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 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.

ARTICLE SEVEN – BOARD OF DIRECTORS

Section I – General Powers

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

The President of the Organization shall be Chair for all proceedings of any meeting of the Board of Directors and all proceedings of any meeting of the General Assembly, excepting:

- a. A specific instance/item for which the President appoints another Board member to be temporary chair. At the completion of consideration for that item, the duty of Chair reverts to the President.
- b. A temporary absence or incapacitation of the President, in which case, the duty shall fall to the Vice President. If the Vice President is unable or unwilling to preside as Chair, then the at large Directors, by a majority vote, shall elect one of the at large Directors to serve as substitute Chair. The appointment of a substitute Chair expires at 11:59 PM local time, on the day and in the place, it was made.

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) at large 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 at large Director shall serve a term of three (3) years, and may not serve more than two (2) consecutive terms. Two (2) at large Directors shall be elected each year.

No more than two (2) at large Directors may serve on the Board at the same time from any one AANR chartered resort or club.

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. 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 Board of Directors meetings, each Board members shall attend and vote on all matters. by means of his or her established physical presence at the properly appointed meeting place and time. However, the Chairman of the Board or other presiding officer, at his or her discretion, may allow any Board member to attend and vote on any matter by conference call or by other available remote contemporaneous means that allow each Board member to communicate with each other Board member. If any Board member is allowed such a waiver for physical presence, all members must be extended the same privilege. Any such Board member attending and voting by conference call or by other remote contemporaneous means shall 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) other Board members. 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 Board member objects to the location selected for any special meeting, the Board may meet by telephone conference call or by other remote technology, 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:

Conference telephone or other remote technology, by which each person participating in the meeting can hear 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 Board member 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 Board

member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute waiver of notice of such meeting, except where a Board member 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 Board members 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, either by physical presence or by accepted means of remote participation, a majority of the Directors present may adjourn the meeting to another specified time without further notice. The presence, in any manner, 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

Each member of the Board of Directors may vote only on his or her own behalf at all meetings of the Board. Proxies are not allowed for Board meetings.”

Section IX – Manner of Acting

The act of a majority of the Board members physically present, or present by accepted means of remote participation at a meeting of the Board at which a quorum has been established, 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 Board members present and voting. The minutes of the executive session shall reflect:

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

Minutes of the executive session can only be read in executive session. The action taken by the Board 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 an at large Director position shall be filled by the affirmative vote of a majority of the remaining Board members, though perhaps less than a quorum of the Board. A member elected to fill a vacancy shall serve until the next AANR-SW General Assembly. The membership shall then elect a successor to serve the balance of the unexpired term, after which time that person shall be eligible for election as an at large Director as their first term.

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

Section XII – Removal of a Director

An at large Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the remaining Board members, or a vote of the majority of the membership voting at a meeting of the membership at which a quorum is present. If an at large 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

Board members as such shall not receive any stated salaries for their services, but by resolution of the Board and the approval of the membership, Board members may be reimbursed for expenses incurred in behalf of the Association.

Section XIV – Other Members in Attendance at Board Meetings

With the exception of executive sessions, any AANR-SW member may attend in-person Board of Directors meetings, 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 Board member may present a motion 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 is required. If the motion is in order, the President shall direct the Recording Secretary to mail a copy thereof to each Board member, along with a ballot on which to vote on the motion and to return to the Recording Secretary. The Board members shall deposit such ballots in the return mail within fourteen (14) days after the Recording Secretary mailed them. If the ballots returned timely to the Recording Secretary reflect that a quorum voted on the motion, the majority of those Board members voting shall constitute the action taken by the Board on such motion.

Section XVI – Standards for Directors

A Board member shall discharge his or her duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the Board member reasonably believes to be in the interest of the Association.

In the discharge of duties imposed or powers conferred on a Board member, including as a committee member, the Board member 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 Board member reasonably believes are within the person’s professional or expert competence; or
- (3) a committee of which the Board member is not a member.

A Board member does not rely in good faith if the Board member has knowledge concerning a matter in question that makes reliance unwarranted.

ARTICLE EIGHT – REGIONAL TRUSTEES

Section I – Number, Terms, Qualifications, and Elections

AANR-SW may be represented on the AANR Board of Trustees by a Regional Trustees, as defined in the AANR Bylaws, elected from the Southwestern Region of AANR. The-terms of office, term limits, method of election, duties, and qualifications for office shall be as set forth in the ruling documents of AANR.

Section II – Ex Officio Members of the Board

The Regional Trustee elected to represent AANR-SW on the AANR Board of Trustees shall be an ex officio member of the AANR-SW Board of Directors, and shall have a voice, but not a vote, at all in-person meetings of the AANR-SW Board, except executive sessions. As an ex officio members of the Board, the Regional Trustee shall be entitled to notice of Board meetings as required by these Bylaws.

Section III – Removal of a Regional Trustees

A Regional Trustee may be removed from office in the manner set forth in the ruling documents of AANR.

Section IV – Vacancy in the Office of Regional Trustee

Any vacancy in the office of-Regional Trustee shall be filled in the manner set forth in the ruling documents of AANR. If requested by the AANR Board of Trustees, the AANR-SW Board of Directors shall nominate by majority vote a replacement-Regional Trustee to fill the vacancy.”

ARTICLE NINE – RESORT OR CLUB DELEGATES

Each AANR chartered resort or club, including those with provisional charters as well as Participating Businesses, 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 in-person meetings of the AANR-SW Board, except executive sessions. As ex officio members of the Board, each Delegate shall be entitled to notice of Board meetings as required by these Bylaws.

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 membership meeting 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 an AANR-SW Standing Committee. 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 in-person meetings of the Board, except executive sessions. 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.

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 General Assembly, at which a successor shall be elected to serve the balance of the unexpired term, after 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 duties imposed or powers conferred on an Officer of the Association, an 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 membership meeting 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 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
- Governmental Affairs
- Membership
- Associates
- Credentials

- Planning and Goals

An AANR-SW Officer, Trustee, or Director must chair the following committees:

- 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, 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 or she 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 committee member 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 committee membership 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 the ruling documents of AANR-SW, instructions adopted by the Board of Directors, any instructions from the President, or the ruling documents of AANR.

ARTICLE THIRTEEN – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section I – Contracts

The Board of Directors may authorize any Officer or Officers to act as 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 acting as 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 a resolution 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 shall 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, 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 Trustees 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 – Specifications for Legal Fund and Advertising Program

The money budgeted for advertising shall be used for 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.

Any money collected specifically for the Legal Fund shall be deposited into that account. 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. All interest accruing on the legal fund shall go into the AANR-SW legal fund.

Section VIII – Dividends Prohibited

No dividend shall be paid and no part of the income of the Association shall be distributed to 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 minute of the proceedings of its members, Board of Directors, standing committees, and committees appointed by the Board of Directors. Any member, or his or her agent or attorney, may inspect the financial records and minutes of meetings of the Association 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 notices are required by law or these Bylaws. However, the Association shall take all possible means to protect the privacy of members, and shall not reveal the names or addresses of its members to anyone, except as set forth in these Bylaws. To ensure the privacy of AANR-SW members, membership records may be examined only by AANR-SW duly elected Officers, 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 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, 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 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 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 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.