

BYLAWS



WESTERN REGION

**25999 Glen-Eden Rd
Temescal Valley, CA
92883-5223**

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EDIT NOTATIONS: underscored red = added text; ~~strikethrough~~ = deleted text



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ARTICLE I
NAME

The name of this organization shall be the *AMERICAN ASSOCIATION FOR NUDE RECREATION, WESTERN REGION, INCORPORATED* (AANR-West).

ARTICLE II
PURPOSE

The purpose of AANR-West shall be as detailed in Article II of the Articles of Incorporation. Additionally, AANR-West is certified by the U.S. Department of the Treasury, Internal Revenue Service, as a 501 (c)(7) – Not for Profit, Social Organization. As such, donations to AANR-West are not tax deductible.

ARTICLE III
ORGANIZATION

For the purpose of effecting the powers and purposes specified for regional organizations in the Bylaws of the *AMERICAN ASSOCIATION FOR NUDE RECREATION* (AANR), AANR-West shall be composed of members in good standing as of any given date. Through its membership, AANR-West shall be comprised of the following divisions and subdivisions hereafter stated or enacted:

- A. The Regional Assembly;
- B. The Board of Directors (Board);
- C. AANR-West members.

The aforementioned divisions and sub-divisions shall be subject to the will of the members of AANR-West.

ARTICLE IV
REGIONAL ASSEMBLY

A. General:

The Regional Assembly shall be composed of the delegates selected from AANR-West members of charter clubs and the regional Direct Members and shall constitute the legislative body of the AANR-West. It shall be the duty of the Regional Assembly to act on all matters within its jurisdiction. The Assembly shall constitute the final authority on matters concerning the Bylaws of the Organization. The Board, with input from the Assembly, shall constitute the final authority for Procedures affecting the Organization within the authority granted by AANR. Any member of AANR-West in good standing shall be entitled to attend the Annual Convention of the Regional Assembly. Any member who is not a delegate to the annual meeting may be permitted a voice, but not a vote, at the Regional Assembly.

B. Time and Place:

The annual meeting of the Regional Assembly shall be held at the annual AANR-West Convention. The Convention shall be held within thirty (30) days prior to the AANR Annual Membership Meeting, at a time and place to be determined by the Regional Assembly. The Board of Directors shall have the power to amend or change the date or time of the annual AANR-West Convention within sixty (60) days after the Regional Assembly adjourns.

C. Delegates and Voting:

- 1. Voting by proxy shall not be allowed.
- 2. Club delegates shall vote in accordance with the policies and procedures of their respective club and with the allocated number of votes designated by their AANR membership count as of April 30th prior to the

Regional Assembly; each Direct Member shall have one (1) vote. Owners of multiple clubs may represent each of their clubs according to their own club policies.

3. All procedures concerning vetting of delegates, development of motions and actual voting shall be found in the Procedures Manual.

D. Notification:

The AANR-West Secretary shall notify the AANR Office of the results of elections and other pertinent business within ten (10) days after the election or transaction of business.

ARTICLE V
BOARD OF DIRECTORS

A. General:

1. The AANR-West Board shall be composed of nine (9) members and shall constitute the governing body of AANR-West in the interim between annual meetings of the Regional Assembly. The Board shall be responsible for conducting the affairs of AANR-West and shall be responsible to the Regional Assembly and to the members of AANR-West.
2. The official means of communication between the Board and members shall be via email.

B. Directors:

1. For the purposes of these Bylaws, members of the AANR-West Board will be considered elected officials.
2. The list of alternate directors shall consist of all Board nominees who received ten (10) or more votes for that position in the most recent election, highest number of votes received first.
3. No two (2) people in the same family (siblings, parent/child, husband/wife), even though they may belong to different clubs, shall serve simultaneously as directors.
4. No more than two (2) people having their basic AANR-West Membership in the same club may serve simultaneously on the Board.
5. There is no limitation, except as noted above, to the number of Direct Members who can serve on the Board.

C. Meetings:

1. Two-thirds ($\frac{2}{3}$) majority of the Members of the Board shall constitute a Quorum.
2. The first Board Meeting shall be held within twenty-four (24) hours following the adjournment of the Regional Assembly at which the new officers were elected.
3. The Fall Board Meeting shall be held within forty-five (45) days after October 15th at a place and time to be determined by the Board of Directors.
4. The Spring Board Meeting shall be held within forty-five (45) days after the Last Day of February at a place and time to be determined by the Board of Directors.
5. The final meeting of the Board of Directors shall be held within twenty-four (24) hours preceding the opening of the next annual Regional Assembly.
6. Special Board Meetings may be called in accordance with California law, by the President or by a two-thirds ($\frac{2}{3}$) vote of the entire Board. All Officers, Directors, Trustees, and clubs shall be notified of the time and place of the meeting. Such notice shall be emailed at least ten (10) days prior to the meeting.
7. Meetings of members may be held at a place within or outside this state. Members of the Board may participate in a meeting through use of conference telephone or video conferencing, pursuant to this subdivision constitutes presence in person at that meeting, as long as all members participating in the meeting are able to hear one another, if all of the following apply:
 - a) Each member participating in the meeting can communicate with all of the other members concurrently.
 - b) Each member is provided with the means of participating in all matters before the Board, including,

without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

- c) The Corporation adopts and implements some means of verifying both of the following:
 - i. A person participating in the meeting is a Director or other person entitled to participate in the Board Meeting.
 - ii. All actions of, or votes by, the Board are taken or cast only by the Directors and not by people who are not Directors.
- 8. Board of Directors Meetings, including business meetings and Regional Assemblies, may be held virtually. Board members may elect to attend virtually. Board Members are strongly encouraged to attend in person; however, members may, based on a written request to the President, be excused from the in-person meeting and utilize the virtual option.

D. Interim Voting:

Voting between Board Meetings shall be in accordance with AANR-West interim voting procedures as established in the Procedure Manual when a Special Board Meeting cannot be called.

Article VI
CLUBS

A. Local Clubs:

Local clubs shall accept members in accordance with the Principles and Standards of AANR. Suitability for membership is the responsibility of each club.

B. New Clubs:

The formation of new clubs shall be regulated by AANR-West in accordance with the AANR Bylaws.

C. Club Suspension:

A club may be suspended in accordance with the provisions of the AANR and AANR-West Standing Rules and Procedures.

D. Club, AANR-West and AANR Relationship:

AANR-West shall represent AANR to all clubs within the AANR-West geographical area. AANR-West shall supervise all clubs in matters not exclusive to AANR.

ARTICLE VII
MEMBERS

A. General:

- 1. Membership shall be open to all as specified in the AANR Bylaws.
- 2. The term, "member in good standing," shall be defined as a person whose AANR and AANR-West dues are currently paid in full.
- 3. Members placed on the "Membership Revocation List" by AANR are not considered to be members in good standing, even if their membership has not expired.

B. AANR-West Regional Direct Members:

Direct membership in the AANR-West Region shall conform to AANR Bylaws and the AANR Governance Manual.

C. Membership Suspension:

A local club may suspend or expel a member for good cause in accordance with established Club Procedures.

No member shall be expelled from AANR-West without the opportunity of a hearing, and he must be furnished a copy of all charges against him at least five days prior to such a hearing.

D. Membership Dues:

Dues shall be established by the Regional Assembly.

**ARTICLE VIII
OFFICERS CHART**

OFFICE	PRESIDENT	VICE PRESIDENT
Qualifications	Shall be an AANR-West member in good standing for two years immediately prior to election.	Same as for President.
Election or Appointment	By a majority of ballots cast by the accredited delegates at the Regional Assembly.	Same as for President.
Installation	By any current member of the Board or outgoing President or Vice President.	Same as for President.
Term of Office and Limits	Two years; may be elected to two consecutive terms but may serve no more than five consecutive years.	Same as for President.
Vacancy due to death, resignation or for inability to perform duties of office as determined by Board	The Vice President shall serve as President.	Board shall elect successor.
Recall or Removal	For good cause, by the Board not less than 60 days after charges filed with AANR-West IA Chairman and after a hearing before two-thirds of total Board membership; recall effective upon two-thirds affirmative vote of the total Board members.	Same as for President.
Meeting and Voting Rights	Shall conduct all meetings of Regional Assembly and Board of Directors; shall not be a delegate in the Regional Assembly nor vote in the Regional Assembly except in case of a tie; shall have no vote in the Board of Directors' meeting except in case of tie.	Attend all meetings; no vote unless presiding in place of the President.
Authority and Special Provisions	Shall preside at all meetings of Regional Assembly and Board; appoint chairmen of committees; may delegate authority to conduct meeting to Vice President or other elected official; shall be bonded.	None except when properly presiding in place of the President.
Preparation & Signing of AANR-West Documents	Shall sign all official AANR-West documents as directed by the Board; may countersign checks.	None except when properly presiding in place of the President.

OFFICERS CHART (cont.)

OFFICE	SECRETARY	TREASURER	DIRECTORS
Qualifications	Shall be an AANR-West member in good standing one year before election.	Same as for Secretary.	Shall be an AANR-West member in good standing one year prior to election.
Election or Appointment	Same as for the President; term of office shall be concurrent with the term of President.	Same as for the President.	Same as for the President; four elected in even-numbered years, five elected in odd-numbered years.
Installation	Same as for the President or by the new President.	Same as for the President or by new the President.	Same as for the President or by the new President.
Term of office and limits	Two years. Limit on consecutive terms: none.	Same as for the Secretary.	Same as for the President.
Vacancy due to death, resignation or for inability to perform duties of office as determined by Board	Same as for the Vice President.	Same as for the Vice President.	Vacancy filled from the alternate director list until the next Regional Assembly; if none are available, the President appoints until the next Regional Assembly.
Recall or Removal	Same as for the President.	Same as for the President.	Same as for the President.
Meeting and Voting Rights	Attends all meetings; has no vote.	Same as for the Secretary.	Voting members of the Board.
Authority and Special Provisions	None	Shall be bonded.	Attend meetings of the Board; authority as defined throughout Bylaws.
Preparation & Signing of AANR-West Documents	Prepares corporation reports; prepares and distributes Minutes of Regional Assembly and Board Meetings; and mail ballots and amendments to Standing Rules.	Has charge of corporate seal; receives and disburses funds, maintains the general ledger; signs all checks; and prepares and distributes financial statements.	Prepare and present Committee reports.

**ARTICLE IX
AANR TRUSTEES**

- A. One AANR-West member shall serve as the AANR-West Representative (AANR-West Trustee) to AANR in accordance with the AANR Bylaws, the Officials' Qualifications Chart and the AANR Governance Manual.
- B. The AANR-West President shall be the alternate AANR-West Trustee per the AANR Bylaws.

**ARTICLE X
FUNDS**

- A. **General Fund:**
This operating fund of AANR-West shall be paid all income not otherwise directed.
- B. **Legal Fund:**
 - 1. This fund shall be allocated to an individual member in good standing at the time of the incident to retain legal counsel when necessary, and to defend the right to practice nudism. The fund shall be supervised by the Board of Directors. In an emergency, an expenditure not to exceed \$1,000.⁰⁰ may be authorized by the AANR-West Board of Directors, based upon review and recommendation of the Legal Committee.
 - 2. At the discretion of the AANR-West Board of Directors, funds — not to exceed \$1,500.⁰⁰ — in support of legal defense may be allocated to a club.
 - 3. A written application from the club asking for this support is required.
- C. **Scholarship Fund:**
All scholarship funds raised by AANR-West shall be forwarded to the AANR Education Foundation, a 501(c)(3) charitable partner of AANR, for funding an eligible candidate from the AANR Western Region. If not claimed after three (3) years on a rotating basis, the monies are transferred into the General Fund.
- D. **Special Funds:**
Funds for special needs may be established by, and shall be under the direct supervision of, the Board of Directors.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern AANR-West unless they are inconsistent with the AANR-West or AANR ruling documents.

**ARTICLE XII
AMENDMENTS TO BYLAWS**

- A. **Automatic Amendments:**
 - 1. If AANR revises any portion of its Bylaws, such revisions shall be reviewed by the Board for applicability to AANR-West. If such revisions are found to be applicable, they shall be adopted, although not necessarily verbatim, and become part of the AANR-West Bylaws, effective at the same time as the AANR revisions.
 - 2. The Bylaws & Procedure Manual Committee may correct spelling, punctuation, abbreviation, capitalization, numbering and grammar of the Ruling Documents, to conform to current usage. No such corrections may alter the meaning or application of any document. All corrections shall be subject to review by the Board of Directors.

B. Proposed Amendments:

1. Except as specified in Section A above, the AANR-West Articles of Incorporation and the AANR-West Bylaws may be amended only by the Regional Assembly of AANR-West by two-thirds ($\frac{2}{3}$) vote of the accredited delegates. The Bylaws & Procedure Manual Committee must receive amendments proposed by members no later than sixty (60) days prior to the Regional Assembly.
2. The Bylaws & Procedure Manual Chairman may reword or revise such proposed amendments for clarity. A copy of such change(s), along with any other similar amendments, shall be mailed to the maker of the amendment.
3. No later than forty-five (45) days prior to the Regional Assembly, the Bylaws & Procedure Manual Chairman shall forward all proposed amendments to the recording Secretary.
4. No later than thirty (30) days prior to the Regional Assembly, the Secretary shall email a copy of all proposed amendments to each AANR-West Officer, Director, Trustee and club. Additionally, the proposed amendments shall be posted to the AANR-West website.
5. The Bylaws & Procedure Manual Committee shall present proposed amendments to the Regional Assembly.
6. See the Procedure Manual for additional information concerning the publication of Motions and the procedure for voting on Motions.
7. A motion to amend the Bylaws may be amended by the Regional Assembly as provided in *Robert's Rules of Order, Newly Revised*.
8. All motions to change the Bylaws shall be implemented thirty (30) days after the close of the Regional Assembly. The new Bylaws shall be posted to the AANR-West website at the same time.
9. Voting on changes to the Bylaws shall be a part of the Agenda for the Regional Assembly.

C. Policies and Procedures:

As its sole governing documents, the Articles of Incorporation, the Bylaws, and the Procedure Manual of AANR-West shall hereafter determine all policies and procedures of that body. In case of a conflict, the provisions of the AANR Bylaws shall prevail.