



**BYLAWS**

**Of**

**AMERICAN ASSOCIATION FOR NUDE RECREATION –**

**WESTERN CANADIAN REGION, INC.**

(Revised: 1997)

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AMERICAN ASSOCIATION FOR NUDE RECREATION - WESTERN CANADIAN REGION, INC.**

**ARTICLE 1  
DEFINITIONS**

- 1.01 In this bylaw and all others of the organization, unless otherwise stated in the context:
- a. **“Act”** shall refer to the Canada Corporations Act and any act that may hereafter be substituted therefore, as from time to time amended;
  - b. **“AANR-WC”** shall be the abbreviation used for the American Association for Nude Recreation - Western Canadian Region, Inc.;
  - c. **“AANR”** shall be the abbreviation used for The American Association for Nude Recreation, Inc.;
  - d. **“AANR Trustees”** shall refer to the elected liaison officers as described in this Constitution, between the AANR-WC and the AANR;
  - e. **“Executive”** shall mean the elected officers of the Association;
  - f. **“Regional Director”** shall be the person appointed to act as liaison officer between the clubs and the AANR-WC Executive;
  - g. **“Board of Directors”** or **“Governing Body”** shall consist of the executive, together with the Regional Directors and shall constitute the governing body of the Association between conventions and shall be responsible for its actions to the convention;
  - h. **“Delegate Voting”** Each member of affiliated clubs shall be entitled to representation at the convention through delegates selected from the club in which he or she holds basic membership. Only selected delegates may vote at convention but all members are entitled to be heard;
  - i. **“Association”** or **“Organization”** Either one shall mean the corporation without share capital incorporated under the act by letters patent dated 25<sup>th</sup> day of April, 1974, and named American Association for Nude Recreation - Western Canadian Region, Inc.;
  - j. **“Letters Patent”** means the letters patent incorporating the association as from time to time amended and supplemented by supplementary letters patent;
  - k. **“Convention”** shall refer to a meeting of elected delegates and members which shall convene during the summer months, prior to the AANR convention;
  - l. **“Affiliated Clubs”** an affiliated club is composed of a group of people bonded together with a common interest in the principles of social nudism and who subscribe to the principles and standards of The American Association for Nude Recreation - Western Canadian Region, Inc. who meet the requirements herein.
  - m. **“Associates Club”** shall be the club run by the Association whose members shall be all Associate members and shall be deemed to be an affiliated club for the purposes of appointing delegates to the convention.
- 1.02 Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders.

**ARTICLE 2**

- 2.01 **FINANCIAL YEAR** – Unless otherwise ordered by the convention, the financial year of the association shall end May 31<sup>st</sup> of each year.

- 2.02 AUDITOR – The President shall appoint an auditor each year who shall examine the accounts and prepare a report for the convention.
- 2.03 EXECUTION OF INSTRUMENTS – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the association by the President and one of the Secretary or Treasurer. The President shall be in possession of the corporate seal.
- In addition, the Executive may direct the manner in which any particular instrument may be signed. The President may also appoint members of the association to head various committees. These members shall be authorized to sign instruments, except financial or binding documents, pertaining to such work allocated to his committee.
- 2.04 BANKING ARRANGEMENTS – The banking business of the association shall be transferred with such banks or trust companies as may be from time to time be designated under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegation of powers as the Board may from time to time prescribe or authorize.

### ARTICLE 3

- 3.01 MEMBERSHIP – Membership is open to affiliated clubs who have applied and are approved by the Board of Directors and who meet the requirements herein.
- 3.02 ASSOCIATE MEMBERS – Associate members are permitted to join AANR-WC through membership in the Associates Club. In the event of an affiliated club dissolving or withdrawing from AANR-WC, all member in good standing in that affiliated club will have their memberships automatically transferred to the Associates Club. Associates Club members shall pay AANR-WC fees as set by AANR-WC and AANR fees as set by AANR.
- 3.03 LIFE MEMBERS – The AANR-WC Convention may grant life membership to persons who have contributed outstanding service to the organization. Life Membership shall continue for the life of the member. Persons granted Life Memberships by the conventions are granted a waiver from paying any AANR-WC membership fees. Life members not renewing their membership through an affiliated club shall automatically be transferred to the Associates Club.
- a. Life membership may also be purchased by paying the dues as set forth in the procedures manual.
  - b. Upon death, divorce or separation of members who purchase or were awarded life membership as a couple, either or both members may continue life membership. However, life members of the deceased or separated member is not transferable to a new spouse.
  - c. All life members of the AANR-WC at the time of acceptance of constitution and bylaw revision shall be continued in good standing in accordance with the provisions of this bylaw.
  - d. Member of the AANR-WC Hall of Fame are automatically granted life membership.
  - e. Affiliated clubs shall not be required to pay AANR-WC dues or fees for such life members, but this does not exempt the AANR-WC Life Members from affiliated club dues or fees unless the affiliated club, to which they belong grants such an exemption.
  - f. Notwithstanding the foregoing, the affiliated club shall include the life member in calculating its total membership for delegate purposes as set out in paragraph 3.05 herein.
- 3.04 VOTING MEMBERS – Every member of affiliated clubs shall be entitled to representation at the convention through delegates which they select from the club in which they hold membership. All members of affiliated clubs are entitled to attend the convention, but shall not have a vote unless they are delegates.

3.05 DELEGATES -

- a. Each affiliated club shall hold a meeting no later than the last day of June, for the purpose of selecting delegates to the annual convention.
- b. Representation to AANR-WC shall be based on one delegate vote for the affiliated club, plus one additional delegate vote for each 25 adult members or portion thereof registered with AANR-WC, as of December 31 of the prior year.
- c. The AANR-WC Associates Club members, being unable to hold a prior meeting, shall be entitled to hold a meeting at the convention to select delegates. The Associates club may elect one delegate for each 25 embers or portion thereof registered with AANR-WC , as of December 31 of the prior year. However, each delegate of the Associates club may carry only one vote from the Associates club; other Associates club votes may be carried by other Associates club members.
- d. Each delegate may carry more than one delegate vote, including proxies from other clubs.

3.06 DUES – Membership dues in the association for affiliated clubs shall be based on the number of adult members registered with the AANR-WC, and shall be determined and/or revised from time to time as necessary by the delegates meeting in annual convention.

3.07 MEMBERS' WITHDRAWAL – Members may withdraw from the association at any time by notice in writing to the secretary, or by withholding dues at the time of renewal. Members who notify the association of their wish to withdraw shall not be entitled to a return of any portion of dues already paid to the association.

**ARTICLE 4  
EXECUTIVE OFFICERS**

4.01 The officers of this association, herein known as the Executive, shall be the President, Vice President, Secretary, Treasurer and two Trustees.

4.02 To be elected, each officer shall be qualified by at least two years of AANR-WC club membership. Re-election for consecutive term may be allowed. AANR-WC membership must be maintained in good standing during all terms of office.

4.03 The President, Secretary, and Treasurer shall be elected for two-year terms. The officers of the President and Treasurer shall terminate on alternate years from those of the Secretary. The Vice President shall be elected for a one-year term. The Trustees shall be elected for two year teams and shall be elected in alternating years.

**ARTICLE 5  
BOARD OF DIRECTORS OR GOVERNING BODY**

5.01 The AANR-WC Board of Director or Governing Body, hereafter called the Board, shall consist of the Executive, plus Regional Directors, and Trustees.

5.02 All executive officers and AANR Trustees shall be elected by delegates representing the membership, meeting in convention. The President shall be empowered to fill any vacancies that may occur between the annual conventions.

5.03 The Regional Directors shall be appointed by the Board at the Inboard Meeting at the annual convention. There shall be four regional directors appointed, one for each of the provinces of Manitoba, Saskatchewan, Alberta and British Columbia. Each regional director shall serve a one year term.

5.04 Board members shall not have a vote during convention unless they are duly accredited delegates from their clubs.

- 5.05 The Board shall carry on the business of the AANR-WC between conventions and shall be directly responsible to the convention. Reports of the officers and committees shall be given, in writing, to the delegates in convention.
- 5.06 The AANR-WC President and/or the outgoing and/or incoming trustees shall act as act as alternate Trustees at the AANR General Assembly if so required.

#### **ARTICLE 6**

- 6.01 VOTING – A quorum to constitute a legal convention shall consist of the delegates representing not less than four affiliated clubs. In the event that the Association is constituted of less than four clubs, each club must be represented to constitute a quorum.
- 6.02 Business of the convention shall be done by selected club delegates. Each delegate shall have one vote, but in the event not all delegates selected by a club are present, the delegate or delegates that are present shall be allowed to carry the votes of those absent in order to assure full voting right for the membership of each club. All members in good standing shall be entitled to attend business sessions with voice but no vote.
- 6.03 Providing the AANR-WC Associate club has ten or more members, any Associate club member attending the convention may be elected by other Associate members; or may be chosen as a delegate by the General Assembly f there are less than three Associate members present.

#### **ARTICLE 7**

- 7.01 ANNUAL CONVENTION – The annul convention of the AANR-WC shall be held during the summer months prior to the AANR convention. Bids shall be accepted for the convention site one year in advance and the general assembly shall decide on the location and dates for the following year. In the event there are no bids submitted, the Board shall decide on the next convention site and date as soon as possible.

#### **ARTICLE 8**

- 8.01 COMMITTEES – The President may appoint the following committee Chairmen to carry out the necessary business of the association: Internal Administration, Finance, Convention & Facilities, Public Relations, Legislation and Youth. Other special committees may be appointed as required. Committee Chairmen may add members to their committees to assist in carrying out their duties and obligations. All committee chairmen and members shall serve without remuneration, and may be dismissed for failing to carry out instructions or for non-cooperation with the Board. The president shall then proceed to make new appointments as required. All committees automatically dissolve at the start of convention.

#### **ARTICLE 9**

- 9.01 CONSTITUTION AMENDMENTS – Proposed amendments to these bylaws must be circulated to the membership of all affiliated club sixty days prior to the convention. Notice of proposed amendments published in the AANR-WC News letter form and sent by ordinary mail shall be sufficient to satisfy this requirement.
- 9.02 Proposed amendments to, or repeals of any bylaws or proposed new bylaws shall be read to the general assembly and discussion allowed before being put to the vote. A two-thirds (2/3) majority of votes cast shall be required to pass for approval. Abstaining votes shall not be counted either for or against.
- 9.03 As required by law, all amendments, repeals and new bylaws must be approved by the Minister of Consumer and Corporate Affairs before they become effective.

#### **ARTICLE 10 EXPENSES**

- 10.01 The AANR-WC shall pay all authorized and verified expense incurred on its behalf.

**ARTICLE 11  
DISAFFILIATION**

- 11.01 A club wishing to withdraw from the AANR-WC shall serve notice in writing one year prior to the date of disqualification, and should include the reason for wishing to withdraw. During the following year, the AANR-WC Executive shall endeavor to contact the club's officers with a view to overcoming the problems.
- 11.02 The AANR-WC Executive shall be empowered to suspend a club for serious violations of AANR-WC bylaws. Such suspension shall be, except for non-payment of dues, effective to the next Annual Convention when the matter shall be considered by the General Assembly. If the violations are proven, the delegates may continue the suspensions for a specified time, or may expel the club if it is deemed detrimental to the AANR-WC and nudism. During the time period that a club is suspended, neither it nor its delegate shall have voting rights. The consideration of the suspension of a club shall be scheduled as early as possible on the agenda of the convention.
- 11.03 Associate members may withdraw by simply ceasing to pay dues or giving notice of withdrawal. If Life Members desire, they may request, in writing, the cancellation of their membership in their club. Upon receiving such request, the club shall inform the AANR-WC Secretary who shall remove the Life or Associate member's name from the membership and mailing lists. No refund of AANR-WC dues shall be given to the Associate Members or Life Members.
- 11.04 Individual members expelled from an affiliated club shall have the right of appeal, first to the AANR-WC Board, and then to the Convention in order to clear their name. Noting that AANR-WC cannot force any club to reinstate a person, the member(s), if cleared of all charges, shall be free to apply for membership in any club and may be accepted at the discretion of the club officers.

**ARTICLE 12  
REMUNERATION AND REMOVAL OF OFFICERS**

- 12.01 The officers and directors shall receive no remuneration for serving as such, nor shall they be allowed to make any profits from their official positions. Reimbursement of out-of-pocket expenses incurred through carrying out their official duties shall in no way be considered as remuneration for their services.
- 12.02 The office of an executive member or a director shall be vacated in the event of death, upon conviction of a crime, if an order is made declaring him to be mentally incompetent, or if by notice in writing to the Secretary he resigns his position on the Board.
- 12.03 An executive member or a director may be removed from office by a two thirds majority vote of the Board if he fails to carry out his duties for a period of three months, either from illness or neglect.
- 12.04 At all meetings of the Board, the President shall be entitled to cast the deciding vote in the case of a tie.

**ARTICLE 13  
LIMITATION OF LIABILITY**

- 13.01 No officer or director or committee member of the association shall be liable for the acts, neglect or defaults of any member or employee, or for any loss, damage or expense happening to the Association, or for any loss, damage or misfortune which shall happen in the execution of his duties through his own willful act or default.
- 13.02 Every officer and director or committee member of the association shall at all times be indemnified out of funds of the AANR-WC against all costs, charges and expenses he sustains in any action or suit brought against him in respect to the execution of the duties of his office, except such costs or charges occasioned by his own willful acts or default.

**ARTICLE 14**

- 14.01 AUTHORITY – In conducting all meetings the President or Chairman shall be guided by these documents. In matters not covered herein, Robert' Rules of Order shall be the final authority.

**ARTICLE 15**

- 15.01 AUDIT OF ACCOUNTS – The incumbent President shall appoint an Auditor each year at the beginning of his office. The Auditor shall arrange to examine the accounts of the Association at the close of the financial year, May 30<sup>th</sup>, and shall report his findings to the Annual Convention. The Board shall determine the auditor's remuneration according to the work done and the state of the finances in the treasury.

**ARTICLE 16**

- 16.01 The adoption of this Constitution and Bylaws automatically voids all previous ruling and procedural documents.