



BYLAWS

of

AMERICAN ASSOCIATION FOR NUDE RECREATION –

WESTERN CANADIAN REGION, INC.

Revised: August 3, 2014

Bylaws revised: August 9, 2020

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

Effective 2014-08-03

ARTICLE 1
DEFINITIONS

- 1.01 In these Bylaws and all others of the Association, unless otherwise stated in the context:
- a. **“Act”** shall refer to the Canada Not-for-profit Corporations Act (NFP 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 Trustee”** shall refer to the elected liaison officer, as described in these Bylaws, between AANR-WC and AANR;
 - e. **“Executive”** shall mean the Officers of the Association appointed from within, and by the Board;
 - f. **“Provincial Director(s)”** shall be the person(s) appointed from the Board of Directors to act as liaison officer(s) between the clubs and the AANR-WC Executive;
 - g. **“Board of Directors”** (or **“Board”**) shall constitute the governing body of the Association between Conventions and shall be responsible for its actions to the Convention;
 - h. **“Association”** shall mean the corporation without share capital incorporated under the Act by Letters Patent dated 25th day of April, 1974, and named American Association for Nude Recreation - Western Canadian Region, Inc.;
 - i. **“Letters Patent”** means the Letters Patent incorporating the Association as from time to time amended and supplemented by supplementary Letters Patent;
 - j. **“Convention”** shall refer to a meeting of elected Delegates and members which shall convene during the summer months, prior to the AANR convention, and shall be the Annual General Meeting of the Association;
 - k. **“Affiliated Club”** an Affiliated Club is composed of a group of people bonded together with a common interest in the principles of social nudism who support the principles and standards of the Association contained in the Articles;
 - l. **“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;
 - m. **“Associate Member”** means an individual who holds an AANR membership in AANR-WC but who is not a member of an Affiliated Club.

- n. **“Articles”** means the Articles of Incorporation of the Association as amended from time to time.
- 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

ADMINISTRATION

- 2.01 **FINANCIAL YEAR** – Unless otherwise ordered by Delegates at a Convention, the financial year of the Association shall end May 31st of each year.
- 2.02 **AUDITOR** – The President shall appoint two auditors each year who shall examine the accounts and prepare a report to be presented at the next Convention.
- 2.03 **EXECUTION OF INSTRUMENTS** – Deeds, transfers, assignments, contracts, obligations, certificates and other instrument shall be signed on behalf of the Association by the President and one of the Secretary or Treasurer. 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 transacted 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.
- 2.05 Directors can make borrowing arrangements and the granting of security with a value not to exceed \$2,000 in each instance or \$10,000 in aggregate, on behalf of the Association, without the authorization of the members.
- 2.06 Annual audited financial statements will be presented at the annual Convention. AANR-WC members may request copies of the annual financial statements from AANR-WC.

ARTICLE 3

MEMBERSHIP

- 3.01 **MEMBERSHIP** – Membership is open only to individuals who are members of Affiliated Clubs who wish to join AANR-WC and who meet the requirements herein, and to members of the Associates Club. Corporations and other organizations cannot be members.
- 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 members 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 at a Convention 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 Membership of the deceased or separated member is not transferable to any other person.
 - c. All Life Members of the AANR-WC at the time of acceptance of Constitution and Bylaw revisions shall be continued in good standing in accordance with the provisions of this Bylaw.
 - d. Members of the AANR-WC Hall of Fame are automatically granted Life Membership.
 - e. Affiliated Clubs shall not be required to collect and remit AANR-WC dues or fees for such Life Members, but this does not exempt the AANR-WC Life Members from paying the Affiliated Club dues or fees unless the Affiliated Club grants such an exemption.
 - f. Notwithstanding the foregoing, the Life Member shall be included by AANR in an Affiliate Club's membership count for the purposes of Delegate selection as set out in paragraph 3.05.
- 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, using AANR year-end numbers 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 immediately prior to the Convention to select Delegates. The Associates Club may elect one Delegate for each 25 members 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. Affiliate Clubs that are unable to have a Delegate present, may assign their votes, by proxy, to other Affiliate Club(s), for that Clubs' Delegate(s) to cast. Proxy votes may be split between more than one Affiliate Club.
 - e. Participation in membership meetings by electronic means is not permitted, unless the Board deems it necessary in exceptional circumstances.
 - f. Each Delegate may carry more than one Delegate vote, including proxies from other clubs.
 - g. Delegates must be members in good standing with AANR and AANR-WC.
- 3.06 AFFILIATE MEMBER DUES – Membership dues, as established from time to time by the Delegates meeting in Convention, for members in Affiliated Clubs, shall be paid to the Affiliated Clubs that will thereafter follow the procedures established by AANR for remittance of such dues to AANR-WC.
- 3.07 ASSOCIATE MEMBER DUES - Membership dues, as established from time to time by the Delegates meeting in a Convention, for members of the Affiliated Clubs, shall be paid directly to AANR that will thereafter follow the procedures established by AANR for remittance of such dues to AANR-WC.

- 3.08 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

OFFICERS

- 4.01 The Officers of this Association shall be the President, Vice President, Secretary, and Treasurer all of whom shall be Directors. The AANR Trustee is elected through AANR and also sits with the AANR-WC Board of Directors in a non-voting role.
- 4.02 Officers are appointed by the Directors. Each Officer shall be qualified by at least two continuous years of AANR-WC membership, whether Affiliated or Associate, immediately prior to election. Re-election for consecutive terms shall be allowed. AANR and AANR-WC membership must be maintained in good standing during all terms of office. The Officers shall be appointed for two-year terms. .

ARTICLE 5

BOARD OF DIRECTORS OR GOVERNING BODY

- 5.01 The AANR-WC Board shall consist of the Executive, plus Provincial Directors.
- 5.02 The Board of Directors shall be elected by Delegates meeting at a Convention. Elections shall occur in even numbered years. Vacancies in the Board occurring as a consequence of the events enumerated in Paragraph 12.02 shall be filled by an election at the next Convention.
- 5.03 The President shall be empowered to fill any Director vacancies that may occur between annual Conventions. No additional appointments of Directors, beyond those to fill vacancies, are permitted. The Presidential appointment is subject to ratification by the remainder of the Board at the next Board meeting. The term of the appointment shall expire at the next Convention. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Convention.
- 5.04 The Provincial Directors shall be appointed from the elected Board at the inboard meeting at the Convention. There shall be four Provincial Directors appointed, one for each of the provinces of Manitoba, Saskatchewan, Alberta and British Columbia. Provincial Directors do not necessarily have to serve the province in which they reside. Each Provincial Director shall serve a two year term.
- 5.05 Board members shall not have a vote during Convention unless they are also acting as Delegates from their clubs.
- 5.06 The Board shall carry on the business of AANR-WC between Conventions and shall be directly responsible to the membership. Reports of the Officers and Committees shall be given, in writing, to the Delegates at a Convention.
- 5.07 Subject to the rules established by AANR, the President shall act as the Region representative at the AANR General Assembly or AANR Board meetings in situations where the AANR Trustee is unable or unwilling to attend such meeting(s). The AANR-WC President can appoint a representative should neither the AANR Trustee or AANR-WC President be available.
- 5.08 Meetings of the Board shall be open to all Members unless otherwise decided by the Board on a case by case basis.

- 5.09 Quorum for Board meetings shall be a majority of the Directors, subject to a minimum of 4 Directors.

ARTICLE 6

DELEGATE VOTING

- 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 Affiliated Clubs, each Affiliated Club must be represented to constitute a quorum.
- 6.02 Business of the Convention shall be conducted by Delegates. 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 non-Delegate members in good standing shall be entitled to attend business sessions with voice but no vote.
- 6.03 The Associates Club shall appoint one or more Delegates in accordance with Section 3.05 who shall have the power and authority to vote that Club's Delegate votes on all business carried on at the Convention. All non-Delegate Associates members in good standing shall be entitled to attend business sessions with a voice but no vote.

ARTICLE 7

ANNUAL CONVENTION

- 7.01 ANNUAL CONVENTION – The Convention of 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 Delegates 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

COMMITTEES

- 8.01 COMMITTEES – The President shall 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 at the pleasure of the Board. All Committees automatically dissolve at the start of Convention.

ARTICLE 9

AMENDMENTS

- 9.01 AMENDMENTS – Proposed amendments to the Constitution or these Bylaws must be circulated to the AANR-WC membership at least thirty days prior to the Convention. Notice of proposed amendments published in the AANR-WC newsletter or sent by ordinary mail to each Member shall be sufficient to satisfy this requirement. Posting of amendments on the AANR-WC ~~Regional~~ website is acceptable if done at least thirty days prior to the Convention and notice sent to the membership advising of the website posting. AANR-WC members may request copies of proposed amendments from AANR-WC.
- 9.02 Proposed amendments to, or repeals, or additions to any Bylaw or to any term of the Constitution shall be read at the Convention and discussion allowed before being put to the vote. A two-thirds (2/3) majority of votes cast shall be required to pass proposed changes. Abstaining votes shall not be counted as votes cast.
- 9.03 As required by the Act, all amendments, repeals and new bylaws become effective immediately upon approval.

ARTICLE 10

EXPENSES

- 10.01 The AANR-WC shall pay all authorized and verified expenses incurred on its behalf. Such expense reimbursements, when received by a Director, shall not be considered remuneration.

ARTICLE 11

DISAFFILIATION

- 11.01 An Affiliated Club wishing to withdraw from the AANR-WC shall serve notice in writing and should include the reason for wishing to withdraw. The AANR-WC Executive shall endeavor to contact the club's officers with a view to rectifying the conditions that precipitated the withdrawal.
- 11.02 The Executive shall have the power to temporarily suspend a club for violations of the Bylaws and shall notify AANR of the details of such suspension. The suspension shall be effective until the next Convention when the matter and the recommendations for action proposed by the Board shall be considered by the Delegates. The consideration of the proposed actions to be taken towards the temporarily suspended club shall be scheduled as early as possible in the agenda of the Convention. If the Delegates determine that the violations are proven, the decision of the Delegates shall be forwarded to AANR together with a recommendation as to the final disposition of the matter.
- 11.03 Members may withdraw by ceasing to pay dues or by giving written notice of withdrawal to the AANR-WC Secretary. Life Members who request the cancellation of their AANR-WC membership shall have their name removed from the membership and mailing lists. No refund of AANR-WC dues shall be given to the withdrawing member.
- 11.04 Decisions on club membership are the purview of the club and AANR-WC has no interest or authority in such matters. Members who are expelled from or otherwise conclude their membership from an Affiliated Club automatically become members of the Associates Club, for the remainder of their membership term, and therefore retain all their rights and privileges as a member of AANR-WC. AANR-WC has neither the right nor the desire to rule on any membership decisions made by an Affiliated Club.

ARTICLE 12

REMUNERATION AND REMOVAL OF OFFICERS

- 12.01 Officers and Directors shall receive no remuneration for serving as such, nor shall they be allowed to make any profits from their official positions. Officers and Directors may provide commercial services for profit to AANR-WC unrelated to their official positions provided the services offered are billed at rates and on terms consistent with business practices of the Officer or Director to outside organizations.
- 12.02 The office 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 A member of the Board may be removed from office by a majority vote of the Delegates at a special meeting or at the Convention.
- 12.04 The Board, by a majority vote, may revoke the appointment of an Officer and appoint a new Officer in his stead. The former Officer would remain a Director until the expiry of his term or until removed as a Director pursuant to Paragraph 12.02.
- 12.05 At all meetings of the Board, the President shall be entitled to one vote. If a vote on a motion is tied, the motion is defeated.

ARTICLE 13

LIMITATION OF LIABILITY

- 13.01 No Officer, Director or Committee member of the Association shall be liable for the acts, neglect or defaults of any other 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 provided the Officer, Director or Committee Member at all times performs his duties honestly and in good faith with a view to the best interests of the Association.
- 13.02 Every Officer or 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

PARLIAMENTARY PROCEDURE

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

ARTICLE 15

AUDIT

- 15.01 **AUDIT OF ACCOUNTS** – The President shall appoint two Auditors, as per paragraph 2.02, each year immediately following the Convention. The Auditors shall arrange to examine the accounts of the Association at the close of the financial year, May 31st, and shall report their findings to the Convention. The Board shall determine the Auditors' 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.