BYLAWS

March 2010

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ARTICLE I - DESCRIPTION

The name of the organization shall be the National Association of RV Parks & Campgrounds (National ARVC), a non-profit organization incorporated under the laws of the Commonwealth of Virginia. The Association shall hereinafter be referred to as ARVC and as the Association. The address of ARVC shall be determined by the Board of Directors (the "Board") and announced at each annual general membership meeting.

ARTICLE II - DEFINITIONS

As used in these Bylaws, camping/RVing is hereby defined to mean temporary living in the outdoors with the aid of shelter consisting of a tent, pop-up trailer, travel trailer, truck camper, motor home, van, recreational park trailer or camping cabin. Campground or RV Park is hereby defined to mean an area set aside where persons may engage in camping. A member is hereby defined to mean anyone who meets the requirements of membership set forth in ARTICLE IV, Section 1 and 2 and whose dues are paid in full. Director is hereby defined to mean the designated representative of a voting member who has been elected to the current governing body of ARVC.

ARTICLE III - MISSION

The National Association of RV Parks & Campgrounds is an association of campgrounds, RV parks and resorts, industry suppliers, camping equipment manufacturers, franchisers and others committed to promoting the growth and welfare of the RV park and campground sector of the outdoor hospitality industry through development and implementation of government/regulatory, educational, and promotional programs and activities. The association is committed to serving the needs of its members, the state campground/RV park associations, and the camping public.

ARTICLE IV – MEMBERSHIP

Membership in ARVC shall consist of:

SECTION 1- VOTING MEMBERSHIP

Voting Members are commercial, privately owned or leased campgrounds, RV parks or resorts which are presently in operation within North America which provide overnight accommodations for recreational vehicles or tents and/or parks that provide rental units. This would include ownership, membership, specialty resorts such as religious organizations, etc., and concession operators on public lands.

Voting members may have joined the organization through their state association which is Affiliated or Cooperating with ARVC ("Affiliated State Association" or "Cooperating State Association") or directly in the case where a park is located in a state that is not affiliated with ARVC ("Direct Member") as defined in Section 4 Admission.

1. Only one person, who must be an owner or an employee designated as the representative, may be designated in writing by that member campground/RV park to exercise its rights and privileges as a Voting Member.

2. Any person actively involved with a member campground/RV park may participate in all general activities and proceedings of ARVC.

3. A Voting Member's membership is distinct. No more than one membership may be held per campground and each campground shall maintain a separate membership.

4. A Voting Member does not qualify for exemption under Section 501(c)(6) of the Internal Revenue Service Code of 1954.

SECTION 2 – NON-VOTING MEMBERSHIP

A. Honorary Member shall be a person who has rendered special services to the Association or the camping industry and shall be conferred a lifetime membership by the Association Board of Directors at their discretion. Dues are complimentary to this category of membership.

B. Associate Member Individual is an individual person who does not own or operate a park and is not eligible for any other classification of membership.

C. Associate Member Organization is open to RV manufacturers, RV dealers, RV after marketers, RV related companies, not-for-profit associations, universities, or other organizations that do not provide a product or service to the campground/RV park sector of the Outdoor Hospitality Industry.

D. Public Sector Member shall be a public agency operating a campground, RV park or cabin facility on the federal, state or local level.

E. A Supplier Council Member shall include manufacturers and/or distributors of equipment used in the operation of a campground, RV park or resort and providers of goods or services essential to the operation of a campground/RV park.

F. Business Forum Member - Members of the Forum are for-profit companies with an interest in supporting and participating in furthering the mission and objectives of ARVC.

SECTION 3 – INTERNATIONAL AFFILIATE

International Affiliate is any member of a national campground association recognized by ARVC may participate in ARVC's activities, as if an ARVC member, upon payment of any

related fees for services at the ARVC member rate. International Affiliates are not eligible to vote nor do they receive any additional ARVC benefits of membership.

SECTION 4 -- ADMISSION

A. State Membership
Membership for those campgrounds and RV parks joining through an Affiliated or Cooperating State Association shall become effective upon submission by an Affiliated or Cooperating state association of the appropriate dues and necessary administrative information.

B. Direct Membership
When the campground/RV park is located in a state where there is an existing active State Association, the campground/RV park must be a member of that Affiliated State Association unless the Affiliated State Association agrees to permit direct memberships within its state. In the case of campgrounds/RV parks located in states without an Affiliated State Association, or in the case of members located in a state where the Affiliated State Association does not have a suitable membership category for the campground/RV park (for example, public or membership parks), then the campground/RV park may join ARVC directly making application and paying the appropriate dues then in effect.

C. Non-Voting Membership
Membership in all non-voting member categories shall become effective upon receipt of the appropriate dues and administrative information or upon action by the ARVC Board of Directors.

SECTION 5 — SUSPENSION

A member in any category of membership who has not paid the annual dues within thirty (30) days after the scheduled payment date shall be classified as delinquent and such member shall be notified of the delinquency. Membership and benefits shall be suspended after sixty (60) days.

SECTION 6 — REINSTATEMENT

Any suspended member may apply for reinstatement. Applications for reinstatement shall be accompanied by full current year ARVC dues.

A state association that has terminated its Affiliated or Cooperating State Association status with ARVC may apply for reinstatement as an Affiliated or Cooperating State Association by submitting the full current year's ARVC dues for its members accompanied by a reinstatement fee as established by the Board of Directors.

SECTION 7 -- GRANDFATHERING MEMBERSHIP

Direct members of ARVC are permitted to retain their direct ARVC membership if the state in which the member is located subsequently becomes an ARVC affiliate or revises its

membership rules to permit the direct member (who was previously ineligible for membership) to join the state association.

ARTICLE V-STATE AFFILIATION

A. Policy

State associations and the National association are equal partners in furthering the interests of the campground and RV park segment of the Outdoor Hospitality Industry.
ARVC and all state associations are independent organizations for all purposes although they may choose to co-operate by sharing memberships. To further their goals, ARVC and certain state associations may voluntarily choose to associate themselves together, and in such case, the "ARVC/State Partnership Guidelines" shall apply. (See Series 406 Policies & Procedures)

B. Affiliated State Association

1. Relationship - An Affiliated State Association is the established state campground and RV Park association within a state. There shall be no more than one Affiliated State Association in each state. An Affiliated State Association has chosen to form a special partnership with the National Association and chooses to enroll 100% of their RV park and campground members as members of ARVC. Should there be more than one RV Park and campground association in a state, the association that first asks ARVC to become an affiliate becomes the Affiliated State Association.

2. Tenure – Affiliated State Association status is continuous, subject to the terms and conditions of Article V, Sections E and F.

3. Representation - An Affiliated State Association is granted two voting seats on the Council of Delegates, the first of which is filled by the elected or appointed representative of the state association who shall be a RV park/campground operator.

4. Administrative/Marketing Fee – An Affiliated State Association retains a percentage of the ARVC dues as an administrative/marketing fee as defined in the ARVC/State Partnership Guidelines. The fee is calculated by computing the full amount of the dues for 100% of the membership. The fee represents compensation for the affiliate association's efforts in membership recruitment, marketing the national association and its programs, and the collection of dues for ARVC.

C. Cooperating State Association

1. Relationship - A Cooperating State Association is located in a state that does not have an existing Affiliated State Association.

2. A Cooperating State Association must enroll a minimum of 60% of their campground and RV park members as members of ARVC.

3. Representation – A Cooperating State Association is granted a single voting seat on the Council of Delegates. The seat is filled by the elected or appointed representative of the association who shall be a RV park/Campground operator.

4. Administrative/Marketing Fee – A Cooperating State Association retains a percentage of the ARVC dues as an administrative/marketing fee as defined in the Policies & Procedures Manual, Series 406, ARVC/State Partnership Guidelines. This calculation is based upon the full amount of the dues for the actual number of ARVC members from that state, which must represent a minimum of 60% of the entire membership of the state association. The fee represents compensation for the cooperating association's efforts in membership recruitment, marketing the national association and its programs, and the collection of dues for ARVC.

D. Determination of State Association Status

When there is no recognized state association and a state association believes it has become established as an association representing campgrounds and RV parks in their state, it may apply to the ARVC Board of Directors for recognition as the ARVC Affiliated State Association or Cooperating State Association from that state. The Board of Directors may confirm affiliation subject to the terms and conditions of Article V, Section E. A Cooperating State Association may apply to the ARVC Board of Directors for Affiliated State Association status providing the minimum requirements as set forth in the Bylaws, Article V – State Affiliation. However, an Affiliated State Association may not become a Cooperating State Association.

E. Guidelines for Affiliation

1. The Board of Directors shall establish guidelines for the determination of state association status. The Board shall take recommendations from the Council of Delegates and Association Staff into consideration when establishing and amending said guidelines. Said guidelines shall be identified as the ARVC/State Partnership Guidelines and shall be included in the ARVC Policies and Procedures Manual, Series 406Said guidelines, as current and as amended from time to time by the Board of Directors shall be used to assess the eligibility of any state association seeking affiliation with ARVC.

2. A state association seeking affiliation with ARVC must provide articles of incorporation and Bylaws.

3. To obtain or maintain Affiliated State Association or Cooperating State Association status, a state association must not be delinquent in any dues obligation to ARVC as defined in these Bylaws. Delinquency shall be defined as not having met any dues obligation within thirty (30) days after the scheduled payment date.

F. De-affiliation

1. In the event that a state association fails to meet the criteria as set forth in Article V,

subparagraph E, they shall be considered to be no longer in good standing with ARVC. The ARVC President shall notify the state association in writing of any failure to meet the affiliation criteria and shall request compliance within thirty (30) days of said notice.

2. Failure to meet the compliance deadline shall result in the state association being de-affiliated from ARVC. A written notice shall be sent by the ARVC President, notifying the state association of this action and of their options regarding re-affiliation as defined in paragraph three (3) of this Section.

3. A state association that has been de-affiliated by ARVC may apply for reinstatement subject to the terms and conditions of Article V of these Bylaws.

In the event that a state association is de-affiliated, the benefits provided by ARVC shall not be available to the individual members of the state association, unless annual dues have already been received by ARVC at the time of de-affiliation.

ARTICLE VI -DUES

Dues shall be determined by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VII - VOTING RIGHTS

Only Voting Members shall have the right to vote at meetings of the members. All members of the Board have the right to vote on all Board related issues irrespective of their membership per Article IV.

ARTICLE VIII - VOTING METHODS

A valid vote shall be one that either a) is slated in person by an individual designated in writing as the representative of only one specific qualified voting member; or, b) is one submitted by a qualified voting member on an official absentee mail ballot. Official absentee ballots to vote for the Board of Directors by mail will be issued to qualified voting members upon written request to the Nominations & Elections Committee.

ARTICLE IX - ELECTIVE OR APPOINTED POSITIONS

SECTION 1 — OFFICERS

A. Composition. The Officers of ARVC shall consist of a Chairman, a First Vice Chairman, a Second Vice Chairman, a Secretary, and a Treasurer,

B. Term of Office. All officers shall be elected for a period of one (1) year.

C. Re-election. An officer may not be elected to serve in the same office for more than four (4) full consecutive terms, with the exception of the Chairman, who may not be elected to serve in the same office for more than two (2) full consecutive terms. A full term is defined as meaning a period of not less than six (6) months, nor more than twelve (12) months.

SECTION 2 - BOARD OF DIRECTORS

A. Composition. The ARVC Board of Directors shall be comprised of the following members:

1. Twelve (12) members of the Board shall be Voting Member Directors elected by the Voting Members of ARVC. Two (2) from each of the six voting areas established by the Board of Directors.

2. One (1) member of the Board shall be the immediate past Chairman of the Board of Directors.

3. One (1) member of the Board shall be selected by a vote of the executive directors of the Affiliated State Associations and Cooperating State Associations.

4. One (1) member of the Board shall be the Chairperson of the Council of Delegates. A Board Member elected from a voting area may not serve as Chairperson of the Council of Delegates.

5. One (1) member of the Board shall be from the Supplier Council, provided that there shall be at least 50 members in the Supplier Council.

6. One (1) member of the Board shall be the Chairperson of the Business Forum.

7. One (1) member of the Board shall be the Chairperson of the ARVC Foundation.

8. There shall be up to two (2) At-Large Directors nominated by the Nominations and Elections Committee to the ARVC Board. Upon their approval by the Board, the ARVC Chair shall then appoint said At-Large Directors. There may from time to time be two (2) additional Directors At Large as referenced in Article IX Section 2, B Term of Office, subparagraphs 2 and 3.

B. Term of Office.

1. Unless otherwise specified in these bylaws, Directors shall be elected for three (3) years. The number of elected Directors in a voting area will be determined by the number of Director positions becoming vacant in that election year.

2. If the Chairman is serving in their first year as Chairman, concurrent with their final year on the Board of Directors, they may serve an additional one (1) year term as an At-Large Director, subject to re-election as Chairman in accordance with the Bylaws.

3. The immediate past Chairman of the Board of Directors shall be a member of the Board until replaced by the next past Chair. If the past Chairman shall be ineligible to continue as a member of the Board representing a Voting Area, or if they shall not be elected to a regular term representing a Voting Area, then they shall serve as an At-Large Director, during that period.

C. Re-election. No Director shall serve more than two consecutive full terms, notwithstanding the exceptions in Article IX, Section 2 B, Sub-Section 2 and Sub-Section 3. A full term is defined as meaning a period of not less than three (3) years.

D. No more than one (1) Voting Member Director may be elected to serve on the Board of Directors from any one state. Eligibility of nominees may therefore be affected if said nominees are from the same state as any current Director whose remaining term beyond the current election cycle. For example: When one of the two Director positions available in a voting area is already occupied, and will remain occupied after the election cycle; there may be no other nominees from the same state as the Director in the occupied seat.

SECTION 3-CANDIDATES AND/OR NOMINEE REQUIREMENTS

A. Except for extenuating and validated reasons, all candidates for Director shall be present at the annual meeting to hear the outcome of the vote and to accept their election.

B. No person shall be eligible to be a Director unless they meet the following criteria:

1. Have at least two (2) years experience as an RV Park or campground owner/operator or must have two (2) years industry managerial experience including, but not limited to one of the following: being a vendor or have experience working within the industry; have been actively involved in the operation of a voting member campground/RV park. "Actively involved" shall be defined as personally and directly involved in the day to day operation of a voting member park at a management level, with a clear history of physical presence and compensation in this capacity throughout the period of involvement. The required period of active involvement can be at more than one member park provided it is continuous.

2. Have been the designated Representative, as defined in Article IV, Section 1 of a voting member campground/RV park for not less than thirty, (30) days immediately prior to the submission of their nomination petition.

3. Are associated with a voting member Park as defined above, which is in good standing with ARVC (as defined in Article IV, Section 5), at the time of submission of their nomination petition.

4. Are able to give priority to the ARVC meeting schedule for Board meetings and the national conference and expo.

5. Have their CPO certification or be actively enrolled in the CPO Program. This criterion shall be waived where earning the designation of CPO is not an available option for the type of Board seat due to the CPO designation criteria.

C. Any Board member elected by the membership or appointed by the Board may be eligible to become an officer, provided they have been an RV Park or campground owner/operator for at least two years.

ARTICLE X - BOARD OF DIRECTORS

SECTION 1 - GOVERNING BODY

The governing body of ARVC shall be the Board of Directors

SECTION 2 - PRESIDING OFFICER

The Chairman shall preside at all meetings of the Board of Directors. In the Chairman's absence, the ranking officer shall preside. If no officers are present, the presiding officer shall be elected by a majority vote of the Directors present.

SECTION 3 - MEETINGS

The Board of Directors shall meet immediately after the annual meeting of members to elect the Officers of the Association. Additional board meetings shall be determined by the Chairman.

SECTION 4-NOTICE OF SPECIAL MEETINGS

At least fifteen (15) days prior notice of a special meeting shall be sent to each Board Member and shall state the reason for the special meeting and shall include time and location of the special meeting. Such a meeting can be called by any six (6) Directors.

SECTION 5 — QUORUM

A minimum of (50% plus one) of the total Board Members shall constitute a quorum. If at any meeting a quorum is lacking, the members present shall adjourn the meeting to a later date.

SECTION 6— POWERS

The Board of Directors shall have full power to administer the affairs of ARVC, except as otherwise provided in the Bylaws.

SECTION 7—VACANCY

The Chairman may fill, by appointment, subject to ratification by a majority vote of the Board of Directors, any vacancy that may occur on the Board of Directors. Such appointment shall be made from the same voting area or from the same category of board membership from which the vacancy occurred. Appointments shall remain in force through the balance of the term of the Director's position being filled. Such appointment shall be until the next election cycle. The Appointee, or any subsequent member elected to this position, may only serve the balance of the current full term.

SECTION 8— PROCEDURE

All meetings shall be conducted in accordance with the current Roberts Rules of Order and the ARVC Policies & Procedures Manual.

SECTION 9- FAILURE TO FULFILL DUTIES

Any Director may be removed from office for just cause by a two-thirds (2/3) vote of the Board Members present at a Board of Directors' meeting. A Director who misses three (3) consecutive Board Meetings will automatically be removed from office.

SECTION 10— EMPLOYEES

The Board of Directors shall have the sole right to employ and contract with a chief executive officer (the "President") for ARVC.

SECTION 11 — PROCEEDINGS

A report of the actions of the Board of Directors shall be published and distributed to each member of the Board following each Board Meeting. This report is to be furnished by the Secretary and approved by the Chairman.

SECTION 12 - RECORDS

All records pertaining to any ARVC related business are the property of ARVC and must be transferred as directed by the ARVC Board of Directors within thirty (30) days by the person vacating the Board.

ARTICLE XI- APPOINTIVE POSITIONS

The Chairman shall, subject to the approval of the Officers of ARVC and within sixty (60) days of the Annual Meeting (Article XVII, Section 3), appoint such committees as may be necessary to conduct the business of ARVC during the ensuing year. The Policies and Procedures Manual shall contain a listing of suggested committees and a description of their composition and mission.

ARTICLE XII - DUTIES OF ELECTIVE AND APPOINTIVE POSITIONS

A. <u>Officers</u>

1. Chairman

    a. The Chairman shall be the presiding officer of the Annual Meeting, national conference and expo and all meetings of the Board of Directors.

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b. The Chairman shall appoint all Committee Chairmen and committees with the approval of the other Officers.

c. The Chairman shall be a member ex-officio of all ARVC committees.

d. The Chairman may appoint Special Committees subject to the approval of the other Officers.

e. The Chairman shall call meetings of the Board of Directors whenever such meetings are deemed necessary.

f. The Chairman or the Chairman's designee(s) shall sign and execute all contracts and agreements only upon approval of the Board of Directors or the Board of Directors designee(s). Originals of all contracts and agreements shall be on permanent file in the Home Office.

g. The Chairman may within budgetary constraints, authorize trips whenever such trips are deemed necessary to the welfare of ARVC.

2. First Vice Chairman

a. The First Vice Chairman shall serve as assistant to the Chairman.

b. The First Vice Chairman shall, in the absence of the Chairman, be the presiding officer of the national conference and expo or meetings of the Board of Directors.

c. The First Vice Chairman shall, in the event of a vacancy in the Office of Chairman, succeed to the office for the unexpired term.

d. The First Vice Chairman shall serve as the Chairman of the Personnel Committee and shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

3. Second Vice Chairman

a. The Second Vice Chairman shall, in the absence of the Chairman and First Vice Chairman, be the presiding officer of the national conference and expo or meetings of the Board of Directors.

b. The Second Vice Chairman shall, in the event of a vacancy in the Office of First Vice Chairman, succeed to the office for the unexpired term.

c. The Second Vice Chairman shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

4. Secretary

The Secretary shall serve as Secretary of the national conference and expo and all meetings of the Board of Directors.

a. The Secretary shall assist the Chairman and other Officers in carrying out their duties.

b. The Secretary shall furnish the Home Office the final version of the meeting minutes, no later than three weeks after any official or special meeting.

c. The Home Office shall distribute copies of the minutes to the Directors no later than two weeks after receiving the minutes from the Secretary.

d. The Secretary shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

5. Treasurer

a. The Treasurer shall have custody, or oversee the custody, of all funds of ARVC and keep complete records of its financial affairs.

b. The Treasurer shall cause to be deposited and disbursed, its monies as instructed by the Executive Committee and the Board of Directors.

c. The Treasurer shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

d. The Treasurer's books and records shall be open to any member of the Board of Directors at all times.

e. The Treasurer shall cause the financial statements to be furnished at meetings of the Board of Directors and the Annual Meeting.

f. The Treasurer shall validate the audit or financial review as prepared by an independent certified public accounting firm.

g. The Office of Treasurer shall operate on a calendar year basis.

B. <u>Directors</u>

1. The Board of Directors shall have full power to administer the affairs of ARVC and shall be responsible for areas of ARVC business as assigned by the Chairman.

2. The Board of Directors shall conduct the business of ARVC between the national conferences and expos.

3. The Board of Directors shall have authority to enter into contracts and agreements on behalf of ARVC and this authority shall be exercised only by them or upon delegation to the President of ARVC.

4. The Board of Directors may delegate the duties of any officer during such officer's absence or disability.

5. The Board of Directors shall remove from office by a two-thirds (2/3) vote of the Board Members present any ARVC Officer who fails to perform the duties of that office.

6. The Board of Directors may also transact business by mail, electronic mail or telephone between Board Meetings. The vote of any Director may be cast by mail, electronic mail or voice. The majority votes thus cast shall be binding in every respect.

C. Executive Committee

The Executive Committee shall consist of the Officers of ARVC, the immediate past Chairman and the President of ARVC in a non-voting capacity. The Chairman may request any member to attend a specific meeting of the Executive Committee. The purpose of this Committee is to consult with and advise the President on any pertinent endeavors of ARVC, so that the President can conduct the business of ARVC between meetings of the Board, and carry out the wishes and directives of the Board of Directors. In the event of a vacancy on the Executive Committee, the Chairman may appoint an individual to fill the vacancy, subject to approval by the Board of Directors. The appointee shall serve the remainder of the term.

ARTICLE XIII- NOMINATION AND ELECTION OF DIRECTORS

A. Voting Members

1. Procedure

a. The Nominations & Elections Committee shall send to each qualified state association a request for a qualified recommendation for membership on the Board of Directors.

i) Such request shall be made in writing not less than sixty (60) days prior to the Spring Board Meeting.

ii) Such recommendation must be returned to the Nominations & Elections Committee Chairman no later than one week prior to the Spring Board Meeting.

iii) The membership of each state association may recommend candidates.

b. Independent nominees may be submitted to the Chairperson of the Nominations and Elections Committee no later than 120 days prior to the Annual Meeting. Nominations must be accompanied with the signatures of fifteen (15) Voting Members from the nominee's voting area. It is the responsibility of the

nominee to ensure that all fifteen (15) signatories hold current and valid Voting Member status with ARVC, as defined in Article IV, Section 1. The Nominations and Elections Committee will verify this upon submission. Petition signatures from non-voting members shall not be considered as valid and will not be counted, and may therefore render a petition invalid. In such cases, nominees will be notified by the Nominations and Elections Committee within fourteen (14) days of submission, and will have an opportunity to rectify the shortfall, subject to the submission deadlines as defined in Article XIII.

c. Upon the occasion of fewer candidates in good standing than Director openings in a given voting area, the Board of Directors may nominate candidates with a majority agreement.

d. Ninety (90) days prior to the Annual Meeting, the Nominations & Elections Committee shall submit the names of the nominees to the general membership complete with a resume describing the qualifications of each.

e. No candidate shall be recommended for a Board position without their written consent.

2. Election of Directors

a. One person, who must be an owner or an employee designated as the representative of a Voting Member campground/RV park in good standing may participate in the election of the ARVC Board of Directors from their voting area by submitting an official ballot at the Annual Meeting, or by mailing in the official Absentee Ballot, in accordance with rules prescribed by the Nominations & Elections Committee.

b. Each ballot shall show the names of all nominees accepted by the Nominations & Elections Committee for the designated voting area.

c. The results of the balloting shall be announced at the Annual Meeting.

d. Persons with the highest number of votes shall be declared elected in descending order of votes received, until all vacant positions have been filled.

e. In the event of a tie, the actions of the Nominations & Elections Committee shall be governed by Robert's Rules of Order.

B. <u>State Executive Directors</u>

1. Ninety (90) days prior to the opening of the national conference and expo, the President of ARVC shall send forth a call for nominations for candidates to serve as the representative of the Affiliated State Association and Cooperating State Association executive directors on the ARVC Board of Directors.

2. The President shall forward the nominations, including a biography of each candidate, to the designated executive director of each state association.

3. Those qualified executive directors present at a meeting of state executive directors held one day prior to the national conference and expo shall vote by secret ballot to elect the representative.

4. A qualified executive director shall be any individual, paid or volunteer, who shall serve as the executive director of an Affiliated State Association or Cooperating State Association as attested to by an official action of the board of directors of the state association.

C. Supplier Council Member

1. 120 days prior to the national conference and expo, the President shall notify Each ARVC member within the above named membership categories, advise them of open board seats and solicit nominations for the available seats.

2. Forty-five (45) days prior to the national conference and expo, the President shall conduct a mail ballot among the members of the Supplier Council for the available board seat. Each member shall receive a ballot and such written information as each candidate may wish to provide to the members.

3. The President shall announce the election winner at least 15 days prior to the national conference and expo.

D. Election Results

The directors elected shall be announced at the Annual Meeting of ARVC and the directors shall be seated as a member of the Board at the next meeting of the Board following the Annual Meeting.

ARTICLE XIV - ELECTION OF OFFICERS

A. The officers of ARVC shall be elected annually by a majority vote of the Board of Directors.

B. Such election shall take place immediately following the Annual Meeting.

C. The announcement of the results of the election of officers for the ensuing year shall be made immediately and announced to the general membership through the *ARVC Report*.

D. The Secretary may cast a single unanimous ballot in an uncontested election to a particular office.

ARTICLE XV – COUNCIL OF DELEGATES

A. Composition

The Council of Delegates shall include the elected or appointed representatives of All Affiliated State Associations and Cooperating State Associations and one additional representative from each Affiliated State Association. In the case of Affiliated State Associations, one representative may be the state association executive director.

An elected or appointed representative of other state campground associations may be invited by the Council of Delegates to participate in the council meetings as a non-voting member provided that the representative is a member of ARVC.

B. Meetings

The Council of Delegates shall meet at least annually in conjunction with the national conference and expo.

C. Organization

1. The Council of Delegates shall elect a chairperson, who shall be a Voting Member, and who shall be eligible to serve for three (3) consecutive one year terms.

2. Each delegate shall have one vote on the Council.

3. Each Affiliated State Association and Cooperating State Association shall take an official action to name their delegates to the Council of Delegates. Each state shall advise the Chairman of the Council of Delegates in writing of the name(s) of its delegate(s).

4. No votes may be cast in absentia. In the event of the inability of a delegate to attend, an alternate delegate may attend and vote provided the alternate has been designated.

5. ARVC is not responsible for the expenses related to the service on the Council of any Delegate.

6. Expenses related to service on the ARVC Board incurred by the Chairperson of the Council of Delegates, as a Voting Member of the ARVC Board, shall be borne by ARVC to the extent that such expenses are covered for all Board members.

D. Authority

1. The Council shall have the responsibility to review the operations of ARVC, publish an annual report on its findings of that evaluation and the state of ARVC, review and make recommendations regarding ARVC's annual core program, and recommend criteria to the ARVC Board of Directors for Affiliated State Associations and Cooperating State Associations.

Revised May 20, 2007 8:00 AM/Oct. 28, 2007; Revised Jan 5, 2009; Edited for Typos April 11, 2008; Revised April 3, 2009; Revised 11/2009; Revised March, 2010.

2. The leadership of the Council shall assure that the business agenda of the Council includes items of interest and concern to individual ARVC members and state association boards.

3. All powers not enumerated in this section are reserved for the ARVC Board of Directors.

ARTICLE XVI - BUSINESS FORUM

A. Composition - Any for-profit company with an interest in the RV park and campground industry is eligible for membership in the Business Forum.

B. Meetings - The Business Forum shall meet at least annually upon the call of the Forum Chairman.

C. Organization

1. The Business Forum shall elect a Chairperson, and who shall be eligible to serve three (3) consecutive one-year terms.

2. Expenses related to service on the ARVC Board incurred by the Chairperson of the Business Forum shall be borne by ARVC to the extent that such expenses are covered for all Board members.

D. Purpose

1. The Business Forum is a membership category for companies that wish to provide additional support for and derive benefit from cooperative opportunities in the RV Park and campground industry.

2. All powers not enumerated in this section are reserved for the ARVC Board of Directors.

ARTICLE XVII- MEETINGS OF MEMBERS

SECTION 1 — MEETINGS

The Annual Meeting of Members shall be held at such time and place as approved by the Board of Directors.

A Special Meeting of Members can be called by the Board of Directors at their discretion or upon written petition of ten (10) percent of the Voting Members at such time and place as the Board of Directors may determine. Such meeting must take place within ninety (90) days upon receipt of petition by the Chairman of the Board. Written notice thereof shall be mailed to each member not less than thirty (30) days nor more than sixty (60) days prior to the date of such meeting. Such notice shall state the reasons for calling such meeting. An affirmative vote of 2/3 of the Voting Members present shall be required to adopt any actions.

SECTION 2- OFFICIAL NOTICE OF THE ANNUAL MEETING

Official Notice of the Annual Meeting shall be published and mailed to each member no less than thirty (30) days nor more than sixty (60) days prior to such meeting and shall include a general outline of the national conference and expo Program.

SECTION 3 - PURPOSE OF THE ANNUAL MEETING

The purpose of the Annual Meeting is to elect Directors, to discuss matters within the scope of ARVC, and to make recommendations and take positions with respect thereto Motions made from the floor require an affirmative vote of two-thirds (2/3) of the Voting Members present.

SECTION 4—QUORUM

The quorum required to conduct the business of ARVC at any meeting of the Voting Members properly called, shall be the Voting Members present at the meeting.

SECTION 5—ATTENDANCE

Attendance at the Annual Meeting of the Association shall be open to all members in good standing. Guests and non-members are welcome to attend.

SECTION 6— PROCEDURE

All meetings shall be conducted in accordance with the current Robert's Rules of Order and ARVC's Policies & Procedures Manual.

SECTION 7 - ANNUAL REPORT

An Annual Report of the activities of ARVC shall be presented by the Chairman at the Annual Meeting.

ARTICLE XVIII- FISCAL YEAR

The fiscal year of ARVC shall be the calendar year of January 1 through December 31.

ARTICLE XIX - AMENDMENTS

The General Membership hereby assigns the ARVC Board of Directors the ability to change the Association Bylaws when the amendment is approved by a 2/3 majority vote of the Board. Board approved amendments shall be announced to the General Membership not less than 120 days prior to the Annual Meeting. Such amendments are subject to veto by a 2/3 majority vote of those present at that meeting, provided that the provisions of Article XVII, Section 4 are met.

ARTICLE XX- DISSOLUTION.

Upon the dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the Corporation conclusively for the purposes and in such manner, to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as directed by the Board of Directors and shall, at the time, qualify for exemption under Section 501(c)(6) of the Internal Revenue Code of 1954.

END.
BYLAWS — April 2007; Edited for Typos April 2008 for compliance with new Policies & Procedures; Revised April 3, 2009; edited for typos and revised March 2010.