



**BYLAWS  
and  
ARTICLES OF  
INCORPORATION**

**Revised July, 2010**



# AMERICAN ASSOCIATION FOR NUDE RECREATION – MIDWEST REGION, INC. BYLAWS

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# BYLAWS OF THE AMERICAN ASSOCIATION FOR NUDE RECREATION – MIDWEST REGION, INC.

## ARTICLE 1 - IDENTIFICATION

**SECTION 1.01. NAME.** The name of the corporation shall be American Association for Nude Recreation – Midwest Region, Inc., referred to in these Bylaws as the "Corporation" or "AANR Midwest".

**SECTION 1.02. AFFILIATION.** The American Association for Nude Recreation – Midwest Region, Inc. is organized as a regional affiliate of the American Association for Nude Recreation, Inc. (hereafter "AANR"). As a regional affiliate of AANR, AANR Midwest is subject to AANR's Articles of Incorporation, Constitution and Bylaws, and Procedure Manual, where applicable. If regional affiliation with AANR is terminated, AANR Midwest is no longer subject to the AANR ruling documents specified above.

There shall be three means of terminating affiliation with AANR. First, if AANR ceases to exist as a membership organization dedicated to the protection, preservation and promotion of family social nudism, then AANR Midwest's affiliation with AANR is deemed to be terminated. Second, if AANR ceases to recognize regional organizations as a whole or AANR Midwest as a regional affiliate, then AANR Midwest's affiliation is terminated by AANR's action. Third, if at any time the Board of Directors of AANR Midwest determines that continued affiliation with AANR is not in the best interests of AANR Midwest or its members as a whole, then affiliation may be terminated by an affirmative vote of no less than six directors at any regular or special meeting. A termination of affiliation by vote of AANR Midwest's Board of Directors must be ratified by a majority vote of the delegates or membership within thirteen months of the Board's vote in the same manner and at the same meeting as the next election of directors of AANR Midwest. The effective date of such a termination shall be established by the Board of Directors and may be prior to the vote of ratification.

**SECTION 1.03. OFFICES.** The corporation shall continuously maintain a registered office and a registered agent in the State of Indiana. It may have other offices within or without the state.

**SECTION 1.04. SEAL.** The corporation may, but need not, have a corporate seal. The seal shall be in the form of a circle with the name of the corporation written around the upper margin, the words "Corporate Seal" written in the center of the seal, and the word "Indiana" written around the bottom margin of the seal. The seal may be mounted upon a metal die suitable for pressing upon paper or may be written in ink.

**SECTION 1.05. FISCAL YEAR.** The fiscal year of the corporation may be changed by resolution of the Board of Directors but initially shall end on the last day of December in each year.

**SECTION 1.06. PRINCIPLES.** The members of this corporation believe in the essential wholesomeness of all human bodies. We believe in the naturalness of social nudism. We consider that the exposure of the entire body to light and air is beneficial to physical and mental health. We believe that recreation — from exercise to relaxation and socialization — is enhanced by the nudist experience. We believe that we have the right to practice social nudism in appropriate settings, provided that we do not infringe on the rights of others.

**SECTION 1.07. OBJECTIVES AND PURPOSES.** AANR Midwest shall have the following objectives and purposes:

- A. To provide individual nudists and nudist park owners with a democratic organization through which the aims and feeling of both may be expressed for their mutual benefit.
- B. To gather and disseminate information which will assist the general public to understand the nature and principles of social nudism.
- C. To work with legislative, administrative, judicial, and enforcement officials toward the clarification and elimination of restrictive laws which unreasonably limit the practice of social nudism.
- D. To receive gifts, bequests or other contributions, to hold and dispose of real or other property, to negotiate contracts, or to undertake any other enterprise permitted under the Articles of Incorporation for the full and complete expression of the above purposes.

**SECTION 1.08. STANDARDS.** In accordance with our principles, the following standards shall be maintained:

- A. The following shall not be required of applicants or members:
  - 1. Any test of religion, race, politics, or ethnic origin.
  - 2. Any agreements to be photographed or to permit any public use of name, address or occupation in connection with membership.
- B. We reject categorically any attempt to associate the good name and reputation of family social nudism, of any AANR Midwest club, or of American Association for Nude Recreation – Midwest Region, Inc. with the sexual exploitation of the human body. We further reject any use of the terms nudist, nudism, family social nudism, or AANR Midwest, as a cover for sexually-exploitive purposes, commercial or otherwise.
- C. The misuse, abuse or misrepresentation of any member's relationship with an AANR Midwest club, or with AANR Midwest, in violation of these Principles and Standards, shall be grounds for termination or membership.

## ARTICLE 2 - MEMBERSHIP

**SECTION 2.01. CLASSES OF MEMBERS.** This corporation shall have the class or classes of members with such relative rights, privileges, duties, liabilities, limitations and restrictions as may be provided for in its Articles of Incorporation.

**SECTION 2.02. MEMBERSHIP.** Membership shall be open to all as specified in Article IV of the AANR Bylaws. It shall be the duty of each AANR/AANR Midwest club to act on behalf of the corporation to determine suitability of individuals for membership in the corporation and to cooperate with the AANR/AANR Midwest organizations as shall be necessary to carry out the duties set forth herein and as determined by the AANR Board of Trustees and the General Assembly and the AANR Midwest Board of Directors and its Regional Assembly.

**SECTION 2.03. CERTIFICATE OF MEMBERSHIP.** The certificate of membership in the American Association for Nude Recreation – Midwest Region, Inc., shall be the official membership card of the American Association for Nude Recreation (AANR), the parent corporation. This card may display the abbreviated letters of AANR Midwest (AANR-M), the member's name and the class of membership. There shall be two (2) classes of memberships: 1. Club Member and 2. Associate Member.

The name of the club on this card will suffice and will have the class meaning of "Club Member." The term "AANR Midwest Associate" on this card will also be acceptable and will have the class meaning of "Associate Member."

## ARTICLE 3 - MEETINGS OF MEMBERS

**SECTION 3.01. ANNUAL MEETINGS.** The annual meeting of the members for the purpose of electing officers and directors and for the transaction of other business shall be held between July 1 and August 31 each year. If for any reason the annual meeting of the members is not held, it may be held on any date thereafter, or the business normally conducted at an annual meeting may be transacted at any special meeting of the members called for that purpose. The time and place of the annual meeting shall be by vote of the Regional Assembly. If the assembly fails to act, the Board of Directors shall set the time and place.

**SECTION 3.02. SPECIAL MEETINGS.** Special meetings of the membership may be called by the president. The president shall be required to call a special meeting of the membership upon request of a majority of the Board of Directors, or upon the written petition of 10% or more of the general membership. In either of the latter two cases, the president shall announce the time and place within five (5) days of receipt of the request or petition. The meeting shall be held within thirty (30) days in an accessible central location. A special notice shall be delivered or mailed to each member of the corporation then entitled to vote not less than ten (10) days before the date of the meeting notifying them of such meeting and

the purpose for which the meeting is called. If there is sufficient time, the AANR *Bulletin* may be used.

**SECTION 3.03. NOTICE OF MEETINGS.** A written notice stating the place, day, and hour of any meeting of members (and, in the case of a special meeting, the purpose for which the meeting is called) shall be delivered or mailed to each member of the corporation then entitled to vote not less than ten (10) days before the date of the meeting. If mailed, the notice shall be considered to be delivered when deposited in the United States mail with postage prepaid and addressed to the member at his address as it appears on the records of the corporation. A notice in the AANR *Bulletin* shall constitute written notice of any meeting. Attendance at any meeting, in person or by proxy, shall constitute a waiver of the right to advance notice of the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the decision to adjourn is made.

**SECTION 3.04. PLACE OF MEETINGS.** All meetings of members shall be held within the states of Ohio, Kentucky, Indiana, Michigan, Wisconsin, Illinois, Minnesota, North Dakota, South Dakota, Missouri, Iowa, Nebraska, Kansas, Tennessee, and the province of Ontario, Canada.

**SECTION 3.05. VOTING AT MEETINGS.** Every member of the corporation shall have the right to one (1) vote for the purpose of electing delegates to represent them at meetings of the corporation. The elected delegates shall constitute the legislative body of the corporation and shall represent the clubs by apportionment of one (1) vote for every twenty-five (25) basic AANR Midwest members, or fraction thereof. The decision of the members as expressed through their duly elected delegates shall be the final authority on all matters.

Members of the AANR Midwest Regional Associates Club shall meet at the annual meeting prior to the opening of the Regional Assembly to elect delegates. Votes shall be allocated as stated above. Votes can be carried only by a member of the Associate Club, with each elected delegate carrying no more than one (1) vote. No proxies to other clubs shall be permitted.

The closing date for determining the number of votes to which a club is entitled at the Regional Assembly shall be December 31 of the immediately preceding year.

**SECTION 3.06. PROXY VOTE.** Should none of the accredited delegates of a club be able to attend, a club may delegate its right to vote at the AANR Midwest Regional Assembly to an accredited delegation. However, no delegation may cast a combined total of more than thirty (30) votes. If delegate forms are not received, the votes will neither be cast nor be delegated by the Regional Assembly, excepting that a club which has a valid voting strength on excess of thirty (30) shall be entitled to cast the full number of its own votes.

**SECTION 3.07. QUORUM.** At any meeting of the membership, a majority of delegates representing clubs qualified to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the members present



at the meeting shall be the act of the members unless the vote of a greater number is required by the AANR Midwest Bylaws. At any adjourned meeting at which a quorum might be present, any business may be transacted which might have been transacted at the original meeting. The withdrawal of members from any meeting shall not cause failure of a properly constituted quorum at that meeting.

**SECTION 3.08. ACTION WITHOUT FORMAL MEETINGS.** Any action which may be authorized at a meeting of the members may be taken without a meeting, if a written consent setting forth the action so taken is signed by all the members entitled to vote thereon.

## **ARTICLE 4 - THE BOARD OF DIRECTORS**

**SECTION 4.01. MEMBERSHIP.** The Board of Directors shall consist of seven (7) persons who are members in good standing of the corporation. The board shall be the governing body of the corporation in the interim between annual meetings of the Regional Assembly. The board shall be responsible for conducting the affairs of AANR Midwest and shall be accountable to the Regional Assembly and to the members of AANR Midwest for all its actions.

In the event the number of directors is increased by the bylaws of the corporation, the election of the additional director or directors shall be by vote of the elected delegates representing the members of the corporation.

The qualifications, term of office, etc. shall be as tabulated on the "Elected Officials' Qualifications Chart" (See Figure 4.1). Additionally, no officer or director may live more than one hundred (100) miles beyond the boundary limits of the AANR Midwest Region, and no person may simultaneously hold any other elective office in AANR or AANR Midwest except to allow for the normal overlap in difference of installation time.

Each director shall serve until his successor is elected and qualified. Any vacancy occurring on the Board of Directors shall be filled until the next annual meeting by a vote of a majority of the remaining members of the board. When filling vacancies, a majority of the existing directors shall be required for a quorum.

No two (2) directors holding their basic AANR/AANR Midwest membership in the same club may serve simultaneously on the board. A director will have the privilege of being a member of more than one (1) club, but directorship will be based on the basic club membership.

**SECTION 4.02. ANNUAL MEETING.** The Board of Directors shall meet each year either jointly with or immediately after the annual meeting of the members at the place where the meeting of the members has been held, for the purpose of organization and consideration of any other business that may be brought before the meeting. No notice of this annual meeting shall be necessary. If the meeting is not held, the purposes of organization and any considerations may be brought before any subsequent meeting of the board specifically

called in the manner provided in Section 4.03 of Article 4. The Board of Directors may provide, by resolution, the time and place for holding additional meetings of the Board of Directors without other notice than such resolution.

**SECTION 4.03. OTHER MEETINGS.** The Board of Directors shall meet each year between between October 1<sup>st</sup> and November 30<sup>th</sup> at the annual Fall Conference.

Other meetings of the Board of Directors may be held upon the call of the president, or of two (2) or more directors, at any place within or without the State of Indiana upon a minimum of forty-eight (48) hours notice specifying the time and place of the meeting. Notice shall be given to each director either in person, by mail, or by telegram. At any meeting at which any director is present, notice shall be deemed waived by that director. Notice may also be waived by absent directors, either in writing or by telegram. Publication of a notice in the *AANR Bulletin* shall constitute prior written notice to the general membership.

**SECTION 4.04. QUORUM.** At any meeting of the Board of Directors, the presence of a majority of the directors then qualified and acting shall constitute a quorum for the transaction of any business. The act of a majority of the directors present at a meeting constituting a quorum shall be the act of the Board of Directors, except as may be required by Indiana law, the Articles of Incorporation, or these Bylaws.

**SECTION 4.05. ACTION WITHOUT A MEETING.** Any action, including the filling of vacancies, which may be taken at a meeting of the directors may be taken without a formal meeting by written vote in accordance with the AANR mail ballot procedures, as established in the AANR Procedure Manual, and with the consent of the directors entitled to vote thereon. This vote shall have the same effect as a vote taken at an officially convened meeting of the board.

A report of all mail ballots shall be prepared and mailed by the recording secretary to each board member and to the certifying officer of each AANR Midwest club.

**SECTION 4.06. RESIGNATION.** A director may resign at any time by filing his written resignation with the Board of Directors.

**SECTION 4.07. REMOVAL OF DIRECTOR.** Any director may be removed for cause at any time at any regular meeting or at a special meeting of the members of the corporation called for such purpose by the affirmative vote of the majority of the delegates then qualified to vote.

**SECTION 4.08. CHAIRMAN AND SECRETARY OF MEETINGS.** The board may elect a Chairman of the Board to act as chairman at all meetings. If a Chairman of the Board is not elected (or in his absence), the president, and in his absence, the vice president, and in their absence, any director chosen by the directors present shall call meetings of the Board of Directors to order and shall act as chairman of such meetings. The presiding officer may appoint any director to act as secretary of the meeting.

**SECTION 4.09. EXECUTIVE COMMITTEE.** The Board of Directors may, by resolution adopted by a majority of the entire board, designate two (2) or more members of the corporation to constitute an Executive Committee which, to the extent provided in the resolution, or in these Bylaws, shall have and exercise all of the authority of the Board of Directors in the management of the corporation; but the designation of a committee, and the delegation of authority to it, shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by this Article 4.

## **ARTICLE 5 - THE OFFICERS OF THE CORPORATION**

**SECTION 5.01. OFFICERS.** The officers of the corporation shall consist of a president, one (1) or more vice presidents, a secretary-treasurer, and a recording secretary. One (1) or more assistants may also be appointed. The duties of the president and secretary-treasurer shall not be performed by the same person. The Board of Directors may, by resolution, create and define the duties of other officers in the corporation. Qualifications, term of office, etc. shall be as tabulated on the "Elected Officials' Qualifications Chart" (See Figure 4.1). Additionally, no officer or director may live more than one hundred (100) miles beyond the boundary limits of the AANR Midwest Region, and no person shall simultaneously hold any other elective office in AANR or AANR Midwest except to allow for the normal overlap in difference of installation time.

**SECTION 5.02. VACANCIES.** Vacancies in any office shall be filled by a vote of the Board of Directors until the next annual meeting, and the officer so elected shall serve until his successor is chosen and qualified.

**SECTION 5.03. THE PRESIDENT.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business of the corporation. He shall preside at all meetings of members and directors (unless the directors have elected a Chairman of the Board). The president shall have full authority to execute proxies on behalf of the corporation, to vote stock owned by it in any other corporation, and to execute, with the secretary, powers of attorney appointing other corporations, partnerships, or individuals as the agent of the corporation — all subject to the provisions of the Not-for-Profit Corporation Act, as amended, the Articles of Incorporation, and these Bylaws.

**SECTION 5.04. THE VICE PRESIDENT.** The vice president (if any) shall perform all duties incumbent upon the president during the absence or disability of the president and perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

**SECTION 5.05. THE SECRETARY-TREASURER.** The secretary-treasurer shall have the custody and care of the corporate seal and membership certificate book of the corporation. He shall keep correct and complete records of account showing accurately at all times the financial condition of the corporation. He shall be the legal custodian of all moneys, notes, securities, and other valuables which may, from time to time, come into the possession of the

corporation. He shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation and shall perform other duties as these Bylaws may require or the Board of Directors may prescribe. The secretary-treasurer may be required to furnish bond as determined by the Board of Directors.

**SECTION 5.06. THE RECORDING SECRETARY.** The recording secretary shall cause to be kept a true and complete record of the proceedings of all meetings of the members and the directors. He shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He shall give all notices of the corporation, file and take charge of all papers and documents belonging to the corporation, and perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

**SECTION 5.07. DELEGATION OF AUTHORITY.** In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director for the time being, provided a majority of the entire Board of Directors concurs.

## **ARTICLE 6 - COMMITTEES**

**SECTION 6.01. DEFINITION AND AUTHORITY.** The committee structure of the corporation shall consist of standing committees and special committees.

A committee is generally advisory in nature, primarily responsible for making recommendations concerning the matters assigned thereto. However, it shall be permissible for limited discretionary and administrative authority and responsibility to be delegated, in writing, to a committee by the body or officer possessing such authority and responsibility. The operation of committees shall be as outlined in the Procedure Manual.

Standing and special committees of the corporation shall be subordinate to like committees appointed by AANR, but will be superior to like committees appointed by its member clubs.

**SECTION 6.02. APPOINTMENT.** Except for the chairman of the Committee on Legislation, the president shall appoint the standing committee chairmen from the Board of Directors, the executive board, or members with appropriate qualifications within thirty (30) days after the annual meeting of the Regional Assembly and shall report them to the AANR executive office within ten (10) days after such appointment. The Chairman of the Committee on Legislation shall be appointed by majority vote of the Board of Directors. The standing committee chairmen shall appoint all committee members and shall appoint sub-chairmen at his discretion from amongst those members.

The president shall be an ex-officio member of all standing committees except the Committee on AANR Midwest Hall of Fame of which he is a voting member.

**SECTION 6.03. STANDING COMMITTEES.** There shall be Nine (9) standing committees, the duties of which are outlined in the AANR Midwest Procedure Manual:

1. Committee on Internal Administration
2. Committee on Finance
3. Committee on Brand Management
4. Committee on Conventions and Facilities
5. Committee on Legislation
6. Committee on Junior AANR Midwest
7. Committee on AANR Midwest Scholarship
8. Committee on Government Affairs
9. Committee on AANR Midwest Hall of Fame

**SECTION 6.04. SPECIAL COMMITTEES.** Special committees may be appointed by the president to give attention to matters not falling within the province of a standing committee. The size, composition, and chairmanship of such special committees shall be at the discretion of the president.

## **ARTICLE 7 - CORPORATE BOOKS**

**SECTION 7.01. PLACE OF KEEPING.** Except as may be otherwise provided by Indiana law, by the Articles of Incorporation of the Corporation, or by these Bylaws, the books and records of the corporation may be kept at such place or places within or without the State of Indiana as the Board of Directors may from time to time determine by resolution.

## **ARTICLE 8 - CONTRACTS, CHECKS, NOTES, ET CETERA**

**SECTION 8.01. IN GENERAL.** All contracts and agreements authorized by the Board of Directors may be signed by any two (2) of the following officers: president, vice president, or secretary-treasurer. The Board of Directors may authorize, by corporate resolution, any two (2) of these officers of the corporation to sign checks, drafts, and orders for the payment of money.

**SECTION 8.02. EARNINGS.** No members of this corporation shall have or receive any earnings from the corporation, except a member who is an officer, director, or employee of such corporation, in which event he may receive fair and reasonable compensation for his services as officer, director, or employee. A member may also receive principal and interest on moneys loaned or advances to the corporation. Any member of the corporation advancing or loaning money may have the money returned or paid to him at such times, and under such conditions, as the corporation and the member may determine and agree upon, but no member shall receive more than the principal sum of any moneys so loaned or advanced, together with reasonable interest at a rate not in excess of current market rates.

**SECTION 8.03. LOANS TO OFFICERS.** The corporation shall make no advancement for services to be performed in the future, nor make any loan of money or property to any officer or director of the corporation.

## **ARTICLE 9 - DUES**

**SECTION 9.01A. SOURCE OF INCOME.**

1. The income of the corporation shall be derived from membership fees, contributions to the general fund or such special funds as may be established, financial bequests and donations, commercial contracts, or in any other manner permitted by the Articles of Incorporation and approved by the Board of Directors. The holding and disbursement of such income shall be in accordance with the provisions of subsections B and C below.
2. The annual or one-time fees for all categories of membership in AANR Midwest shall be established by the Regional Assembly.

**SECTION 9.01B. FUNDS.** The general fund shall constitute the actual operating funds of the corporation and into it shall be paid all membership fees and such other income as is not specifically directed into some other fund.

The legal fund shall constitute funds set aside by the Board of Directors or designated by contributors. The purpose of the legal fund shall be to assist in the defense of legal actions relating to nudism, including both court and legislative actions. Disbursements from the legal fund must be approved by the Board of Directors.

The Junior AANR Midwest (JAM) fund shall constitute funds set aside by the Board of Directors, designated by contributors, or raised by AANR Midwest youth. The purpose of the JAM fund shall be to provide funds for activities for minor children in the 12 to 18 age group during the annual convention and Regional Assembly and at other times as described in the Procedure Manual. Disbursements from the JAM fund must be approved by the Committee on Junior AANR Midwest.

Special or restricted funds may be created by the Board of Directors following procedures specified in the Procedure Manual. The purpose and limitations or restrictions which apply to each such fund shall be established at the time a fund is created. Within six months of the creation of any special fund under these bylaws or through actions of the Board of Directors in accordance with these bylaws, the Board of Directors shall establish the initial funding of such special fund from any available funds of the corporation not otherwise restricted under this section. Failure of the Board of Directors to establish initial funding of a special fund shall be deemed as establishment of initial funding of one dollar (\$1.00) for said fund.

**SECTION 9.01C. DISBURSEMENT OF FUNDS.** The Board of Directors shall be exclusively responsible for authorizing disbursements from all funds. The Board may delegate a portion of this authority and responsibility to various Officers or Committees at the direction of the Board, but within the limits of the specific provisions included in these bylaws.

## **ARTICLE 10 - INDEMNIFICATION**

**SECTION 10.01. INDEMNIFICATION OF DIRECTORS AND OFFICERS .** The corporation shall, to the fullest extent to which it is empowered to do so by law, indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The corporation shall not indemnify any person who has been shown not to have performed his duties in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

**SECTION 10.02. CONTRACT WITH THE CORPORATION.** The provisions of this Article 10 shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article 10 is in effect.

**SECTION 10.03. INDEMNIFICATION OF EMPLOYEES AND AGENTS.** Persons who are not covered by the foregoing provisions of this Article 10, and who are or were employees or agents of another corporation, partnership, joint venture, trust, or other enterprise may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

**SECTION 10.04. OTHER RIGHTS OF INDEMNIFICATION.** The indemnification provided or permitted by this Article 10 shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall benefit the heirs, executors, and administrators of such person.

**SECTION 10.05. LIABILITY INSURANCE.** The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation.

## **ARTICLE 11 - AMENDMENTS**

**SECTION 11.01. IN GENERAL.** The Board of Directors, in accordance with the provisions of the Bylaws of the American Association for Nude Recreation – Midwest Region, Inc., delegates the power to amend or repeal this Corporate Code of Bylaws to the accredited delegates voting in the Regional Assembly. A two-thirds (2/3) vote is required for passage.

**SECTION 11.02. AUTOMATIC AMENDMENTS.** If revisions to any portion of AANR's Bylaws affect the AANR Midwest Region, such revisions shall automatically, although not necessarily verbatim, become part of the AANR Midwest Bylaws, effective at the same time as the AANR revisions. If affiliation with AANR has been terminated under Section 1.02 of these bylaws, changes to the ruling documents of AANR shall not cause automatic amendment to the ruling documents of AANR Midwest.

The Legislation 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.

**SECTION 11.03. PROCEDURES.** Proposed amendments to these Bylaws must be in the hands of the Committee on Legislation at least sixty (60) days prior to the date fixed for the opening business session of the annual Regional Assembly before which they are to be considered.

The Recording Secretary shall send proposals received from the Committee on Legislation to corporation club representatives and group leaders, to each officer, and to each board member not later than thirty (30) days prior to the opening of the business session of the annual convention. The Committee on Legislation shall make a report on the proposals at such time as provided by the rules and order of business of the convention.

Any additions, revisions, or amendments to the Corporate Code of Bylaws or to the Certificate of Incorporation must be done in accordance with the laws of the State of Indiana. Any changes to the Corporate Articles must be filed with the Secretary of State of the State of Indiana on the appropriate forms as required by state laws and all filing fees paid.

The AANR Midwest corporate attorney may review any changes to both documents being sure that any revisions are within the Corporate Laws of the State of Indiana.

The corporate attorney may be retained to file any such amendments.

## **ARTICLE 12 - ADOPTION AND EFFECTIVE DATE**

**SECTION 12.01. REPEAL OF PREVIOUS CONSTITUTION AND BYLAWS AND METHOD OF APPLYING NEW BYLAWS.** The previous Constitution and Bylaws of the corporation are declared void as of the date of adoption of these bylaws.



## ELECTED OFFICIALS QUALIFICATIONS CHART

	<b>PRESIDENT</b>	<b>VICE-PRESIDENT</b>	<b>SECRETARY-TREASURER</b>	<b>RECORDING SECRETARY</b>	<b>BOARD OF DIRECTORS</b>
<b>QUALIFICATIONS</b>	Member of AANR Midwest in good standing immediately preceding nomination plus 2 years minimum experience as Board member or elected officer.	Same as for President.	Member of AANR Midwest in good standing for 2 years immediately preceding nomination. Must possess accounting background.	Member of AANR Midwest in good standing for 2 years immediately preceding nomination.	Same as for Recording Secretary.
<b>ELECTION</b>	By majority vote of accredited delegates to AANR Midwest Regional Assembly. When there are more than two candidates seeking the same seat and no candidate receives a majority, the candidate with the lowest total number of votes shall be eliminated from succeeding ballots for that seat.	Same as for President.	Elected at Inboard Meeting by majority vote of Directors from resumes received through avenues including <i>Bulletin</i> advertising.	Same as for Secretary-Treasurer.	Same as for President.
<b>INSTALLATION</b>	At final session of Regional Assembly by any past AANR Midwest or AANR President.	Same as for President.	At the conclusion of Inboard Meeting by AANR Midwest President or Vice-President.	Same as for President.	Same as for President.
<b>TERM</b>	2 years; limit of 2 consecutive terms.	Same as for President.	1 year; no limit as to number of terms.	2 years; no limit as to number of terms.	Three years, staggered terms, limit of 2 consecutive terms.
<b>RECALL</b>	For cause, by Board of Directors not less than 60 days after charges made and hearing before 2/3rds of Board members. Vote of 2/3rds required to effect removal.	Same as for President.	Same as for President.	Same as for President.	Same as for President.
<b>VACANCY</b>	Vice-President shall serve until new election by AANR Midwest Regional Assembly.	Board of Directors elects successor.	Board of Directors elects successor by majority vote from resumes received through avenues including <i>Bulletin</i> advertising.	Same as for Vice-President.	Same as for Vice-President.
<b>VOTING &amp; MEETINGS</b>	Shall attend and participate in meetings of the Regional Assembly and Board of Directors. Shall not be a delegate nor vote at Regional Assembly except in case of a tie. No vote in Director's meetings except in case of a tie.	Shall attend and participate in meetings of the Regional Assembly and Board of Directors. Shall be permitted to vote if a delegate to the Regional Assembly, however, shall cede the right when properly presiding in place of the President. No Vote in Directors' meeting except when replacing the President.	Shall attend and participate in meetings of the Regional Assembly and Board of Directors. Shall be permitted to vote if a delegate to the Regional Assembly, however, no vote in Directors' meeting.	Same as for Secretary-Treasurer.	Shall attend and participate in meetings of the Regional Assembly and Board of Directors. Shall be permitted to vote if a delegate to the Regional Assembly, and shall vote in Directors' Meetings.
<b>AUTHORITY</b>	Preside at Regional Assembly and Board meetings; appoint committee chairs. May delegate conduct of meetings to VP or other elected official if VP not present.	None except when presiding in place of president.	Authority only to carry out duties of Secretary-Treasurer	Authority only to carry out duties of Recording Secretary.	As defined in AANR Midwest Bylaws and Procedure Manual.
<b>SIGNING</b>	Sign official documents and checks.	Act for President in his absence.	Sign checks and AANR Midwest financial and member statements.	Prepare minutes of Regional Assembly, Board meetings and handle mail ballots.	Review reports of Committees.

Figure 4.1

APPROVED  
FILED  
DEC 09 1982

*[Handwritten signature]*

ARTICLES OF INCORPORATION

OF

MIDWEST SUNBATHING ASSOCIATION, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, have executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Midwest Sunbathing Association, Inc. (Corporation).

ARTICLE II

Purposes

This Corporation is being formed exclusively for the following purpose: To foster and promote the practice of social nudism and the essential wholesomeness of the human body through clubs established for health, recreation, and social purposes without discrimination against any person on the basis of race, religion or politics. The members shall have the common objective of freedom, pleasure, health and recreation with requirements of membership consistent with the principles and standards of the American Sunbathing Association (ASA).

ARTICLE III

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE IV

Principal Office and Resident Agent

The post office address of the principal office of the Corporation is 1400 St. Joseph Bank Building, South Bend, St. Joseph County, Indiana 46601. The name and post office address of its resident agent shall be Roger Curry, 455 South Phillipa Street, South Bend, Indiana, 46619.

ARTICLE V

Membership

Section 1. Classes. There shall be two classes of membership. They are as follows:

a. Club member. A person who is a member of a club that has been officially sanctioned as a chartered sunbathing club by the ASA and is located within the Midwest region which is comprised of Indiana, Michigan, Missouri, Ohio, Illinois, Kentucky, Tennessee, Wisconsin, Minnesota, Iowa, Nebraska, Kansas, North Dakota, and South Dakota. There shall be Traveling Clubs and Landed Clubs, Traveling Clubs having no central location and Landed Clubs maintaining a central location.

b. Associate member. A member-at-large of the Corporation who is not a member of any specific chartered club.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes. Each member of both classes has the right to vote to elect delegates who shall represent them at the meetings of the Corporation and the ASA. The delegates elect the directors and officers of the Corporation and the prescribed number of trustees who will serve on the board of directors to the ASA.

Section 3. Voting Rights of Classes. All members of both classes shall have one vote.

ARTICLE VI

Board of Directors

Section 1. Number of Directors. The initial Board of Directors is comprised of nine persons who are members of the Corporation. There shall never be less than five directors nor more than fourteen, the exact number of directors to be prescribed from time to time in the By-Laws of the Corporation.

Section 2. Names and Post Office Addresses of Directors. The names and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>Street No. or Building</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Roger H. Curry	455 South Phillipa Street,	South Bend,	Indiana	46619
Richard Starr	346 South Kenbrook, S.E.,	Kentwood,	Michigan	49508
John W. Upmeyer	4425 S. Pleasant Hill Road,	Kissimmee,	Florida	32741
Bonnie Johnson	177 91st N.E.,	Minneapolis,	Minnesota	55434
Robert Erlenmeyer	11597 Harbour Light Drive,	North Royalton,	Ohio	44133
Brook Berger	717 Candlelite Court,	Fort Wayne,	Indiana	46807
Robert Semarena	P.O. Box 80543,	Lincoln,	Nebraska	68501
Donald Deakin	22835 Frederick Road,	South Chicago Heights,	Ill.	60411

ARTICLE VII

Name and Address of Incorporator

The name and post office address of the incorporators of this Corporation are:

<u>Name</u>	<u>Street No. or Building</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
John Fredrick	1420 102nd Avenue,	Plainwell,	Michigan	49080
Malcolm Hoover	413 Jackson,	Anderson,	Indiana	46016
Roger H. Curry	455 South Phillipa Street,	South Bend,	Indiana	46619

ARTICLE VIII

Statement of Property

The assets to be taken over by this Corporation at or upon its incorporation consist of the following:

Fidelity Bank of Michigan, Birmingham, Michigan: Legal Aid Fund	\$ 4,441.93
JMSA (Junior Midwest Sumbathing Association) savings account	\$ 488.81
Citizens Banking Company, Anderson, Indiana: Midwest Sumbathing Association checking account	\$ 6,118.63
Miscellaneous office supplies and equipment	\$ 354.16

ARTICLE IX

Provisions for the Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this Corporation, of the directors or of the members or any class or classes of members are as follows:

Section 1. This Corporation is being organized exclusively for social, recreation, health and athletic purposes and shall be operated in such a manner with the express intention to enable the Corporation to be treated as a tax-exempt organization under the provisions of Section 501(c)(7) of the Internal Revenue Code, as amended.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 3. In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organizations organized and operated exclusively for social recreation, health, athletic or other nonprofit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code, as amended, as the Board of Directors shall determine.

Section 4. The Board of Directors of the Corporation may delegate the responsibility for adoption of the By-Laws of the Corporation and any amendments thereto to the delegates elected by the members of the clubs and Associates, or the delegates may delegate this responsibility to an executive committee comprised of (or from) the Board of Directors.

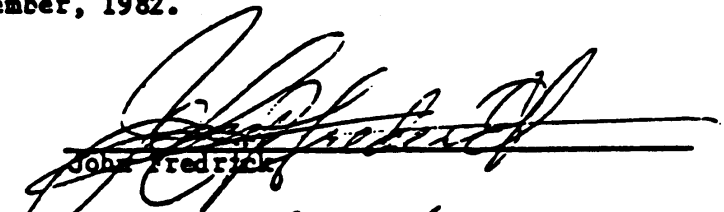
Section 5. This Corporation shall have the authority to perform all acts which are necessary, convenient or expedient to accomplish the purposes for which it is formed and such as are not repugnant to law.

Section 6. Meetings of the members and directors of the Corporation may be held with or without the State of Indiana.

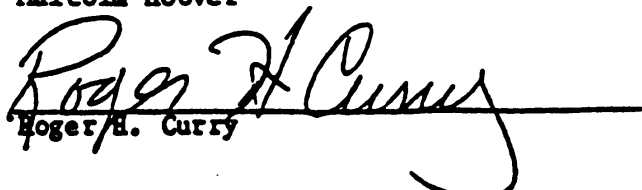
Section 7. The Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the applicable laws; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of or limitation of, any of the rights, powers or privileges granted or conferred by the Indiana General Not-For-Profit Corporation Act or any other applicable law, not inconsistent with the provisions of these Articles of Incorporation.

The undersigned does hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all concerned persons that a membership list of the Corporation for which a Certificate of Incorporation is being applied for has been opened in accordance with the law and that it has been signed by at least three (3) persons.

IN WITNESS WHEREOF, I verify and affirm, subject to the penalties for perjury that the facts contained herein are true and sign these Articles of Incorporation this 15th day of November, 1982.

  
John Fredrick

  
Malcolm Hoover

  
Roger H. Curry

This instrument was prepared by Charles Roemer and Richard L. Mintz, Attorneys at Law, 1400 St. Joseph Bank Building, South Bend, Indiana 46601, Telephone (219) 234-1234.

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

CERTIFICATE OF INCORPORATION

MIDWEST SUNBATHING ASSOCIATION, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.

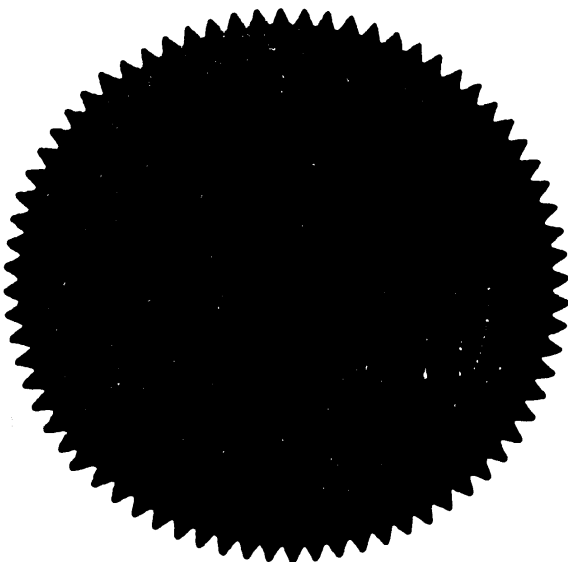
In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis, this

9th day of

December 19 82

Edwin J. Simcox  
EDWIN J. SIMCOX, Secretary of State

By Kathryn McSmock  
Deputy



**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT**

of

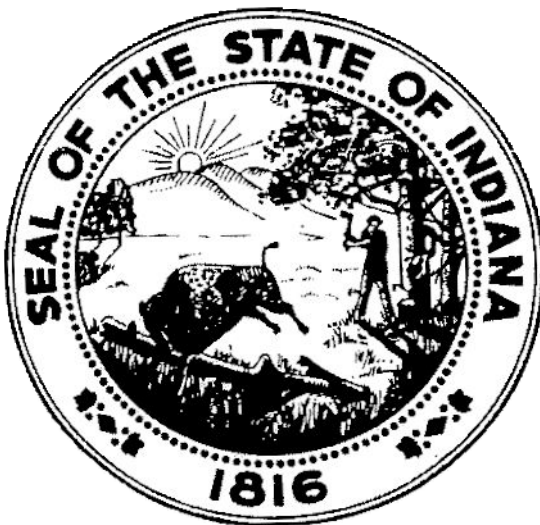
**MIDWEST SUNBATHING ASSOCIATION INC**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

**AMERICAN ASSOCIATION FOR NUDE RECREATION - MIDWEST  
REGION, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, January 20, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 20, 2006.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE