

SNU Members,

A few years ago we took a look at our governance documents. We considered requirements, needs, practices, customs, and other matters. That analysis was posted online and the product was our current bylaws. Thomas Smithson, as Chair of the WBCCI Region 12 Constitution and Bylaws committee, has recently weighed in on our bylaws and made a few suggestions and comments. When considering his suggestions keep in mind the following concepts and principles.

The constitution for an organization is its interface to the external world. For the SNU, the WBCCI Constitution and Bylaws serves that purpose, especially the WBCCI Bylaws Article VI which defines the relationship between the WBCCI and its Units.

Bylaws represent the agreement between members within an organization. Our SNU Bylaws belong to us and are our agreements about what we do and how we do it.

When we created our bylaws we had a number of principles in mind. First, of course, we needed to make sure we were in compliance with WBCCI requirements. Second, we wanted to keep it simple and not include anything not really necessary. Third, we wanted to avoid any duplication with WBCCI governance documents to avoid conflicts due to divergence over time.

These principles, concepts, and analyses are all online. The current SNU Bylaws are available in the member section of the website. The online resource is intended to answer any questions thoroughly and, to date, I have seen no questions raised that cannot be answered by a careful examination of those pages.

The correspondence about the SNU Bylaws bring up a few other items besides just SNU issues.

The governance documents for Units are, by their nature, specific to both a particular Unit and its unique regulatory and statutory environment. That is why the WBCCI requirements for these documents are mostly generic and why model guidelines with specific wording are simply suggestion without any authority and are separate from the policy section regarding Units in the WBCCI Bylaws. It is improper for a parent organization to interfere in the internal governance of its committees or subordinate organizations. It can set standards but the specifics are up to the committee or subordinate organization.

The 'Five Year Review' also raises questions. It turns out that that requirement is in the WBCCI Bylaws VI.2 and asserted as an IRS requirement. In researching the IRS for requirements related to non-profit governance, I have been unable to find any requirement regarding a 'Five Year Review'. All the IRS requires is that the annual filing include any governance document changes that might influence its tax exempt status ruling for an organization. That would mean the Bylaws section based on IRS requirements, including the listing of necessary Unit Bylaws contents is of suspect validity.

Then there is this 'Region 12 CBL Chair' idea. A Constitution and Bylaws Committee is a standing committee named in the WBCCI Bylaws whose charge is spelled out in Policy. The WBCCI Constitution only allows the IBT to delegate some its responsibilities to its Committee. Therefore any other committees (such as a Region 12 committee) of this nature are outside the scope of WBCCI governance.

Region organizations are subordinate groups of the WBCCI on a par with Units. They are to provide support for administrative and representational functions. They have no governance authority over Units other than their support of the normal duties of a WBCCI Trustee. This, and the fact that Region

organizations have no members, is why their governance is in the WBCCI documents rather than separate as with Units.

The WBCCI Constitution also instructs the WBCCI Trustees to provisionally charter a new unit that meets minimum standards. This establishes a threshold for interference in Unit affairs by the WBCCI Trustees and evaluating criteria standards for Unit matters.

It appears that Tom's primary 'suggestion' is one we rejected for reasons explained in our analysis. That suggestion is to use the exact wording contained in a "model [that] provides guidance" for certain clauses as quoted in Tom's message. He seems to think that the Model Constitution and Bylaws expression of intent is policy although to me it is clear that the document is only suggestion.

One 'suggestion' regarded a requirement about "the eligibility of an affiliate to be a Delegate." The SNU bylaws meet this requirement and we have even elected an affiliate member as a Delegate. One should also note that the qualification of delegates is properly a matter for those who call the meeting, not those who send delegates. Those who send delegates to a meeting only have to make sure that their delegates meet requirements if they desire proper representation at the meeting.

The second suggestion is to replace our Bylaws modification clause wording from that of the Model Bylaws to that of the Model Constitution. The 'suggestion' has some very ugly implications.

The issue of malfeasance on the part of the WBCCI in regards to handling the SNU governance documents is brought up in Tom's messages both in terms of apologies and in terms of inquiries about documentation. There are several principles at play here. One is that the malfeasance on the part of the WBCCI is not a reason to go after the SNU. Second is that a lack of action is a tacit acceptance. Third is that there is no requirement for a regular anointing of our documents as being acceptable other than the chartering of the Unit. The general principle is that the WBCCI should take disciplinary action as defined in its Bylaws or Constitution only if they determined that we abridged our agreement (the Unit charter) with the WBCCI.

Tom asks us to provide rationale for our differences with suggested guidance. That is also backwards as the requirement should be to support the suggestions and demands for changes – and that should be something more than just the convenience of a committee. However, we have provided a very clear and exhaustive rationale for our choices. This was, in part, to demonstrate to the WBCCI how they might also show the reasons for their suggestions. The many issues I have noted here illustrate the wisdom of the SNU choices in wording and structure.

The e-mail correspondence with Tom follows. Please pardon me if my responses sound a bit curt as I found the attempts at communication rather trying and frustrating.

Bryan Leipper, SNU Treasurer

**12/06/2012 09:16 PM from Thomas Smithson <tscats@mac.com>**

Hi Bryan,

I want to thank you for your response to my query regarding SNU governance documents. In my role as Region 12 CBL Chair I have had a great time reviewing your online discussion of the development of SNU constitution/bylaws. It has been educational and thought provoking and I applaud your efforts to simplify. However, I do have some questions and comments.

1. In the end have you settled on a final document as your, to quote Roberts, constitution and bylaws or just bylaws? The document you directed me to "Vision Example Change Proposal" I am assuming is the

document SNU uses as its governance document, but I see no adoption date on the document. Did the membership vote on this document and when?

2. The document mentioned above does not take into consideration the eligibility of an affiliate to be a Delegate as was mandated by WBCCI to be included in your governance documents. This provision needs to be included under the Delegates selection.

3. The Vision statement, "Constitution and Bylaws", for SNU are quite complete to meet the Ohio Code and 503(c) 7 requirements as far as I can see, but as I read the "Vision Statement" only the Executive Board may amend the document by a 2/3 vote and the actual membership of the unit is not involved in the decision making process. Roberts may state that for an organization, such as SNU, that having one document in place of a constitution and separate bylaws is ok and advantageous. However, I can't find in Roberts where the membership gives up its right to have input to structural changes to the governing documents.

There is of course no problem with this if we are dealing with true Bylaws, ( you define these as: The bylaws, also known as regulations, comprise an agreement or contract between the members of the organization about how they will behave and function as a group.), but if we are dealing with structural items defining the organization the membership should be involved in any proposed change. Can you clarify how SNU deals with this issue?

4. In your discussions around the development of the document there seems to be some questions about electronic and mail ballots and if one has precedence over the other. WBCCI provide guidance on this issue at the Boseman IBT meeting where all units were directed to include a provision in their bylaws dealing with a variety of voting possibilities. Roberts only provision is that if you use electronic and/or mail or both you may not bring issues to the floor at a business meeting that have been subject to such votes. Nor may there be nominations from the floor. The example wording should be included in your document.

I would like to see the final SNU governance documents, constitution and bylaws as approved by your membership with an approval date for the vote. I would also appreciate your comments on my observations and questions above.

Hedda and I look forward to having the opportunity to visit your unit this next year and get to enjoy the SNU ambiance.

Tom

**12/08/2012 10:29 AM from Bryan**

Tom,

Thanks for your comments regarding the SNU governance documents. Good Stuff!

It does seem, though, that your requests rather exceed the requirements on the SNU by the WBCCI. Careful attention needs to be paid to distinguishing between what is actually required of the SNU for its governance documents, what is customary in some circles, what someone might think it should do or be, or what is required of individual members or Units acting in the WBCCI.

Do keep in mind that the SNU is not an incorporated entity but rather a group of WBCCI members who have organized for their convenience to coordinate common interests and provide an interface with the WBCCI. The WBCCI governance documents are superior to any of the SNU so the SNU only needs to carve out its particular niche within that framework and not reinvent the whole thing.

One of the reasons for our document revision effort was to avoid duplication between WBCCI and SNU in governance. Roberts Rules is adjunct and only fills in what the WBCCI and SNU governance documents leave out in the manner those documents specify. Note carefully what is said in RR about smaller organizations of a more informal nature. It is all too common in my experience for folks to get stuck on international convention procedure and try to apply it inappropriately.

It appears you seek another 'certified' copy of the SNU governance documents and its provenance. That is

in its submission to WBCCI and in the minutes of the meeting. We have these documents on the website for easy access by all members.

See <http://sierranevadaairstreams.org/snu/members/bc/07ma-current-snubylaws.pdf> as posted on our members page. I'll also attach a copy of the submission with officer signature for you in case it is missing from the WBCCI files (again).

The minutes noting the Unit's adoption of the documents (as Pres Notes) are in the newsletter. See <http://sierranevadaairstreams.org/snu/2007/07news/07ma-snu-nwsltr.pdf>

*2. The document mentioned above does not take into consideration the eligibility of an affiliate to be a Delegate*

The delegate is to be appointed from the membership of the SNU and whether or not this member is a 'regular' or 'affiliate' member is not specified or constrained. Therefore we are in compliance as I understand your assertion. But I do wonder and will need to check the current blue book: was this requirement added to the list of unit governance document requirements or was it rather just a qualification of delegates for acceptance by the WBCCI?

*There is of course no problem with this if we are dealing with true Bylaws, ( you define these as: The bylaws, also known as*

When "true" shows up as an adjective for a vague term, I always suspect trouble is brewing (e.g. 'true deep cycle' in discussions about batteries). Let's stick to specifics, please, and things directly pertinent and well defined.

*function as a group.), but if we are dealing with structural items defining the organization the membership should be*

The membership has chosen its governance structure in accord with the constraints under which the Unit operates for its convenience and interests. I do not think it appropriate for anyone to cast aspersions on the SNU members' decisions as long as they are in compliance with relevant instruction and rule.

I do note that the WBCCI rules for Units in these matters are, or were, quite generic. Specific wording was left to policy as suggestions and many people I encountered confused rule with policy. The fact is that the policies (suggested bylaws) were entirely inappropriate for the SNU so we went back to basics. We did not think a lot of excess baggage that was not appropriate for the Unit or a lot of duplication that could be in conflict when changes were made to superior governance was a good path to follow. As much as possible is left to policy and individual initiative for particular projects rather than embedded in formal governance.

*4. seems to be some questions about electronic and mail ballots and if one has precedence over the other. WBCCI provide*

This is due to the WBCCI having problems in this area at the time and our needing to tread carefully to avoid messing with superior documents. Again, I'll need to check the current blue book to see if you are talking about WBCCI voting procedures or requirements on units. It hasn't been an issue for the SNU in the last five years so I don't see it as worthy of much concern unless WBCCI requires changes.

Please pass along the citations to the WBCCI governance documents in regards to those things where you think the SNU is not compliant. That will allow me to better address your concerns. Meanwhile, I hope these comments answer your questions.

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Bryan

**12/08/2012 01:06 PM from Tom**

Hi Brian,

Thank you for the response and guidance to the documents in question.

A few years back the then Chair of the CBL at International, resigned and essentially took what ever records he had. As a result there has been a vacuum in WBCCI's record keeping regarding Unit compliance with reporting constitution and bylaw changes to International to insure there are no changes that would impact the 503 (C) status. There is a current attempt to reestablish the review process. This is why I have been asking for the documents and dates of when these were sent to WBCCI.

I think we can both agree that the structure is not the best and certainly in the case of SNU odious to say the least, but regardless some things do need to be addressed. There were 2 issues I raised in regard to your current constitution/bylaws and the details of my concern are contained in the model constitution provided in appendix 6 of the Blue Book.

Article VI Section 3 was modified in 2009 and needs to be included in your voting procedure as written.

Article VIII deals with amendments to your constitution/bylaws and clearly defines that the membership needs to have a vote on changes in the document.

*\*ARTICLE VIII AMENDMENTS*

*Sec. 1 Proposed amendments to this Constitution shall be submitted to the Executive Board in writing. The Executive Board shall submit all such amendments to the members for their consideration.*

*Sec. 2. Any Article or Section of this Constitution may be amended by a two-thirds vote of the members present and voting at a business meeting of the Unit or a special meeting called for that purpose, providing in either case, a notice containing the proposed amendment or amendments has been mailed first-class to each member of the Unit at least fifteen days prior to such a meeting.*

*Sec. 3 All amendments to this Constitution shall become effective upon adoption.*

Your constitution states that "These bylaws may be amended at any business meeting of the Executive Board by 2/3 vote, provided the proposed amendment has been submitted to all members of the Executive Board in writing ten (10) days prior to such meeting."

Your constitution/bylaws defines your officers as a President, Secretary, Treasurer and two Trustees. So, these 5 people may change your constitution without input from the membership of the Unit. The membership of your Unit is ±30 members and it would seem to me and WBCCI they should have input on changes in your constitution/bylaws. Most certainly if the membership has decided to abrogate their right to make changes in the constitution/bylaws that is their right, but it is not consistent with WBCCI model constitution.

In the end I am not the one who decides if your documents are in compliance with WBCCI requirements for your charter, I am only the messenger trying to address the requirements of being a chartered unit. I think as I said and will continue to say there is significant need to change the structure of WBCCI, but the change only will occur if the membership demands it and that is a slow process. In the interim we all must deal with what we have.

Based on the information you have provided to me your last submission to WBCCI was in 2007 and with a 5 year review requirement by WBCCI your Unit will need to make a new submission in 2013. I hope you will take into consideration my observations and suggestions regarding changes to your constitution/bylaws.

Have a great holiday season!

Tom

**from Bryan 12/9/2012 8:39 a.m.**

*On 12/08/2012 01:06 PM, Thomas Smithson wrote:*

- > In the end I am not the one who decides if your documents are*
- > in compliance with WBCCI requirements for your charter,*

The governing authority in this matter is the WBCCI Bylaws Article VI section 2 which states:

*Such Constitution and such Bylaws shall not be in conflict with, or be inconsistent with the Constitution, Bylaws or Policy of the international club. Such Constitution and Bylaws shall include but not limited to, provisions for: (a) election of officers, (b) regular meetings and*

*quorum of each, (c) a method of selecting a delegate and an alternate to the WBCCI delegates meetings, (d) a dissolution clause in compliance with federal, state, and provincial laws, (e) a method of amendment. (1/13/12)*

I have checked this against 'A Request from the WBCCI'

<http://sierranevadaairstreams.org/snu/members/bc/charge.html> and note that the only change appears to be that "a statement of liability" has been removed from the list of requirements. That means that the SNU requirements analysis has been over this ground thoroughly and there is no obvious need to re-address that analysis.

In regards to your special interest in voting detail, I see that the SNU is in compliance with WBCCI Bylaws Article VI section 4. In regards to your problems with delegation of powers by SNU members, I note that the SNU is closely in line with the model bylaws article XI section 1.

WBCCI Bylaws VI.3 says a model will be provided but there is no mandate as to its use. I find nothing in the WBCCI Constitution or Bylaws that requires a Unit to use specific verbiage in its governance documents. You seem to be asserting otherwise, at least so far as to particular and selected sections that you have chosen in demanding that SNU members change their governance documents.

A model is a guide and not a resource for you to cull to pick and choose things to foist on members.

I find it striking that one of the ideas that most seems to bother you is one whose abuse you yourself are illustrating. It is one thing for the board of a small organization whose size is a large percentage of the active membership to be delegated powers as with the SNU. It is entirely another for a board of a large organization to start micro-managing members and committees outside the scope of that organization's Bylaws.

As you have concluded already, The SNU governance documents present no threat to the WBCCI as far as state law or other regulation. They are in accord with the requirements specified in the WBCCI bylaws. From that perspective, your efforts are an unwarranted meddling in the internal affairs of the Unit,

I will put your suggestions in front of the SNU members. My guess is that many will only see the efforts as reinforcing their negative views of the WBCCI governance.

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Bryan

**From Tom 12/9/2012 12:37 p.m.**

Hi Brian,

It is not my intention to get in a pissing match with you, but I suggest you read the following, which is the introduction to Appendix 6, the model constitution and bylaws, in the Blue Book. In particular the part in red [underlined]. I have included it below and in the attachment.

*NOTES to Appendix 6*

*1. This model provides guidance to the Units for the preparation of their Unit Constitution and Bylaws in accordance with ARTICLE VI, Section 2, of the WBCCI Bylaws. Submission of Unit Constitution and Bylaws is accomplished by forwarding four copies (by mail) or one copy (electronically) to WBCCI Headquarters. (1/13/12)*

*2. Units are not required to follow the Model verbatim in its entirety; however, where this is acceptable to the Unit, it greatly facilitates the preparation of the documents by the Unit and the review and approval process by the WBCCI Constitution and Bylaws Committee. Those ARTICLES and Sections which are expected to be verbatim in the Unit documents are marked with an asterisk. Any changes to these portions of the documents must be supported by rationale—which may or may not be approved. Worthy changes may result in approval of the document and a revision to the Model. The primary criteria to remember is that the Unit Constitution, Bylaws, and Policy must be consistent with the Constitution, Bylaws and Policy of the WBCCI. It is recognized that incorporated units are special cases.*

*3. All Units are encouraged to develop a Policy Document to include policies and practices which have been adopted during Executive Board and Unit Business Meetings—or simply from past practice. These policies and practices avoid cluttering up the Bylaws with details, and are normally permitted to be more easily approved, amended, or stricken at any meeting by a majority vote of the Board or the Membership. They are a valuable help to the Unit in being available to assist new officers and new members in understanding the operation of the Unit. As with the Constitution and Bylaws, the Policy document should be furnished to all members. The inclusion of all three documents in the Unit Directory is encouraged. (1/19/07)*

SNU has chosen to incorporate a constitution and bylaws into a single document and personally I think that is a good idea, but then it seems you should call it one or the other. Regardless, Roberts allows for the creation of a single document, but does not give over control of the contents to an Executive Board. You have culled from the 2 models components to meet your interests, but these do not meet all the requirements of Ohio Corporate code nor the requirements for amending a constitution or bylaws if that is the document you are using to establish the structure of your organization.

Brian, I firmly believe that having a simplified document at all levels of WBCCI would be in the best interests of the club and its members, but we still need to meet certain basic legal requirements under Ohio Corporate Code and the model Constitution or Bylaws provided by WBCCI do so. As a chartered, unincorporated Unit the Unit needs to meet the same basic requirements.

The voting issue, passed in 2009, that I raised earlier needs to be incorporated into your document as well as the language to allow an affiliate to serve as a delegate. If you had 2 documents, a constitution and a separate bylaws, there is no problem with the Executive Committee changing the bylaws. However, you have chosen to make it one document and as such the membership needs to have a voice in any change.

I reiterate, I do not make decisions regarding the acceptability of your governing document, my role is to make sure that as a chartered Unit of WBCCI you have met their requirements for the document to be submitted for review by the CBL committee at the International level. Please remember what I said in my original email to the Unit regarding the submission of the documents to the CBL; the reason for doing so was to avoid any challenges to the 503 (C)7 status of the club certainly not to impose undue rules, regulation or hardship on any Unit.

I have attached the current Blue Book files as I am not sure, based on some of your observations, that you have the current version. I hope it will be helpful.

Tom

**From Bryan 12/9/2012 9:54 p.m.**

*On 12/09/2012 12:37 PM, Thomas Smithson wrote:*

*It is not my intention to get in a pissing match with you, but I*

then don't

What you cite for authority does not even have the precedence of policy.

That is not a 'pissing match' but a problem with basic competency in organizational governance. I understand what you and the WBCCI Board might want but I also understand what is actually required and necessary. I am sorry the SNU does not please you or the Board but that does not make the case for any change on the part of the SNU.

Listen! Learn! Constitutions take precedence over Bylaws which take precedence over policy which takes precedence over "guidance". When you start spouting guidance as having precedence over Bylaws, do you really expect anyone to take you seriously? Especially when you pay no heed to what I am trying to tell you?

As for the current version of the Blue Book, my resource was the website but thanks anyway for the zip archive. Please don't assume ignorance. If you see something incorrect, identify it explicitly and describe why you think it incorrect or out of date. That is the path to productive dialog. Of course, the other part of

this is listening to why it really isn't as you think it might be.

You keep telling me things and making assertions and giving directives. Why not try a bit of listening? I've a lot of experience in rescuing nonprofit organizational governance documents with regards to both the IRS and state governments. I can help you understand these matters but only if you open your mind a bit with some willingness to engage in discussion with intent to learn. This mandate approach that seems to assume ignorance of the peons is really trying.

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Bryan

**From Tom 12/11/2012 2:42 p.m.**

Hi Brian,

I am well versed in my understanding of orders of precedence to realize that the policy statement included in my last email is of lesser significance than a constitution or bylaw. However the WBCCI constitution Article XI Sec 1 states for chartered Units " .... *Said Units shall be bound by the Articles of Incorporation, Constitution and Bylaws , rules and policies of the International club as then in existence and as thereafter amended.*" This strikes me as more than guidance, which is why I was suggesting the SNU governing document could use some updating. Included in the notes to the models is the statement that those items in the models marked with an asterisk are expected to be verbatim; if SNU or any Unit does not wish to do so they should provide a rationale for not doing so. This seems to me to be more than guidance. It is not my or Regions role to determine if a Units governance documents meet the requirements of WBCCI only to monitor compliance of Units with the reporting requirement.

The establishment of the governance documents of WBCCI was by the membership and IBT, but as the IBT and membership have not seen fit to make changes in them we all need to live with them and strive for change, which is something I am a firm advocate of, but until the membership is willing to take up this effort we live with what we have. Not liking a constitution, bylaw or policy that does not mean one can ignore it; this simply leads to chaos or misunderstanding. In the note to Appendix 6 it suggests that if a Unit does not believe something should be written as it is in the model, then suggest, with a solid argument, why it should be changed. The SNU document meets the needs of your Unit and has some of the simplifications WBCCI could use, but these need to be communicated to WBCCI so they can be considered and incorporated into its governing documents.

I am a bit taken aback by your statement: [You keep telling me things and making assertions and giving directives](#). None of this is true, I am not telling SNU what to do, only pointing out the conditions of your charter and trying to avoid potential problems from International when they review SNU's governance document. Hopefully SNU would look at this as constructive help on my part, not criticism or an attempt by some higher authority to dictate to SNU. Neither of the two suggested changes alter the documents SNU has created, only add clarification. It is SNU's choice to create the governance document they wish, but SNU has a charter, which was given with the understanding the unit was bound by the governance documents of WBCCI and they do have some say in the contents of the SNU documents. I am sorry that SNU considers this attempt to help as a criticism or interference in how you run the Unit, it is not.

Regarding the Blue book attachment I sent, it does not assume ignorance. It contains the language to be included to deal with the use of an affiliate as a delegate (model bylaws Article VI Sec 1) and from your comments SNU did not seem to be aware of the new content. The same applies to the section dealing with the voting methods that is found in the model constitution (Article VI Sec 3).

When SNU last submitted its governing documents to WBCCI for review, May of 2007, they should have received a letter from the CBL committee indicating acceptance of the document. As mentioned in a previous email there has been a change in the committee and I am not sure if your documents were reviewed when you submitted them. If SNU has a letter accepting or commenting on your original submission of the 2007 adoption that would be helpful to see. You mentioned there was communication regarding the documents in 2009, was that the acceptance letter?



Thank you for the interchange, it has been interesting and I look forward to talking with you when we get the chance to visit the Unit.

Tom

Tom Smithson, 2nd VP Region 12

[tscats@mac.com](mailto:tscats@mac.com)

**From Bryan 12/11/2009 9:31 p.m.**

*On 12/11/2012 02:41 PM, Thomas Smithson wrote:  
was suggesting the SNU governing document could use some  
got it. good word there. thanks.*

as I promised, I'll put your suggestions, comments, and rationales before the membership.

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Bryan

## **From the WBCCI Constitution:**

### **ARTICLE V - POWERS**

Sec. 1 The powers of the International Club shall be:

A. To charter and supervise Regions, Units and other subordinate groups of recreational vehicle owners so chartered. (6/30/95)

### **ARTICLE IX - BOARD OF TRUSTEES**

Sec. 4 The Board of Trustees shall have full authority to construe and interpret the Club's Constitution and Bylaws and Policy and may delegate this authority to its Constitution and Bylaws Committee.

### **ARTICLE XI - CLUB ORGANIZATION**

Sec. 1 The International Club may charter Units as shall, from time to time, be deemed in the best interest of the Club. It shall organize such Units into Regions and shall fix and determine the geographic boundaries thereof. Said Units and Regions shall be bound by the Articles of Incorporation, Constitution and Bylaws, rules and policy of the International Club as then in existence and as thereafter amended.

Sec. 2 Applications for Unit Charters shall be made in writing to the Board of Trustees through the President of the Region in whose geographic area the proposed unit seeks to organize. The Region President may, upon being satisfied that the proposed Unit has complied with the minimum qualifications, as fixed by said Board, issue to such proposed Unit a provisional charter. ...

Sec. 4 The Board of Trustees may suspend or revoke the Charter of any Unit for failure to abide by the Constitution, Bylaws or Policy of the International Club. Before any Unit Charter may be suspended, or revoked, the Board of Trustees shall notify the officers of such Unit, in writing of the violation on which the contemplated action is based. It shall provide an opportunity for a hearing including the opportunity to show willingness to cure and correct circumstances surrounding the alleged violation. (6/21/86)

## **WBCCI Bylaws ARTICLE VI – CLUB ORGANIZATION**

Sec. 1 Units may incorporate under the non-profit laws of their respective states and provinces provided that Bylaws the corporate powers thus acquired do not conflict with the corporate powers granted by the state of Ohio to the Wally Byam Caravan Club International. If so incorporated, such units may acquire and hold property, both personal and real, individually or in conjunction with other units, and may improve and develop the same for the use and benefit of their members. Such incorporated units, as well as any other units, may engage in any activities they deem necessary for the benefit and pleasure of their members. (1/19/07)

Sec. 2 In accordance with US Internal Revenue Service requirements, every five (5) years all units shall Bylaws prepare a Constitution and Bylaws (incorporated units may use their incorporation documents as the unit constitution) and any amendments thereto; and shall deliver four copies of each or one (1) copy (by electronic mail) to the international office for review by the Constitution and Bylaws Committee. Such Constitution and such Bylaws shall not be in conflict with, or be inconsistent with the Constitution, Bylaws or Policy of the international club. Such Constitution and Bylaws shall include but not limited to, provisions for: (a) election of officers, (b) regular meetings and quorum of each, (c) a method of selecting a delegate and an alternate to the WBCCI delegates meetings, (d) a dissolution clause in compliance with federal, state, and provincial laws, (e) a method of amendment. (1/13/12)

Sec. 3 The international club shall provide a unit model Constitution and Bylaws in the appendix to the Blue Bylaws Book for the use of the units that is compatible with the constitution, bylaws and policy of the international club.

Sec. 4 Mail, electronic mail, or facsimile balloting procedures are authorized for all votes to be taken by units Bylaws provided the unit Constitution or Bylaws permits such a ballot procedure. If a unit elects to use these procedures, it must take steps to ensure the accuracy and validity of the vote. Votes allowed in this manner should also be received at the unit no later than two (2) days before the regular or special meeting at which a vote is to be taken. These votes must be kept confidential until voting at a meeting has taken place. (6/26/09)

### **Policy**

A. Names of Units All names will be geographical in nature and will represent a geographical area other than a state or province. The official name of the Unit must also include the name of the State or Province in which most of its members retain residence, but no Unit shall be assigned any exclusive territory. (1/19/07)

The Board of Trustees may, upon written request, authorize names for new Units and names for Units that have merged or consolidated or the renaming of existing Units. (1/19/96) WBCCI BLUE BOOK

B. Unit Officers No member, except a member of a Provisional Unit, shall be elected or appointed as an officer of a unit unless such member pays International dues through said unit. (1/29/83)

C. Ethics and Grievance Each unit should appoint an Ethics and Grievance Committee for the investigation of complaints against members. The committee members, before commencing an investigation of a complaint, must read WBCCI Bylaws Article V "DISCIPLINARY PROCEDURES". In addition the unit President and the committee members should follow the checklist contained in the WBCCI Blue Book Appendix #11. In the case of the expulsion of a member, International dues will be refunded only on the recommendation of the International President.

D. Legislation All Units should appoint an active Legislative Chairman to work with all the Local, State and Provincial authorities on legislation concerning the ownership and operation of recreational vehicles. The Unit should advise the Region President and Region Legislative Chairman of any activities of a governmental nature that may require the assistance of the International Legislative Chairman. (1/19/96)

E. New Units Members wishing to organize a new Unit should request assistance from the Region President or from Headquarters. Such request received at Headquarters will be referred to the Region President who shall, upon determining there is a need for a new Unit within the Region, notify Headquarters and Headquarters shall forward the necessary instructions and materials to the members wishing to form the new Unit. Upon receipt of a Provisional Charter from the President of the Region, the Provisional Unit may collect Unit and International dues in the same manner as chartered Units pending the issuance of a Unit Charter by the International Board of Trustees. (1/19/96)

When the Provisional Unit has fulfilled the requirements as set forth in Article XI of the International Constitution (sufficient members and appointed officers), an application for a Unit Charter shall be made in writing to the International Board of Trustees through the President of the Region. (1/19/96)

F. Unit Elections Units shall hold an election of officers annually. New officers shall take office any time after their election but not later than December 31. (6/19/79)