



# BYLAWS

**Adopted November 9, 2023**

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## **ARTICLE I – NAME AND LOCATION**

Section 1. Name. The name of the organization shall be the National Association of RV Parks & Campgrounds (hereinafter, “ARVC” or “Association”), a nonstock corporation incorporated under the laws of the Commonwealth of Virginia.

Section 2. Registered Agent. The location of the registered agent in the Commonwealth of Virginia and the Association may also have offices at such other places both within and without the Commonwealth of Virginia as the Board of Directors may from time to time determine or the activities of the Association may require.

## **ARTICLE II - DEFINITIONS**

Section 1. Camping/RVing. 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, or park models.

Section 2. Campground or RV Park. “Campground or RV Park” is hereby defined to mean an area set aside where persons may engage in camping.

## **ARTICLE III - MISSION**

Section 1. Mission. ARVC promotes the success and growth of RV parks/resorts, campgrounds and the outdoor hospitality industry.

## **ARTICLE IV - MEMBERSHIP**

Section 1. Voting Members. 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 cabins, yurts, park models, teepees and other alternative accommodations. This includes ownership, membership, specialty resorts such as religious organizations, etc., and concession operators on public lands. The Board of Directors, in its sole discretion, will determine whether an applicant meets the eligibility criteria to become a Voting Member.

- 1.1 Each Voting Member shall appoint one (1) “Designate Representative” to act on behalf the Voting Member in matters coming before the Association.
- 1.2 Any person actively involved with a member campground/RV park may participate in all general activities of ARVC.
- 1.3 Only one (1) Voting Membership per campground shall be issued and each campground must maintain its own membership to receive any privileges offered by ARVC.
- 1.4 Voting Members may not be any organization which is exempt from Section 501(c)(6) of the Internal Revenue Code.

Section 2. Non-Voting Members. The Board of Directors, may, from time to time create other categories of non-voting memberships which shall be defined in the Policies and Procedures of the Association.

Section 3. Application and Qualification. Written application for membership from any qualified applicant shall be made to the principal office of the Association and shall include payment of the dues set forth on the application. Admission to membership shall be subject to approval in such a manner as the Board of Directors shall provide, such authority which may be delegated to Association staff.

Section 4. Membership Dues. The Board of Directors shall set the amount of dues for each class of membership as well as any additional fees or assessments. Should annual dues be more than three (3) months in arrears, the Board of Directors may take action regarding the membership status of such delinquent member pursuant to Section 6 of this Article.

Section 5. Resignation. Any member may resign at any time by submitting its written resignation to the Association, provided that a resigning member shall nevertheless remain liable for all dues and any mandatory assessments, and other monies owed to the Association through the end of the then current fiscal quarter and for all prior years. No part of any dues paid shall be refunded.

Section 6. Suspension. Any member may be expelled for adequate reason by a two-thirds (2/3) vote of the Board of Directors. Failure to pay dues or mandatory assessments, or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board of Directors. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the decision.

Section 7. Reinstatement. Any suspended member may apply for reinstatement. Applications for reinstatement shall be accompanied by full current year ARVC dues and any past fees due.

## **ARTICLE V – MEMBERSHIP MEETINGS**

Section 1. Meetings. The Annual Meeting of the members shall be held during each year at such date, time and place as may be fixed by the Board of Directors. Special meetings of the members may be called by the Board of Directors or upon written petition of ten percent (10%) of the Voting Members at such time and place as the Board of Directors may determine.

Section 2. Notice. Meetings of the members shall be held following notice sent at least ten (10) and not more than sixty (60) days before any meeting, except for a meeting to act on an amendment of the Articles, a plan of merger, domestication, a proposed sale of assets pursuant Section 13.1-900 of the Act, or the dissolution of the Association, which shall require at least twenty-five (25) and not more than sixty (60) days' notice before a meeting. The business to be transacted and the purpose of any special meeting of the members shall be specified in the notice of such meeting. Attendance by a member at a meeting shall constitute waiver of notice unless such member prior to or at the beginning of the meeting objects to holding the meeting and does not thereafter vote for action taken at the meeting. Any member may waive notice before or after a meeting. Any such waiver shall be in writing signed by the member entitled to the notice, and filed with the minutes of the Association.

Section 3. Voting. Voting Members shall be entitled to one (1) vote on any matter coming before the membership; no other class of members, other than Voting Members, shall have such voting rights. The Designated Representative of each Voting Member shall exercise its voting rights. The Designated Representative shall be an owner, partner, officer or employee of the Voting Member and shall be automatically terminated as the Designated Representative of terminating their status as such. The Voting Member may change its Designated Representative at any time upon notice to the Association.

Section 4. Quorum and Action. Unless a greater proportion is required by law, a majority of the Voting Members shall constitute a quorum of the members. Except as otherwise provided by law, the Articles of Incorporation (“Articles”), or these Bylaws, the affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the members.

Section 5. Proxies. A Voting Member entitled to vote may vote in person or may authorize another person to act for such Voting Member by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution by delivery to the proxy holder, unless a longer period (not to exceed three years) is provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member executing it, except as otherwise provided by law.

Section 6. Informal Action. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting if all the members consent in writing to the adoption of a resolution authorizing the action.

Section 7. Use of Remote Communications. Voting Members may participate in any meeting of the membership by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **ARTICLE VI – BOARD OF DIRECTORS**

Section 1. Authority. The Board of Directors (the “Board”) is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law except those powers exclusively reserved for the Voting Members, the Articles, or these Bylaws. The Board shall oversee the Association’s policies.

Section 2. Qualifications and Composition. Directors shall be: (i) officers, directors, or employees of a Voting Member; or (ii) others who possess such skills and experience that may further the purposes of the Association. All Directors shall be elected as “At-Large Directors.”

Section 3. Number. There shall be twenty (20) members of the Board, including the elected Officers and At-Large Directors.

Section 4. Election and Term. Directors shall be elected at the Annual Meeting of the members, but when the Annual Meeting of the members is not held or Directors are not elected thereat, they may be elected at a meeting of the members called and held for that purpose. Directors may serve two (2) consecutive three-year terms, after such time a Director shall not be eligible for re-election until after the Director has remained off of the Board for at least one (1) year. Directors

who are appointed to fill a vacancy on the Board shall still be permitted to serve two (2) consecutive full terms.

Section 5. Removal. An At-Large Director may be removed with or without cause by majority vote of the Voting Members at a meeting called for such purposes.

Section 6. Resignation. Except as otherwise required by law, any Director may resign at any time by giving written notice to the Chair or the Secretary. In the event a Director becomes incapacitated or otherwise unable to serve, such event shall be considered a resignation from the Board. Resignations shall take effect at the time specified in the notice, unless otherwise specified therein. If no time is specified, the resignation shall be effective when the notice is delivered to the Chair or the Secretary.

Section 7. Vacancies. A vacancy on the Board may be filled by a majority vote of the remaining members of the Board, and such individual shall serve on the Board for the remainder of the term of the vacating Director.

Section 8. Meetings of the Board. Regular meetings of the Board shall be held at least two (2) times per year. Regular meetings of the Board shall be held following notice sent by any usual means of communication not less than one (1) business day before the meeting. Special meetings of the Board may be called by any six (6) Directors. The business to be transacted and the purpose of any special meeting of the Board shall be specified in the notice of such meeting, which shall be provided at least fifteen (15) days prior to such special meeting. Attendance by a Director at a meeting shall constitute waiver of notice unless such Director prior to or at the beginning of the meeting objects to holding the meeting and does not thereafter vote for action taken at the meeting. Any Director may waive notice before or after a meeting. Any such waiver shall be in writing signed by the Director entitled to the notice, and filed with the minutes of the Association.

Section 9. Quorum and Action. Unless a greater proportion is required by law, a majority of the Directors in office immediately before a meeting begins shall be necessary at all meetings to constitute a quorum. Except as otherwise provided by law, the Articles, or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board.

Section 10. Voting. Each Director shall have one (1) vote on any matter submitted to the Board. Directors may not vote by proxy.

Section 11. Meetings By Remote Communications. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 12. Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if all members of the Board, or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or such committee.

Section 13. Compensation. Unless otherwise specified in the policies and procedures of the Association, Directors shall not be compensated for serving on the Board, but the Association may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Association.

## ARTICLE VII – OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Officers. The Board shall elect a Chair (who shall be Chair of the Board), a First Vice Chair, a Second Vice Chair, a Secretary and a Treasurer and such other officers and assistant officers (“Officers”) as may be deemed necessary. The Immediate Past Chair shall serve as a voting member of the Board of Directors, but not the Executive Committee, upon their completion of their term as Chair.

Section 2. Election and Term.

2.1 Unless otherwise provided by resolution of the Board, Officers shall be elected at Annual Meetings of the Board, but when an Annual Meeting of the Board is not held or Officers are not elected thereat, they may be elected at a regular meeting or special meeting of the Board called and held for that purpose.

2.2 Each Officer shall be elected for a term of one (1) year. Except for the Chair, an Officer may serve four (4) consecutive full terms. The Chair may serve two (2) consecutive full terms. A full term is defined as meaning a period of not less than six (6) months, or more than twelve (12) months.

Section 3. Resignation. Any Officer may resign at any time by delivering a written notice to the Chair of the Board or the President of the Association. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 4. Removal and Vacancies. Any Officer may be removed from office by the Board with or without cause by the affirmative vote of two-thirds (2/3) of the Directors then in office. Except for the Chair and First Vice Chair, any vacancy in an Officer position shall be filled by action of the Board and any vacancy in any other office may be filled as the Board deems appropriate. A person elected to fill a vacancy in the office of any Officer shall be elected for the unexpired term of their predecessor and shall serve until his or her successor is elected and qualified, or until their earlier resignation, removal from office or death.

Section 5. Chair. The Chair shall preside at all meetings of the Association and Board and shall be entitled but shall not be required to attend and participate as a non-voting, *ex officio* member in the meetings of all committees of the Association, with the exception of the Executive Committee where the Chair shall be entitled to vote.

The Chair is charged with the responsibility for enforcing the provisions and requiring compliance with the terms and conditions of the Articles and Bylaws of the Association and the orders and directives of the Board.

Section 6. First Vice Chair. The First Vice Chair shall serve as assistant to the Chair. The First Vice Chair shall, in the absence of the Chair, be the presiding officer of any meetings of the members or the Board. The First Vice Chair shall, in the event of a vacancy in the Office of Chair, succeed to the office for the unexpired term. The First Vice Chair shall perform duties as

may be assigned by the Chair or the Board.

Section 7. Second Vice Chair. The Second Vice Chair shall, in the absence of the Chair and Vice Chair, be the presiding officer of any meetings of the members or the Board. The Second Vice Chair shall, in the event of a vacancy in the Office of Vice Chair, succeed to the office for the unexpired term. The Second Vice Chair shall perform such other duties as may be assigned by the Chair or the Board.

Section 8. Secretary. The Secretary shall serve as Secretary of all meetings of the members and the Board. The Secretary shall assist the Chair and other Officers in carrying out their duties. The Secretary, or their designee, shall be responsible for maintenance of the records of the Association. The Secretary shall perform such other duties as may be assigned by the Chair or the Board of Directors.

Section 9. Treasurer. The Treasurer shall: (i) have custody, or oversee the custody, of all funds of ARVC and keep complete records of its financial affairs; (ii) cause to be deposited and disbursed, its monies as instructed by the Board; (iii) validate the audit or financial review as prepared by an independent certified public accounting firm; and (iv) perform such other duties as may be assigned by the Chair or the Board.

Section 10. Immediate Past Chair. The Immediate Past Chair shall perform such duties as the Chair or the Executive Committee may assign.

Section 11. President. The Board may hire President of the Association. Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove the President at any time with or without cause at a meeting called for that purpose. The President shall have general and active management of the programs and affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

## **ARTICLE VIII - AFFILATED ENTITIES**

Section 1. State Relationships. The Association may have affiliations with other organizations that further the interests of the Association.

## **ARTICLE IX - COMMITTEES**

Section 1. Board Committees.

1.1. The Association shall have an Executive Committee and the Board may provide for such other standing or special committees (each, a "Board Committee") as the Board deems desirable and discontinue any Board Committee as the Board deems appropriate. The designation and appointment of any Board Committee and the delegation of authority to a Board Committee shall not relieve the Board or any Director of any responsibility imposed by law.

1.2. Each Board Committee other than the Executive Committee shall consist of such number of Directors designated by the Board. The Board shall designate a chair for each Board Committee.



1.3.A vacancy on a Board Committee other than the Executive Committee shall be filled by the Board.

1.4.Each Board Committee shall keep regular minutes of its proceedings and shall report the same to the Board at the next meeting of the Board following a Board Committee meeting.

1.5.Upon adoption of these Bylaws, all existing ARVC committees are dissolved and any new committees shall be created pursuant to these Bylaws.

Section 2. Executive Committee. The Executive Committee shall consist of the Officers of ARVC, except for the Immediate Past Chair, and the President of ARVC in a non-voting capacity. 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. In the event of a vacancy on the Executive Committee, the Chair 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.

Section 3. Other Committees. The Board may provide for such advisory committees and groups consisting in whole or in part of nondirectors, as it deems desirable, and discontinue the same at its pleasure. Each such committee and group shall be advisory to the Board and shall perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board related to advancing the purposes of the Association, including, but not limited to, assisting the Board, President and staff of the Association with the evaluation of proposed projects and activities, the design of proposed projects and activities, and otherwise supporting project implementation and advocating in furtherance of the purposes and activities of the Association.

Appointments to, and the filling of vacancies on, advisory committees and groups shall be the responsibility of the Chair unless the Board provides otherwise.

Any action by any advisory committee or group shall be reported to the Board at its next meeting succeeding such action.

## **ARTICLE X – MISCELLANEOUS**

Section 1. Parliamentary Procedure. All meetings shall be conducted in accordance with the current Roberts Rules of Order and the ARVC Policies Manual.

Section 2. Fiscal Year. The fiscal year of the Association shall be the October 1 through September 30, or such other period as may be fixed by the Board.

Section 3. Checks, Notes and Contracts. The Board shall determine who shall be authorized from time to time to sign checks, drafts, or other orders of payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts and agreements; or to execute and deliver other documents and instruments.

Section 4. Amendments of Bylaws. These Bylaws may be amended by the affirmative vote of

two-thirds (2/3) of the Directors at any meeting in which quorum is present, except that no amendment that would limit or remove the rights of the Voting Members shall be effective unless also approved by the Voting Members subject to the voting and quorum provisions specified in these Bylaws.

Section 5. Indemnification. Any person who was or is a director or officer of the Association or who, while a director or officer of the Association, is or was serving at the Association's request as a director, officer, partner, trustee, employee, or agent of another entity, may be indemnified by the Association against all liabilities and expenses reasonably incurred by such individual arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to and subject to the restrictions of §§13.1-876 – 13.1-878 of the Virginia Nonstock Corporation Act.

Section 6. Insurance. The Association shall purchase insurance on behalf of the Directors and Officers, and may authorize the purchase of insurance on behalf of any employee or agent to protect against any liability asserted against or incurred by such individual which arises out of such person's status as a Director, Officer, employee or agent or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against liability under law.

Section 7. Records. The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers. The Association shall maintain and keep as permanent records the following documents: minutes of all meetings of the Members and the Board; a record of all actions taken by the members and Directors without a meeting; and a record of all actions taken by committees of the Board on behalf of the Association; appropriate accounting records; and a record of members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class.

Section 8. Dissolution. Upon the termination or dissolution of the Association, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Association, shall be distributed to one or more qualifying organizations described in Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have purposes which, at least generally, includes a purpose similar to the Association.