

SPECIAL MILITARY ACTIVE RETIRED TRAVEL CLUB, Inc.
[A Florida Non-profit Corporation]

CORPORATE BYLAWS

ARTICLE 1
NAME AND PURPOSE

- 1.01 NAME:** The name of this organization shall be the "SPECIAL MILITARY ACTIVE RETIRED TRAVEL CLUB, Inc." as set forth in the Articles of Incorporation, a non-profit association incorporated in the State of Florida. Whenever the words SMART or CLUB appears in these Bylaws, it is also in reference to the Corporation.
- 1.02 PURPOSE:** It is the purpose of the CLUB to operate a social organization, promoting the use and enjoyment of recreational vehicles and outdoor fellowship among its members through trips and group activities. The CLUB shall maintain an attitude that is strictly non-sectarian, non-partisan, non-sectional and non-racial.
- 1.03 OBJECTIVE:** The CLUB shall be dedicated to bringing together military people interested in the ideals and principles of the following objectives.
- A.** To promote comradeship among active and retired military persons interested in recreational vehicle traveling and living.
 - B.** To provide travel, caravan, and camping information specifically related to persons with a military background.
 - C.** To sponsor an annual muster, other events and musters as approved by the Board of Directors.
 - D.** To promote seminars and workshops that would be of interest to the military RV family.
 - E.** To assist military installations with the improvement, expansion and support of family campgrounds [FAMCAMPs] when requested.
 - F.** To provide social and recreational activities for members.
 - G.** To support welfare programs at local military bases and veterans in hospitals.

ARTICLE 2
OFFICES

- 2.01 REGISTERED OFFICE:** The registered and principle office of the CLUB in the state of Florida shall be at the address stated in the Articles of Incorporation, subject to transfer as may be permitted by law.
- 2.02 NATIONAL HEADQUARTERS:** The National Headquarters shall remain at the address shown in the Standing Rules until moved by direction of the Board of Directors.
- 2.03 OTHER OFFICES:** The Corporation may have other offices, within or outside the State of Florida, as the Board of Directors may designate or the business of the CLUB may require.

ARTICLE 3
TRADEMARK, SEAL, AND LOGO

- 3.01 TRADEMARK:** The official trademark of the Special Military Active Retired Travel Club, Inc. shall be as set forth in the registered U.S. Patent and Trademark Office under register #1,669,868 issued December 24, 1991. See Standing Rules for current renewal date of the trademark.

- 3.02 SEAL:** Should the CLUB purchase a seal, it shall conform to the requirements of Florida law requiring the seal contain the words "corporation not for profit".
- 3.03 LOGO:** The SMART logo as registered (Section 3.01 above) shall be red, white and blue.

ARTICLE 4 MEMBERSHIP

- 4.01 MEMBERSHIP:** Upon proper application and qualification, membership in SMART shall be available to persons on a voluntary basis and who agree to be governed by these Bylaws and the Standing Rules.
- 4.02 REGULAR MEMBER:** Regular membership shall be composed of active and retired members of the United States Armed Forces and Uniformed Services that encompasses the U.S. Army, U.S. Marine Corps, U.S. Navy, U.S. Air Force, U.S. Coast Guard, commissioned officers of the U.S. Public Health Service, commissioned officers of the National Oceanic and Atmospheric Administration (NOAA); active and retired members of the Reserve and National Guard components of the United States Armed Forces, and awardees of the Medal of Honor. Such regular members shall have voting and office holding privileges at the national level.
- 4.03 ASSOCIATE MEMBER:** Associate members shall NOT have national office holding privileges but shall have voting privileges unless precluded elsewhere in these Bylaws.
- A. SPECIAL STATUS:** Former military prisoners of war and all honorably discharged veterans from the U.S. Armed Forces. Acceptance of such membership does not preclude those otherwise eligible from becoming regular members if they so desire.
 - B. CANADIAN ARMED FORCES **:** Active and retired personnel of the Canadian armed forces holding a valid military identification card.
 - C. SEATO/NATO MEMBER NATIONS ARMED FORCES **:** Active and retired personnel of the armed forces of member nations of SEATO/NATO holding a valid military identification card.
 - D. WIDOWS AND WIDOWERS:** Widows or widowers of persons eligible for membership under Sections 4.02 and 4.03 A, B, and C may continue membership or apply for membership under this section.
 - E. SPOUSES:** Spouses of regular members of SMART.
- ** NOTE:** Acceptance of such membership shall be with the understanding that entrance or use of U.S. military facilities is NOT implied.

- 4.04 DUES:** Each member shall pay a onetime initiation fee and the annual membership dues as specified in the Standing Rules.

ARTICLE 5 MEETINGS OF THE MEMBERSHIP

- 5.01 ANNUAL MEETING:** The annual business meeting of the CLUB shall be held in conjunction with the national muster. The purpose of the meeting shall be to report to the membership the state of the CLUB, allow the standing committees to report, and for the transaction of such other business as may properly come before the meeting.
- 5.02 SPECIAL MEETINGS:** Special meetings of the membership may be called by the President, a two-thirds (2/3) vote of the Board of Directors, or a group of the voting members consisting of not less than 10% of the registered voting membership in good standing, in writing, listing those members by name and SMART number.

- 5.03 NOTICE OF MEETINGS:** Notice of meetings of the general membership shall be deemed to have been properly given to the members of the Corporation when published in the *Traveler*, the official publication of SMART, or by special mailing to each registered voting member. Such notice shall specify the time, date, and place of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.
- 5.04 QUORUM:** Except as otherwise provided by statute or in these Bylaws, the registered voting members present at a membership meeting shall be deemed to be representative and shall constitute a quorum of the members of the Corporation for the transaction of business.
- 5.05 VOTING:** Each member in good standing having voting privileges shall be entitled to one (1) vote on all business coming before the membership at an annual or special meeting. The presiding officer will determine voting methods on issues at the scheduled meeting.

ARTICLE 6 BOARD OF DIRECTORS

- 6.01 OFFICES AND TITLES:** The Board of Directors must consist of at least three (3) but no more than fifteen (15) natural persons who are 18 years of age or older. Individuals need not be a resident of the state of Florida. National officers include the president, 1st vice president, 2nd vice president, executive manager, and the immediate past president. Directors consist of regional directors. The term "Board of Directors" specifically includes both officers and directors acting as a unit. Members of the Board of Directors are considered to hold national office. Each member of the Board shall have one vote with any exceptions that may be contained in these Bylaws or the Standing Rules.
- 6.02 ELIGIBILITY:** Any member of the CLUB with office holding privileges is eligible for nomination and election to the office of 2nd vice president and starts the progression to president, if the individual has been a member in good standing for three (3) years. To hold an office of regional director the individual must be a member in good standing for one (1) year.
- 6.03 REGULAR MEETINGS:** The Board of Directors shall meet in the general vicinity of the national muster without written notice being given. The current board of directors shall convene before the muster starts. At the discretion of the new president, a meeting may be called of the new board of directors after the muster.
- 6.04 SPECIAL MEETINGS:** At any time and without notification to the membership, the President, or a group of five (5) or more members of the Board of Directors in a written request, may call a special meeting of the Board of Directors. They shall state the purpose of the proposed meeting, indicating a time, date, and proposed place or method of communication. Upon receipt of such request, it shall be the duty of the President to ensure the feasibility of the proposed time, date, and place of the meeting. The President shall determine, if necessary, an alternate time, date, or place that is acceptable to the majority of the members of the Board. The President shall issue the call for such meeting promptly and coordinate attendance via conference call or other appropriate method. If the President fails to issue the call, the members of the Board of Directors making the request may issue the call.
- 6.05 QUORUM:** At all meetings of the Board of Directors, a majority of the voting members shall be necessary to constitute a quorum for the transaction of business as outlined in the Standing Rules. Acts of a majority of the Board members participating at a meeting at which a quorum is present shall be the acts of the entire Board of Directors, except as may otherwise be specifically

provided by statute or these Bylaws. If there is less than a majority of the Board of Directors present, the meeting shall be adjourned without further notice until a majority can be assembled.

- 6.06 ACTION OF THE BOARD OF DIRECTORS WITHOUT A MEETING:** Notwithstanding anything to the contrary in these Bylaws, any action that may be taken at a meeting of the Board or committee may be taken without a meeting if the action is taken by all members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. The signature may be transmitted by US or express mail, facsimile or registered by e-mail from the Board or committee member's personal address.
- 6.07 REAL PROPERTY:** Notwithstanding anything to the contrary in the statutes or in these Bylaws, a proposal or resolution to acquire, sell, lease away, mortgage, or pledge real property as contained in Section 9.03 of these Bylaws shall require a vote of two-thirds (2/3) of Board of Directors.
- 6.08 GENERAL POWERS:** The Board of Directors may exercise all such powers of the Corporation and perform all such lawful acts and things as are not prohibited by statute, by the Articles of Incorporation or by these Bylaws. The Board shall have full power to act for the Corporation, in the exercise of its rights, privileges, and in the general management of its business. No individual, officer, director, or group of such members, shall have power to reconsider or reverse or modify any action, policy, or directive of the Board of Directors, except at a regular or special meeting of the Board in accordance with these Bylaws. The Board of Directors is the governing body for the adoption of the Bylaws after they have been presented to the membership for review.
- 6.09 RESIGNATION:** Any officer or director elected to the Board of Directors, who because of unforeseen circumstances cannot discharge the responsibilities for which elected, shall tender his/her resignation to the President. The President shall tender his/her resignation to the 1st Vice President.
- 6.10 SUSPENSION AND/OR REMOVAL:** Any member, officer, or director may be suspended or removed from office or the CLUB with or without prejudice, for just cause or in the best interest of SMART by the affirmative vote of two-thirds (2/3) of the remaining members of the Board of Directors and in accordance with Florida statute and procedures in the Standing Rules.
- 6.11 COMPENSATION:** Officers and directors shall not receive salaries or compensation for their services, except as specifically authorized in these Bylaws or the Standing Rules. The Board of Directors may authorize reasonable reimbursement for postage, printing, telephone calls, etc.
- 6.12 DUTIES:** Duties of officers and directors shall be defined in the Standing Rules.

ARTICLE 7 COMMITTEES AND NATIONAL APPOINTED POSITIONS

- 7.01 COMMITTEES:** The Board of Directors may appoint or approve such committees as deemed necessary for the operation and/or conduct of CLUB business. Unless otherwise specified in these Bylaws or the Standing Rules, the committee chairperson shall be a member of the Board of Directors and be appointed by the President. No committee shall have power to rescind, reconsider, modify or reverse any action, policy or directive of the Board of Directors, or act on those items listed in Section 9.03 of these Bylaws. Committees are defined in the Standing Rules.

7.02 NATIONAL APPOINTED POSITIONS: Volunteers serving in national appointed positions shall serve at the pleasure of the President for a term of one (1) year. The President shall appoint each person and may extend his/her term of office with the concurrence of the Board of Directors or the Executive Committee.

ARTICLE 8 EMPLOYEES AND AGENTS

8.01 APPOINTMENT: The Board of Directors or the Executive Committee may designate by resolution the officer or officers who shall have the authority to appoint such agents or employees as the needs of the Corporation require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or in part. No matter who shall have the authority to appoint agents or employees, the position shall have the concurrence of the Board of Directors prior to the appointment.

8.02 EXECUTIVE MANAGER: The Board of Directors may hire or appoint an Executive Manager to manage the administrative and financial operations of the Corporation. If hired as an employee, the Executive Manager is exempt from the prohibition against officer compensation as prescribed in Section 6.11 of these Bylaws.

8.03 NATIONAL SECRETARY: The National Secretary shall keep the corporate records, minutes, and seal. He/she shall have such power to solicit legal advice, enter into contracts, and prepare for signature all corporate correspondence in conducting the business of the Corporation with concurrence of the Board of Directors or Executive Committee. He/she may sign routine correspondence as authorized by the Board. Other duties may be defined in the Standing Rules.

8.04 NATIONAL TREASURER: The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in records belonging to the Corporation. He/she shall deposit, or cause an agent or employee to deposit, all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories, in appropriate accounts as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe. The National Treasurer shall have the authority to sign contracts, documents, cash receipts, checks, approved disbursements, and other matters pertaining to the operation of the financial stability of the Corporation. He/she shall perform such other duties as may be prescribed by the President, Board of Directors, or as defined in the Standing Rules.

8.05 REGISTERED AGENT OF THE CORPORATION: The Registered Agent of the Corporation shall be a resident of Florida, whose business office is identical with the registered office. The Registered Agent shall submit a letter of acceptance, stating he/she is familiar with and accepts the obligations of the position. He/she shall also submit to the proper authorities such reports as the statutes of Florida or other agencies require. Should the Corporation change the Registered Agent or the registered office, the Executive Manager shall immediately notify the appropriate state offices of the change.

8.06 REMOVAL OF AGENTS OR EMPLOYEES: Any agent or employee of the Corporation may be removed, his/her authority revoked, or contract canceled by resolution of a 2/3 vote of the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby.

**ARTICLE 9
GENERAL PROVISIONS**

- 9.01 TAX EXEMPT STATUS:** SMART is a non-profit veterans organization and enjoys tax-exempt status under IRS-501 (c) (19).
- 9.02 CONTRACTS:** No officer, director, or member shall enter into negotiations on behalf of the CLUB without proper authority. The Board of Directors may authorize any officer, director, or member, as an agent of the CLUB, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority shall be in addition to the officers so authorized by these Bylaws; and may be general in nature or confined to specific instances.
- 9.03 RESERVED POWERS:** Unless the Articles of Incorporation or these Bylaws otherwise provide, any proposal or action with respect to any of the following must be submitted to a vote of the membership at an annual or special meeting for approval.
- A.** To dissolve, divide, convert, liquidate or wind up the Corporation, or to consolidate or to merge the Corporation with another corporation or entity.
 - B.** To sell all or substantially all of the assets of the Corporation.
 - C.** To purchase, sell, transfer, or encumber in any way, real property of the Corporation; or any other transaction that requires approval pursuant to statute.
 - D.** To organize, establish, acquire, merge, or dissolve a corporation, partnership, joint venture, or other entity in which the Corporation has any voting or other interest or to transfer assets to any such corporation or entity.
- 9.04 AUXILIARY:** The Board of Directors may authorize the organization of an Auxiliary of the CLUB.

**ARTICLE 10
REGIONS AND CHAPTERS**

- 10.01 REGION ORGANIZATION:** The CLUB may be divided into regions and subdivided into chapters, which shall be considered as extensions of the National Headquarters as outlined herein and other applicable directives. The Regions shall be as listed in the Standing Rules. Chapters formed outside the continental United States on military installation with the exception of Hawaii and Alaska will be assigned as determined by the Board of Directors.
- 10.02 CHAPTER ORGANIZATION:** Upon application, the Board of Directors may approve the establishment of an unincorporated local chapter of SMART. The proposed chapter shall select a name that depicts the area in which it is being organized. The areas of activity and the objectives of a chapter are not limited by any governmental or geographical boundaries.

**ARTICLE 11
INDEMNIFICATION**

- 11.01 RIGHTS OF INDEMNITY:** To the fullest extent permitted by law, this Corporation shall indemnify its officers, directors, employees, and such other persons, including persons formerly occupying any such position, against any expenses, judgment, fines, settlements, and other amounts actually and reasonable incurred by them in connection with any "proceedings" and including an action by or in the right of the Corporation, by reason of the fact that the person is or was described in the position.

11.02 APPROVAL OF INDEMNITY: On written request to the Board of Directors by persons seeking indemnification, the Board of Directors shall promptly determine whether the applicable standard of conduct has been met, and if so the Board shall authorize indemnification of such person. If the Board cannot authorize indemnification because the number of officers and directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of the Board of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether the applicable standard of conduct has been met, and if so, the members present shall authorize indemnification if deemed appropriate.

11.03 ADVANCEMENT OF EXPENSES: To the extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification may be advanced by the Corporation before final disposition of the proceeding, upon receipt by the Corporation of an understanding by, or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE 12 CONFLICTS OF INTEREST

12.01 POLICY: It is the policy of the Corporation and the Board of Directors that no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, partnership, association, or other organization in which one or more of its directors are directors or officers, or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for purpose if:

- A.** The fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consents of such interested directors.
- B.** The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent.
- C.** The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee, or the members.
- D.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 13 DISSOLUTION OF THE CORPORATION

13.01 DISSOLUTION: The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the members entitled to vote therein, which may be either an annual or special meeting. Written notice stating that the purpose or one of the purposes, of the meeting is to consider the advisability of dissolving the Corporation must be given to each member entitled to vote at such meeting in accordance with the Articles of Incorporation or these Bylaws. This notice shall be mailed to each voting member 60 days prior to the meeting indicating the time,

date, and place of the meeting. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes that members present at such meeting are entitled to cast.

- 13.02 DISPOSAL OF ASSETS:** In the event of dissolution of the Corporation, the Board of Directors shall cause the remaining assets and funds, after all outstanding debts are paid, to be distributed to organizations concerned with the welfare of the U.S. military services.

**ARTICLE 14
AMENDMENTS OF THESE BYLAWS**

- 14.01 SIGNIFICANT AMENDMENT OF THESE BYLAWS:** The power to significantly alter, amend, or repeal the national Bylaws or adopt significant new Bylaws shall be vested in the voting members unless otherwise provided in the Articles of Incorporation or these Bylaws. The alteration, amendment, repeal, or adoption of new significant Bylaws shall require a two-thirds (2/3) affirmative vote of the voting members present and voting and all verified absentee ballots at any regular or special meeting where a quorum is present provided the change is included in a notice to the membership of the intent to modify the Bylaws.

- 14.02 NON-SIGNIFICANT OR ADMINISTRATIVE AMENDMENT OF THESE BYLAWS:** The power to alter, amend, or repeal non-significant sections of the national Bylaws or adopt non-significant new Bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or these Bylaws. The alteration, amendment, repeal, or adoption of non-significant new Bylaws shall require a two-thirds (2/3) affirmative vote of the voting members of the Board of Directors at any regular or special meeting where a quorum is present provided the change is included in a notice to the membership of the intent to modify the Bylaws. Administrative or clerical changes to the Bylaws may be adopted by two-thirds (2/3) affirmative vote of the voting members of the Board of Directors at any regular or special meeting where a quorum is present. Advance notice to the membership is not required; however, notice of the administrative or clerical change shall be published in the *Traveler*.

- 14.03 SIGNIFICANT CHANGES:** Significant changes are defined as any change to the membership criteria or fiscal responsibility of the CLUB. The Board of Directors shall have the final determination of which matters are significant and which are non-significant under the criteria in this section.

****** END OF THESE BYLAWS ******

These Bylaws were adopted on 22 March 2008 and have been amended by the Board of Directors of the Special Military Active Retired Travel Club, Inc. as noted in the footnote below.