



CONSTITUTION AND BY-LAWS

Effective as revised March 25, 2013

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Constitution

PREAMBLE

With the objective of stimulating a greater interest and development of the principles of good camping, ecological awareness, kindness for our fellow human beings and all wildlife throughout the world; and with the avid desire of creating an enthusiasm which by reason of example, we hereby form ourselves into **The Good Sam Club** adhering to the following pledge:

The Good Sam Club Pledge

As a member of the Good Sam Club I pledge to give aid to others in need, respect nature and the environment, give back to the community and those less fortunate, treat others with dignity and respect, and to wear a smile (like Good Sam and Good Samantha's) and promote the pledge of the Good Sam Club to others.

Consonant with the most liberal spirit of tolerance in the achievement of our purpose, we further agree that in its vigorous pursuit, this Good Sam Club shall at all times during the span of its existence, maintain an attitude strictly non-sectarian, non-partisan, non-sectional and non-racial, and it shall not, as an organization, take any part in political issues, or the affairs of state/province or governing body with the sole exception of those which exclusively affect the positive attitude of the future of camping in respect to our defined ideals.

ARTICLE I

NAME & SPONSOR

The Good Sam Club shall be the name of this organization. It is sponsored by Good Sam Enterprises, LLC. The Good Sam® name and logo are registered with the United States Patent and Trademark Office as a service mark of the Sponsor and used by the Chapters pursuant to a limited revocable license as described herein. The Good Sam Club has the sole right to charter local Chapters of the Club. Each duly chartered local Chapter shall be wholly independent from the Club and the Club wholly independent from the Sponsor. No Chapter, Director, or member is authorized to act or speak on behalf of the Good Sam Club or the Sponsor.

ARTICLE II

DEFINITIONS

Section 1. The term "Club" shall mean the Good Sam Club.

Section 2. The term "Chapter" shall mean a duly chartered local Chapter of the Club.

Section 3. The term "State" shall refer to State of the United States or a Province of Canada, as appropriate.

Section 4. The term "Sponsor" shall mean Good Sam Enterprises, LLC.

Section 5. The term Sponsor's Trademarks shall include all trademarks, service marks, logos, slogans, etc. used and registered by Sponsor, including, without limitation (a) the Good Sam emblem- a cartoon character of a man's head with a halo over it, on a circular background, a copy of which is attached hereto as Exhibit "...", (b)

the Good Samantha emblem – a cartoon character of a woman’s head with a halo over it, on a circular background, a copy of which is attached hereto as Exhibit “ ”; and (e) the trade name The Good Sam Club.

ARTICLE III GENERAL MEMBERSHIP

Section 1.

All people who are interested in the promotion of the principles of good recreational vehicle camping as defined in both the pledge and the preamble are eligible for membership in this club.

Section 2.

Pursuant to the process provided in the By-Laws, persons of notable interest, who are in sympathy with the objectives of this Club, may have membership conferred upon them.

ARTICLE IV DIRECTORS

Section 1. Club Management

The Sponsor shall appoint appropriate personnel called Regional Directors to carry out the day to day management of the Club. The Sponsor may appoint representatives in the field to assist with the Directors’ responsibilities. These representatives serve at the sole and absolute discretion of the Sponsor and Sponsor may remove such appointees from his or her position at any time, for any reason.

Section 2. State/Provincial Directors

State/Provincial Directors shall be elected by a majority vote of the Chapters within the State or Province. Each State/Province shall present the designated representative with a candidate for that office, who shall have received a simple majority vote of all chartered Chapter delegates in that State or Province, at an election following the rules and procedures specified by the Sponsor. If a vacancy occurs during the term, the Sponsor and/or its representative may appoint a replacement for the duration of the term, or request that the State/Province present another candidate for the position. A State/Provincial Director may be removed from their position at any time at the discretion of the Sponsor, for any reason.

ARTICLE V AMENDMENTS

Amendments to this Constitution may only be made by the Sponsor. Any and all other changes or amendments to this Constitution and the By-Laws shall be null and void.

By-laws

ARTICLE I MEMBERSHIP

Section 1.

Each membership will include one couple or single and any dependent children. To obtain membership, the candidate shall submit an application to the Club. Payment of annual dues and acceptance of the Good Sam Pledge as set forth in the Preamble will be considered as an integral part of this application.

Section 2.

All members in good standing will be notified of renewal well in advance of their expiration date by the Club. If a member does not renew his/her membership within sixty (60) days after the expiration date, his/her membership, his/her privilege to renew at the renewal rate, and the rights to his/her original membership number may be considered forfeited. A new application for membership will have to be submitted.

ARTICLE II

CHAPTERS

Section 1.

The Club reserves all rights to charter Chapters of the Club and further reserves the right to withdraw or cancel any and all such charters. Sponsor may withdraw or cancel any and all Chapters at its sole and absolute discretion for any reason.

Section 2.

Each local Chapter is authorized to act with other local Chapters within the same State/Province to form a State/Provincial Committee composed of one Chapter President (or his/her appointed delegate) from each Chapter within the same State/Province if they so choose.

Section 3.

This document shall encompass the sole Constitution and sole set of By-Laws for the Club. Each Province/State Chapter shall be governed by and act according to the Constitution and By-Laws of the Club. Provinces/States Chapter may elect to have their own set of Standard Operating Procedures (SOP's) but they must be submitted to their Regional Director for approval. All Chapters are Chapters of the Club. Any provisions in the SOPs or other Charter documents that are contradictory to the provisions of the Club Constitution, By-Laws, or the General Policies of the Club are null and void.

Section 4.

Upon notice to a Chapter by the State/Provincial Director, that Chapter will be required to submit a written list of all Chapter members and officers showing the individual member's name, address, and Club membership number. This is required to maintain good standing with the Club.

Section 5.

Membership in any local Chapter will be dependent upon current membership in good standing in the Club.

Section 6.

All Sponsor Trademarks are registered with the United States Patent and Trademark Office as a service mark of the Sponsor. The Sponsor grants the Club a limited and revocable license to use Sponsor Trademarks for official noncommercial identification purposes only. Misuse or unauthorized use of any Sponsor Trademark shall result in the immediate cancellation of the Chapter's charter. The Club agrees that it does not presently have, nor by reason of this Constitution or affiliation with Sponsor acquire any property right or rights to use such Sponsor's Trademarks. All uses of the Sponsor's Trademarks shall inure to the benefit of Sponsor.

- a) All Chapter patches, flags and decals containing Sponsor Trademarks must receive prior written approval from its State/Provincial Director and the Sponsor before being produced or distributed. Sponsor Trademarks shall only be used in good taste and to promote the Good Sam pledge and Chapter activities and in a manner consistent with the spirit and written text of the Constitution, By-Laws and other policies of the Club, which shall be determined in the sole and absolute discretion of the Sponsor. The license granted herein shall expire immediately upon the loss of any Chapter's charter. Upon loss of its charter, a Chapter shall immediately cease use of any and all Sponsor Trademarks and return any merchandize or paraphernalia containing Sponsor Trademarks to the State/Provincial Director.

Section 7.

The Club recommends a Chapter to have a minimum of six (6) rigs, however if membership falls below this number, the Club may extend, on a case-by-case basis, special circumstances and time-frame to allow for membership to be rebuilt.

ARTICLE III SPONSOR CORPORATION

Section 1.

The Sponsor may appoint or employ such staff as necessary to carry out the purpose of the Club and such staff may receive compensation and/or reimbursement of expenses as determined by the Sponsor.

Section 2.

The Sponsor may remove a State/Province Director or other Club officer from office in its sole and absolute discretion, for any reason. By way of example and not limitation, a Club officer may be removed for failing to abide by the Constitution, By-Laws, or other policies of the Club, unauthorized or misuse of Sponsor Trademarks, attempting to act as an agent of the Sponsor, or failure to perform the duties of the office.

ARTICLE IV STATE/PROVINCIAL DIRECTORS

Section 1.

Each State or Province Director may appoint one or more Assistant Directors, a Secretary, and other officers as appropriate (except Treasurer who is elected by the State or Provincial Committee) to assist him/her. All State/Provincial officers must be residents of the State or Province, unless a special exclusion of residency requirement is approved by the Sponsor.

Section 2.

The State/Province Director position may be a single individual or a couple. If a couple, one of the individuals is the elected position holder. A State or Province Director is appointed to a two-year term.

Section 3.

The State/Provincial Director is the highest Club officer in the State/Province. His/her functions are:

- a) To represent his/her State/Provincial membership to the Club.
- b) To represent and uphold the Constitution, By-Laws, and other policies of the Club.
- c) To act as the advisor in the administration of State/Provincial and Chapter business.
- d) To administer the formation of new Guod Sam Chapters.
- e) To officiate at State/Provincial Events
- f) To advise the State/Provincial Committee composed of Chapter delegates in his/her State/Province, to officiate at its meetings, and to vote only in the event of a tie.
- g) To perform such other functions as specified in the Director's Manual.

Section 4.

State/Province Directors may receive such compensation and/or reimbursement of expenses as established by the Sponsor.

ARTICLE V

STATE/PROVINCIAL COMMITTEES

Section 1.

Each State/Province is authorized to form a State/Provincial Committee composed of Chapter presidents or their appointed delegates as specified in Article II, section 2 of these By-Laws. When formed, a State/Provincial Committee has the voting power to reconcile serious disputes within the State/Province and in any Chapter within the State/Province.

Section 2.

No part of the Constitution or these By-Laws shall interfere with the authority of the State/Province Committee to establish, regulate, or control a State/Provincial treasury; nor to interfere with the State/Provincial Committee's right to levy a reasonable fee to be paid by all Chapter members within the State/Province, to be placed in the State/Province treasury. Such levy will only be recognized by the Club if made by a three-fourths vote of the Chapter delegates attending a meeting of the State/Province Committee held after thirty (30) days written notice of the purpose of the meeting to the Chapter delegates within the State/Province. The vote to levy a fee may be made by mail. If there is no designated Chapter delegate for a Chapter, such written notice shall be sent to the Chapter President. All such funds shall be the sole property of the State/Provincial Committee.

ARTICLE VI

RESIGNATIONS

Section 1.

All resignations from any position or office shall be made in writing and presented through the proper chain of authority of the Club. No resignation shall cancel the dues of a member for the remaining terms of his/her membership. Any and all benefits (except Life membership) derived from holding a State/Provincial or Chapter office shall terminate upon the date of said resignation.

Section 2.

A member may be expelled from his/her membership within the Club for his/her opposition to the Good Sam Pledge, Preamble, Constitution, By-Laws or the other policies of the Club. Before any proceedings are taken on the proposed expulsion of a member, the member must receive written notice of the contemplated action and reasons. The Club retains the sole right to expel a member at its discretion.

ARTICLE VII

DISBURSEMENTS AND REIMBURSEMENTS

Section 1.

All disbursements relating to activities outside of a State/Province or Chapter will be handled by and through the Club. In cases where reimbursement for travel or postage is sought from the Club by a State/Provincial officer, staff member, or any other indicated individual for services performed in a Club activity, written approval from the Club must be obtained prior to incurring such expense.

Section 2.

No State/Province or Chapter staff member or employee, nor individual member may act as an agent for or make any financial commitments for the Club without prior permission in writing from the Sponsor.

**ARTICLE VIII
AMENDMENTS**

Section 1.

Amendments to these By-Laws may only be made by the Sponsor.

Section 2.

No part of this Constitution or these By-Laws shall be construed to interfere with the rights of a duly chartered Chapter to levy dues or fees for Chapter use, as agreed upon through a vote of the membership of the Chapter. All such funds shall be the sole property of, and used by, the local Chapter.

**ARTICLE IX
STANDING RULES**

1. Written resolutions, signed by their authors only, will be considered by the Club.
2. Only members in good standing may address the Club on matters of policy.