

**BY-LAWS OF THE BEAVER AMBASSADOR CLUB
AN OREGON MUTUAL BENEFIT NON-PROFIT CORPORATION**

As Amended March, 2011

The Constitution of the Family Motor Coach Association (FMCA) as approved by its membership on January 24, 2003, is hereby acknowledged as the governing document of recognized chapters of FMCA members and as such is hereby adopted in its entirety this 11th day of August, 2006 as the governing Constitution of BAC, a recognized chapter of the Family Motor Coach Association, Inc. being organized and classified as "International" and officially designated and known as the Beaver Ambassador Club evidenced by charter dated September 24, 1983.

The Beaver Ambassador Club accordingly accepts and agrees to be governed by the provisions of the FMCA Constitution and applicable rules and regulations of its By-Laws.

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Amended from time to time thereafter, are hereby further amended.

**ARTICLE I
NAME**

The name of this organization shall be the Beaver Ambassador Club, an Oregon mutual benefit non-profit Corporation (commonly referred to as BAC).

**ARTICLE II
PURPOSE**

Section 1 – General Purpose of BAC

The general purpose of this organization shall be:

- a. To promote fellowship and cooperation among family motor coach owners;
- b. To promote and provide rally activities for BAC members;
- c. To carry on such business functions for, and on behalf of BAC members for their common benefit;
- d. To conduct, participate, and provide seminars and programs on products and equipment;
- e. To advise BAC members on pending and current legislation which affect family motor coach ownership and use;
- f. To promote ownership and use of Beaver Motor Coaches in BAC activities;

- g. To endorse and promote the BAC basic purpose, aims, and intent of the FMCA as expressed in its Constitution and By-Laws.

ARTICLE III MEMBERSHIP

Section 1 – Definitions

- a. The term “Member” as used herein, except for commercial membership, is defined as a family unit consisting of husband and wife with or without children or adult person(s) with or without children.
- b. The term “Associate Member” as used herein is defined as a Member who had previously but no longer owns a Beaver Motor Coach.
- c. The term “Commercial Member” as used herein is defined as an authorized dealer, agent, or person certified by Monaco Coach Corporation (or its successors) as being actively engaged in its business pursuits and activities with regard to Beaver Motor Coaches.
- d. The term “Life Member” as used herein is defined as a member who fulfills the definition as “Member” above and the dues requirement in Article V, Section 1 – Life Membership.
- e. A Beaver Motor Coach is a coach marketed under the Beaver brand name by Beaver Motor Coaches, Inc., SMC Corporation, or Monaco Coach Corporation (or its successors).
- f. *Beaver Tales* (or such other title as the Board of Directors shall specify) is the newsletter published by the Club from time to time.
- g. The Membership Director is the person designated by the Board of Directors to maintain the membership records of the BAC.

Section 2 – Membership Requirements

- a. Regular membership – Any person qualifying as a member in good standing of the FMCA as set forth in its By-Laws, who is the current owner of a Beaver Motor Coach upon meeting the dues requirements, may become a Regular Member of BAC upon full compliance with all regulations and provisions of its Constitution and By-Laws.
- b. Associate Member – A regular member in good standing who no longer owns a Beaver Motor Coach may continue uninterrupted membership in BAC as an Associate Member provided, however, such member shall meet all dues requirements, continue to abide by the provisions of the Constitution and By-Laws of BAC, and retain FMCA membership. Such member may not vote or hold club office but will continue to receive *Beaver Tales* and may participate in organized rallies and club activities.

- c. Commercial Member – Any business organization, agent, or person certified as such to BAC by Monaco Coach Corporation (or its successors) meeting the dues requirement and being in full compliance with the provisions of the Constitution and By-Laws of BAC may become a Commercial Member provided, however, that such Member may not vote or hold a BAC office.
- d. Life Member – A Regular Member in good standing who owns a Beaver Motor Coach may purchase a Life Membership and be free of any further annual dues requirements as long as that member owns a Beaver Motor Coach and maintains eligibility as a Regular Member. Life Membership may be purchased from BAC only and is not assignable. This Life Membership designation supersedes all such prior membership programs and designations.

Section 3 – Non-Discrimination

Membership in the BAC shall not be denied any person because of race, sex, religion, color, marital or family status, age nationality, or disability.

ARTICLE IV FISCAL YEAR

Section 1 – Fiscal Year

The fiscal year of BAC shall be the period beginning October 1 to September 30 for the initial year and each year thereafter unless otherwise changed by action of the Board of Directors.

Section 2 – Not-for-Profit

The BAC shall be operated as a not-for-profit chapter of the FMCA and shall file appropriate federal and state income tax returns and comply with all other tax requirements.

ARTICLE V DUES

Section 1 – Dues

- a. The annual dues for Regular membership shall be established in such amount as may be recommended by the Board of Directors and approved by the membership. Dues shall not be more than \$40 per year. The annual dues for Commercial and Associate membership categories shall be established by the Board of Directors, but shall not be less than those for the Regular Member category. Any increase or decrease in dues shall become effective the first day of the next fiscal year beginning after the date of adoption. The Life Membership shall be based on the age of the older member of the family unit as defined in Article III Membership, Section 1-a. The Board of Directors shall establish the fee for a Life Membership.
- b. There shall be established a separate account within the books of the BAC derived from the Life Membership fees. This fund shall dispense monies for current dues of Life Members to the BAC for those members who confirm their current ownership of a Beaver Motor Coach and their FMCA membership. Each year the Secretary or Membership Director will confirm

this list and the Treasurer will make an appropriate transfer from this account to pay the annual dues as if the Life Members had been Regular Members. Dual signatures of the Treasurer and President shall be required for any other withdrawals or transfer of funds from this account. Guardians of this account shall be the BAC President, Immediate Past President, and Treasurer. Every Three Years, the corpus of this fund will be analyzed by the Guardians against future liabilities and they will recommend any appropriate action to the Board.

- c. New and reinstated members may be required to pay an initiation fee in an amount to be established by the Board of Directors.

Section 2 – Payable

- a. Dues from members shall become due and payable at the beginning of each fiscal year. The full amount of required dues shall be collected from new members during the first eight (8) months of the fiscal year. Dues received after June 1 shall apply to the following fiscal year.
- b. Subject to change by the Board of Directors, each member shall be notified of the dues due for the coming year on or before August 20 of the current fiscal year. A statement of unpaid dues shall be given on or before October 15 to any member whose dues remain unpaid as of that date, which member shall be deemed delinquent and no longer in good standing. Any member who shall remain delinquent in the payment of dues as of December 1 shall be deemed to have forfeited membership in BAC effective without further act and shall forthwith cease to have any right, title, or interest in the affairs of the BAC.

ARTICLE VI BOARD OF DIRECTORS

Section 1 – Creation

The voting members of BAC pursuant to authority granted under the FMCA Constitution and By-Laws shall elect certain regular members as their representatives and hereby grants authority to them to constitute a Board of Directors subject to the provisions and limitations of the Constitution and By-Laws of BAC.

Section 2 – Composition

- a. The Board of Directors shall consist of the President, five (5) Regional Vice Presidents, Secretary, Treasurer, National Director and Alternate National Director to FMCA and the Immediate Past President.
- b. Advisory members to the Board of Directors may be a representative selected by Monaco Coach Corporation (or its successors) and such other persons as the Board may designate. Advisory members shall be informed of and may attend all Board meetings and receive other items of communication applicable to their areas of expertise but shall not be entitled to vote at Board meetings.

- c. The basic function of the Board of Directors shall be to represent the best interests of the membership in making policy decisions and issuing directives. The Board shall follow the Code of Ethics set forth in the FMCA By-Laws and shall have full authority to act for BAC through the elected officers in all executive, financial, and general administrative matters.
- d. Any permanent vacancy on the Board of Directors shall be filled by appointment of the President after recommendation by the Nominating Committee with the approval of the Board. A vacancy in the position of Immediate Past President may be filled by a previous Past President at the discretion of the President. The appointee shall serve the remainder of the unexpired term of the vacated office until such time as his or her successor is duly qualified and elected.
- e. The Board of Directors may determine that a member designated by the Board may substitute for an absent elected officer with the right to vote as if that officer were present.

ARTICLE VII OFFICERS AND DIRECTORS

Section 1 – Eligibility

Any regular member in good standing qualified to vote shall be eligible for election to a two (2) – year term of office as an officer or director of BAC to serve until his or her successor is duly qualified and elected. Vice Presidents must reside in the region that they represent. The candidate(s) for President shall have served at least one (1) term on the Board of Directors. No two (2) members of a family unit shall hold an elected position during the same term.

Section 2 – Positions

The following officers shall be elected by the membership of this organization:

- a. President
- b. North West Vice President – Region 1
- c. South West Vice President – Region 2
- d. North Central Vice President – Region 3
- e. South Central Vice President – Region 4
- f. East Coast Vice President – Region 5
- g. Secretary
- h. Treasurer
- i. National Director
- j. Alternate National Director

Section 3 – President

- a. Duties - The President shall:
 - 1. Serve as the Chief Executive officer of BAC.
 - 2. Direct the business of BAC.
 - 3. Attend and preside at all regularly scheduled and special meetings of the Board of Directors and the membership.

4. Except for the Nominating Committee, appoint all committees and serve as a member thereof.
5. Assist the BAC membership in selecting candidates from each region to serve on the Nominating Committee.
6. Undertake to perform all duties prescribed by the Constitution and By-Laws as directed by the Board of Directors and membership.
7. Endeavor to attend as many BAC rallies as reasonably possible.

b. Vacancy – Upon a vacancy occurring in the office of President or inability or refusal to act or perform the duties, the Vice President in the Region where a meeting is scheduled to be held (or if that Vice President is absent, the next closest Vice President geographically) shall assume the duties of President and preside at the meeting. As soon as practicable after the vacancy occurs, the regional Vice President shall call a special meeting of the Board of Directors who shall appoint an interim President to be selected from current or prior Presidents or Vice Presidents to fill the vacancy for the remainder of the unexpired term who shall serve until his or her successor is duly qualified and elected by the membership.

Section 4 – Vice Presidents

Duties – Regional Vice Presidents shall:

- a. Assist the President in his or her duties as requested whenever possible.
- b. Preside at any regularly scheduled meeting within the Vice President's region at which the President is unable to attend.
- c. Solicit, supervise, direct, and assist rally masters in conducting rallies in the Vice President's region.
- d. Approve any proposed rally in his or her region.
- e. Whenever possible, attend all scheduled rallies within that region.
- f. Inform the President and *Beaver Tales* Editor of any planned rally in the Vice President's region providing information on dates, costs, names of rally masters, and all other pertinent information.
- g. Approve all rally requests for advanced funds from BAC and submit same to the Treasurer with a copy to the President.
- h. Arrange for submission of each rally master's timely financial report of a completed rally to the Treasurer, with a copy to the President.

Section 5 – Secretary

Duties - The Secretary shall:

- a. Comply with the FMCA By-Law provisions requiring submission of reports on the chapter to FMCA.
- b. Be custodian and keep accurate permanent records and minutes of all BAC meetings and activities designated by the Board of Directors, which shall be available to any member(s) upon reasonable request.
- c. Send appropriate notices and correspondence of meetings and other actions as designated by the President and/or Board of Directors.
- d. Arrange for the mailing and return of ballots for all elections, amendments to the Constitution and By-Laws, and other matters where a mail ballot of the membership is required.

Section 6 – Treasurer

a. Duties – The Treasurer shall:

1. Receive all funds and pay all bills of BAC under the direction of its Board of Directors.
2. Prepare and submit financial reports for each regular and special meeting and an annual report for the current fiscal year.
3. Within one (1) month after the expiration of term of office, deliver to the incoming Treasurer all money, vouchers, books, and papers of the BAC with all financial records posted to the date of delivery.
4. Complete and file all required Federal and State Income Tax Returns on behalf of BAC in a timely manner and maintain all supporting documents pertaining thereto.

b. Audit – The Treasurer’s records, reports, and statements shall be reviewed and audited annually by an Audit Committee appointed by the President. The results shall be submitted to the Board of Directors and the membership for approval at the next semi-annual meeting.

c. Dual Positions – One member may be elected and serve as both Treasurer and Secretary provided, however, that such member shall be entitled to cast only one (1) vote at Board of Directors and Corporation meetings.

Section 7 – National Directors

A National Director and Alternate National Director shall be elected biannually from the regular membership to serve on the governing Board of Directors of the FMCA and shall hold office subject to the duties and authority provided in the FMCA By-Laws.

Section 8 –Terms

- a. The President and Vice President shall be limited to serving one (1) full two-year term. The Treasurer and Secretary shall be limited to serving two (2) full two-year consecutive terms. The National Director and Alternate National Director shall be elected biannually, without limit. An officer appointed to fill an unexpired term shall be eligible to election as if such appointment had not occurred.
- b. The term of office for all elected Officers and Directors, appointed Committee members and all Board appointed positions shall begin on October 1 of each year. Members of the Nominating Committee shall assume their duties immediately upon election and continue until their successors are qualified and elected.

ARTICLE VIII MEETINGS

Section 1 – Definitions

Regular or Special – A meeting shall be defined as any duly convened regular or special meeting of the Board of Directors or membership.

Section 2 – Board of Directors

- a. Business meetings – At least one (1) Board of Directors meetings shall be held during each fiscal year, at a BAC International Rally. Special meetings of the Board of Directors may be

called by the President or any two Vice Presidents upon ten (10) days prior notice or upon obtaining a waiver of such notice consenting thereto executed by a majority of Directors entitled to vote at the meeting.

- b. Consent – Any Action which may be taken at a regular or special Board of Directors meeting may be consented to in writing by a two-thirds (2/3) majority of all voting Board members, which action shall have the same validity and effect as if acted upon at a duly convened or special meeting.
- c. Quorum – A quorum shall consist of six (6) voting Board members attending any duly convened meeting. A majority vote of those Directors attending such a meeting shall be necessary for the adoption and passage of any motion or resolution.
- d. Motions and Resolutions – All motions shall be made, seconded, and recorded by the Secretary. Routine motions may be passed by voice vote. Resolutions shall be adopted by roll call vote and may be amended, modified, or repealed only in the same manner

Section 3 – Corporation Meetings

Meetings of the membership shall be scheduled during the international rallies. If more than one international rally is held per year, the meeting held during the summer shall be the annual meeting of the Corporation.

Section 4 – Special Meetings

Special meetings of the corporation may be called by the President or any two (2) Vice Presidents upon thirty (30) days prior written notice stating the time, place, and purpose of the meeting.

Section 5 – Quorum, Voting

A quorum at any meeting shall consist of twenty-five percent (25%) of the chapter family unit members herein before described or fifteen (15) family unit members whichever is less.

Section 6 – Change in Scheduled Meetings

The Board of Directors may change the location and/or schedule for any Board of Directors or Corporation meeting, provided that notice of any change in a Corporation meeting be provided to the membership in *Beaver Tales* at least thirty (30) days prior to the earlier of the originally scheduled date or the changed date.

ARTICLE IX NOMINATIONS

Section 1

At a regularly scheduled corporation meeting international rally, the membership shall elect a Nominating Committee of no less than five (5) nor more than seven (7) members, with at least one (1) member from each region, to select a slate of nominees for the offices to be filled. Regional Nominating Committee members will be elected for a two (2) -year term to parallel

the terms of the Vice Presidents of the Region they represent. The Nominating Committee shall, from its elected members, select a Chairman to govern its activities and shall advise the President to that effect. In the event a winter corporation is held, the Nominating Committee shall be elected at that time. If a corporation meeting is held only in the summer, the Nominating Committee shall be elected at that time.

Section 2

The Nominating Committee's recommended slate of candidates for all offices to be filled shall be forwarded to the President prior to a winter BAC international rally who shall submit the recommendations to the membership for consideration at the next regularly scheduled business meeting; or in the absence of winter international rally, the Nominating Committee shall forward its recommendation to the President in sufficient time to ensure its publication in the March 1st issue of the Club newsletter. Members desiring to nominate additional candidates may do so by securing the written consent of the nominees and an endorsement of five members by April 1st. The Nominating Committee shall recommend, with the nominee's consent, the best candidates available for the particular position(s) to be filled and shall consider second terms for all incumbent Officers and Directors eligible for such terms. When possible, Vice President candidates shall have had prior rally experience. Nominations from the floor may be made during the regularly scheduled meeting. All nominees shall have consented to serve if elected.

ARTICLE X VOTING

Section 1 – Types of Elections

- a. Elections of the BAC shall be held either by a voice vote or closed ballot vote at a corporation meeting (Section 2) or via a ballot made available to all members of the Club.
- b. The Board of Directors shall determine which method of election shall be employed each year after the candidates and other issues are determined. While it is within the discretion of the Board to select which type of election shall be used, consideration shall be given to how many, if any, positions have multiple candidates and if any ballot measures are likely to be contested. The goal of the election process is to enfranchise and involve as many members as possible, while recognizing that uncontested elections determined by ballots mailed to members are an unnecessary expense.
- c. The Secretary shall cause a notice of the election, candidates for the offices to be filled, and amendments to the Articles of Incorporation or By-Laws to be voted upon, along with an explanation in an issue of the Club newsletter available to members at least twenty (20) days prior to the election.
- d. The form of all closed ballots, whether at a corporation meeting or provided to all members, shall be determined by the President, Secretary and Chairman of the Nominating Committee. The ballots shall provide for write-in candidates for each office.
- e. Each adult family unit member shall be entitled to cast one (1) vote on any matter requiring a vote. In elections for regional vice presidents, only those members residing in or attached to that region shall be eligible to vote

- f. A majority of all votes cast shall be sufficient to elect a candidate for office or to approve and pass all other matters.

Section 2 – Method for Elections at a Corporation Meeting

- a. For positions without opposition, voice votes will be allowed. For contested elections and amendments to Articles of Incorporation and By-Laws a closed ballot shall be used.
- b. The President shall appoint a Tally Committee to tabulate the results of a closed ballot vote and announce the results at the meeting or as soon thereafter as possible.
- c. A member who cannot attend the corporation meeting may request a ballot from the Secretary. The ballot shall be returned in a sealed envelope inside of a second envelope. The family unit's FMCA number must appear on the outside of the second envelope. The outside envelope shall not be opened until it can be determined that the member (identified by FMCA number) is not present at the rally during which the corporation meeting is held.

Section 3 – Method for Elections with a Corporation- Wide Ballot

- a. Should the Board of Directors determine that a ballot shall be provided to all members, the Secretary shall provide such a ballot to each family unit, with provision for each adult member to cast a vote. Such ballot shall be provided on or before May 1. The ballot shall include a resume for each candidate for elected office.
- b. The Board shall specify a process for return of the ballots designed to ensure the integrity of the election process.
- c. Ballots shall be returned, postmarked on or before June 15 or such later date as the Board of Directors may determine
- d. Ballots shall be opened and counted by a Tally Committee appointed by the President, who shall designate the date, time and place for each tabulation, such date to be not sooner than ten (10) days after the required postmark date. The results of the vote shall be announced at the next corporation meeting and reported to the membership.
- e. The Board may specify electronic means for delivery of ballots, provided however that ballots shall be provided by US Mail to any member for whom the Membership Director does not have an address for electronic mail or for whom the electronic means fails. Any member may request the Secretary to provide a ballot by US Mail.
- f. The Board of Directors may authorize elections to be conducted through electronic means without return of a printed ballot. Such authorization shall use reasonable means to ensure the integrity of the election.

ARTICLE XI
STANDING COMMITTEES – BOARD APPOINTED POSITIONS

Section 1 – Designation

The President shall appoint at least three (3) members including one member from the Board of Directors to the following standing committees to serve concurrently with the Officer's and Director's term of office:

- a. Procedures and Regulations (P&R) Committee – The P&R Committee shall accept assignments to review and recommend Board action to be taken in connection with amendments to By-Laws, policy changes, or any other matters referred to the committee by the Board.
- b. Audit Committee – The Audit Committee shall audit the Treasurer's financial reports and returns and report their findings to the President and the Board of Directors.
- c. Budget Committee – The Budget Committee shall recommend to the Board of Directors an annual budget for the operation of BAC taking into account available funds from dues and other sources.

Section 2 – Board Appointed Positions

The Board of Directors may make appointments to qualified persons to assist in the administration of the Club. Some of these may be compensated as independent contractors as may be deemed necessary at the Board's discretion. Such positions and their responsibilities shall be enumerated in the Club's Policy Statements. Such appointments may entail designation as Advisory Members of the Board of Directors under the provisions of ARTICLE VI, Section 2.b. of these By-Laws.

ARTICLE XII
INDEMNIFICATION
INDEMNIFICATION OF OFFICERS, DIRECTORS, AND AGENTS

Section 1 – Indemnification

Each Director, each Officer and each other person who may have acted as a representative of BAC at its request, that person's heirs, executors and administrators shall be indemnified by BAC against any costs and expenses, including counsel's fees, reasonably incurred in connection with any civil, criminal, administrative or other claim, action, suit or proceeding in which he/she or they may become involved or which he/she or they may be threatened, by reason of his/her being or having been a Director or Officer of BAC, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty, except costs, expenses or payments in relation to any matter as to which he/she shall be finally judged derelict in the performance of his/her duties to BAC unless BAC shall receive an opinion from independent counsel that the director, officer or representative has not so been derelict. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or its equivalent) shall not be deemed an adjudication that the Director, Officer or representative was derelict in the performance of his/her duties to BAC if he/she acted in good faith in what he/she considered to be the best interest of BAC and with no reasonable cause to believe the action was illegal. The foregoing right of indemnification shall not be exclusive of other rights in which Directors, Officers and others may be entitled as a matter of law or otherwise. The foregoing

shall be construed to limit liability of Officers and Directors to the maximum extent allowed by law.

ARTICLE XIII PARLIAMENTARY LAW

The rules contained in Roberts's Rules of Order, Newly Revised, shall govern this Chapter in all cases to which they are applicable, and which they are not inconsistent with the Constitution and By-Laws of FMCA and of the BAC.

ARTICLE XIV AMENDMENTS

Section 1 – Amendments

The By-Laws of BAC may be amended at any time by a 65% affirmative vote of the members present and voting at a meeting of the membership or as otherwise provided herein, provided, that prior notice of at least 30 days notice has been given of the proposed amendments.

Section 2 – Procedure

- a. Proposed Amendment – Any member of the Chapter may propose an amendment to the By-Laws.
- b. Action – Upon receipt of a request for By-Laws change, it shall be forwarded to the P&R Committee for a recommendation submitted to the Board of Directors. The Board of Directors will then make a determination as to its own recommendation which will be given to the membership in advance of a vote at the next regularly scheduled corporation meeting.
- c. If the Board determines that members unable to attend the corporation meeting should have the opportunity to vote on proposed changes, it may submit changes to a ballot distributed by electronic mail or by U. S. mail for those members not having electronic mail capability. In such event, the inclusion of matters on the ballot shall be deemed sufficient notice as provided in Section 1.
- d. Approval – Approved amendments to these By-Laws become effective immediately upon their adoption, or at such time as specified in the amendments.
- e. Distribution – Copies of changes, additions, amendments, or revisions to these By-Laws shall be forwarded to the national office (FMCA) and to the International Area Vice President.

Section 3 – Method for Elections with a Corporation-Wide Ballot

- a. Should the Board of Directors determine that a ballot shall be provided to all members, the Secretary shall provide such a ballot to each family unit, with provision for each adult

member to cast a vote. Such ballot shall be provided on or before May 1. The ballot shall include a resume for each candidate for elected office or a means by which the member can obtain such resumes.

- b. The Board shall specify a process for return of the ballots designed to ensure the integrity of the election process.
- c. Ballots shall be returned, postmarked on or before June 15 or such later date as the Board of Directors may determine.
- d. Ballots shall be opened and counted by a Tally Committee appointed by the President, who shall designate the date, time and place for each tabulation, such date to be not sooner than ten (10) days after the required postmark date. The results of the vote shall be announced at the next corporation meeting and reported to the membership.
- e. The Board may specify electronic means for delivery of ballots, provided however that ballots shall be provided by US Mail to any member for whom the Membership Director does not have an address for electronic mail or for whom the electronic means fails. Any member may request the Secretary to provide a ballot by US Mail.
- f. The Board of Directors may authorize elections to be conducted through electronic means without return of a printed ballot. Such authorization shall use reasonable means to ensure the integrity of the election.

ARTICLE XV MISCELLANEOUS PROVISIONS

Section 1 – Responsibility

BAC is not to be held responsible for personal statements, opinions or representations advanced in newspapers, newsletters or in discussion at meetings.

Section 2 – Notices

Notices to Directors shall be in writing and effective fourteen (14) days after deposit in the U.S. Mail to the latest address shown on the Corporation's membership roll. The registered agent shall be the person shown in the Articles of Incorporation, as they may be amended from time to time. Any matter in which written approval or communication is required may be effected by first class mail or any form of electronic communication for which a receipt or reply can be obtained and which can be reduced to hard copy. If electronic communication is not available for any person or if any person does not confirm receipt, then notification must be sent by first class mail or made in person.

Section 3 – Principal Office

The address of the principal office of the Corporation shall be:

Beaver Ambassador Club
91320 Coburg Industrial Way
Coburg, OR 97408

or such other address as the Board of Directors may determine.

Section 4 – Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation, and the words “Corporate Seal”.

Section 5 – Contracts, Loans, Checks, and Deposits

- a. Contracts – The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- b. Loans – No loans in excess of \$10,000 shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, except as authorized by the membership acting at a duly called meeting. Such authority may be general or be confined to specific transactions.
- c. Checks and Deposits – Until the membership shall provide otherwise by resolution, the funds of the Corporation shall be held in accounts at any convenient FDIC insured bank, in US Government securities or in other investments determined by the Board to be of sufficient safety. The President, Treasurer, Secretary, or Membership Director may sign checks up to \$1000. These checks must be supported by a voucher. The Treasurer has authority to issue checks for all expenditures authorized by the annual budget approved by the Board of Directors, and for any unanticipated expenses or budget overages up to \$2500. Any unanticipated expenses not authorized in the approved budget or overages in the approved budget in excess of \$2500 must be approved by the President in writing. The Board of Directors may authorize a designated Member to act for the Treasurer in the event of the temporary inability of the Treasurer to perform the functions of that office.

Section 6 – Effective Date

The effective date of these By-Laws shall be March 10, 2011. .