

ARTICLES OF ASSOCIATION OF THE **PHOENIX CRUISER** TRAVEL CLUB

Organized September 14, 1998 at Mackinaw City, Michigan

(As amended through October 2, 2019)

ARTICLE I – NAME AND DEFINITION

Section 1. The name of this organization is Phoenix Cruiser Travel Club, previously known as Intervec-Phoenix Travel Club, hereinafter referred to as “the Club.”

Section 2. The club is dedicated to:

- (1) The maintenance, preservation, and safe operation and use of recreational vehicles in general and specifically those vehicles manufactured by
 - a. International Vehicles Corporation, a defunct company once having its offices in Bristol, Indiana and
 - b. Phoenix USA in Elkhart, Indiana.
- (2) The promotion of friendships and social activities among owners and former owners of recreational vehicles in general and those of International Vehicles Corporation and Phoenix USA in particular.
- (3) The support and development of the U.S. National Park System through encouragement of recreational vehicle owners to utilize the national parks in a manner consistent with protection of the parks for the benefit and enjoyment of future generations.

ARTICLE II – MEMBERSHIP

Section 1. Membership of the Club shall be open to any individual or couple who is (are) an owner or former owner of a recreational vehicle.

Section 2. Membership shall become effective upon submission and acceptance of completed application for membership and payment of annual dues as determined by the executive committee.

ARTICLE III – MEETINGS

Section 1. An annual reunion of the members shall be held each year at a time and place as determined by the executive committee. An annual business meeting shall be held in conjunction with the annual reunion. Where possible, the annual reunion shall be held at a location within or in close proximity to one of the U. S. National Parks.

Section 2. Special meetings of the members may be called by the president or executive committee, and shall be called by the president at the request of not less than ten (10) percent of all the members in good standing. The executive committee may designate any place within the continental United States as the place of meeting for any annual meeting or any special meeting.

Section 3. Written or printed notice stating the place, day and hour of the annual reunion and annual business meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary, to each member in good standing. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member’s address as it appears on the records of the Club, with postage thereon prepaid. If sent by electronic means

such as electronic mail, fax, or the Internet, such notice shall be deemed delivered when transmitted to the member at the member's electronic mail or fax telephone number as it appears on the records of the Club.

Section 4. For purposes of determining members to receive notice of, or vote at any meeting, or members entitled to demand a special meeting, or in order to make a determination of members for any other purpose, the executive committee may fix in advance a date as the record date for any such determination, such date in any case to be not more than seventy (70) days, and, in the case of a meeting of members, not less than thirty (30) days prior to the date on which the particular action requiring such determination is to be taken. The date on which notice of the meeting is mailed or transmitted electronically, as the case may be, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 5. The members present at a duly organized meeting shall constitute a quorum.

Section 6. At all meetings of members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the secretary before or at the time of the meeting.

Section 7. Each member, whether an individual or a couple, entitled to vote in accordance with the terms and provisions of these Articles of Association shall be entitled to one vote. Upon the demand of any member, the vote for executive committee members and upon any question before the meeting shall be by ballot. All elections for executive committee members shall be decided by plurality vote; all other questions shall be decided by majority vote.

Section 8. The order of business at all meetings of the members, shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Executive Committee Members
5. Reports of Committees
6. Election of Executive Committee Members
7. Unfinished Business
8. New Business

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1. The business affairs of the Club shall be managed by its executive committee. The executive committee in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Club affairs, as they may deem proper, not inconsistent with these articles of association and any applicable laws.

Section 2. The number of executive committee members of the Club shall be at least three. All executive committee members shall hold office until the next annual business meeting of members and until their successors shall have been elected and qualified.

Section 3. A regular meeting of the executive committee shall be held without other notice than this section immediately after, and at the same place as, the annual business meeting of members. The executive committee may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special meetings of the executive committee may be called by or at the request of the president or any two executive committee members. The person or persons authorized to call special meetings of the executive committee may fix the place for holding any special meeting of the directors called by them.

Section 5. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally, or by fax or electronic mail or mailed to all directors at their postal address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail or fax, such notice shall be deemed to be delivered when transmitted. The attendance of an executive committee member at a meeting shall constitute a waiver of notice of such meeting.

Section 6. At any meeting of the executive committee, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the executive committee members present may adjourn the meeting from time to time without further notice.

Section 7. The act of the majority of the executive committee members present at a meeting at which a quorum is present shall be the act of the executive committee.

Section 8. Newly created executive committee positions resulting from an increase in the number of executive committee positions and vacancies occurring in the executive committee for any reason may be filled by a vote of a majority of the executive committee members then in office, although less than a quorum exists. An executive committee member elected to fill a vacancy shall be elected to hold office until the next annual business meeting.

Section 9. Any or all of the executive committee members may be removed for cause by vote of the members of the Club or by action of the executive committee.

Section 10. An executive committee member may resign at any time by giving written notice to the president or the secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of the resignation shall not be necessary to make it effective.

Section 11. With the exception of reimbursement for out-of-pocket expenses, no member of the Club or member of the executive committee shall receive monetary compensation. Expenses to attend meetings of the Club or the executive committee shall not be subject to reimbursement.

Section 12. Any executive committee member who is present at a meeting of the executive committee at which action on any Club matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless the executive committee member shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a person who voted in favor of such action.

Section 13. The executive committee may designate from among the members of the Club other committees for specific purposes. Each such committee shall serve at the pleasure of the executive committee.

ARTICLE V – OFFICERS AND DIRECTORS

Section 1. The officers of the Club shall be at least three:

- President
- Secretary
- Treasurer

Officers shall be elected by the members at the annual business meeting. Such other officers, assistant officers, and directors as may be deemed necessary may be elected by the members. The executive committee shall consist of all such officers, assistant officers, and directors so elected. The term of office of executive committee members is normally one year ending at the next business meeting after their election. At the option of the members, at any annual business meeting the term of office of any current member of the executive committee may be extended for a subsequent nominal period of one year.

Section 1a. The **President** shall be the principal executive officer of the Club and, subject to the control of the executive committee, shall in general supervise and control all of the affairs of the Club. The president shall, when present, preside at all meetings of the members and of the executive committee.

Section 1b. The **Secretary** shall keep the minutes of the members' and of the executive committee's meetings, see that all notices are duly given in accordance with the provisions of these articles of association or as required, be custodian of the Club records and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the executive committee.

Section 1c. The **Treasurer** of the Club shall have charge and custody of and be responsible for all funds of the Club and keep a register of the post office address of each member.

ARTICLE VI - FISCAL YEAR

Section 1. The fiscal year of the Club shall end on the 31st day of December in each year.

ARTICLE VII – LIMITATION AND DISTRIBUTION

Section 1. No part of the net earnings of the Club shall benefit its members, officers, directors, or other private persons. The Club may, however, reimburse individuals for out-of-pocket expenses subject to the limitations specified in Article IV. No substantial part of the activities of the Club may attempt to influence legislation. The Club shall not participate in the political campaign of any candidate for public office. The Club shall not carry on any other activities prohibited for

- (a) an organization exempt from federal income tax under section 501(a) of the Internal Revenue Code, or the corresponding section of the federal tax code, or
- (b) an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: If the Club is dissolved, its remaining assets after payment of any outstanding debts and obligations shall be used for one or more exempt purposes set forth in section 501(c)2 of the Internal Revenue Code (or the corresponding section of any future federal tax code) or shall be distributed to the National Park Service, U.S. Department of the Interior, for the support of the National Park System.

ARTICLE VIII – AMENDMENTS

Section 1. These articles of association may be altered, amended or repealed and new articles may be adopted by a vote of the members at any annual business meeting or at any special meeting when the proposed amendment has been set out in the notice of such meeting.