



BYLAWS

RECREATION VEHICLE INDUSTRY ASSOCIATION

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BYLAWS

RECREATION VEHICLE INDUSTRY ASSOCIATION

ARTICLE I Name, Office, Scope and Symbol of Association

Section 1. Name. The name of the association shall be the Recreation Vehicle Industry Association, Inc. (hereinafter referred to as “Association”), a nonprofit corporation incorporated in the state of Indiana.

Section 2. Office. The principal office of the Association shall be at such place as may be designated by the Board of Directors.

Section 3. Scope. The Association shall be international in scope with its primary focus on the United States of America.

Section 4. Non-Profit Status. The Association shall be a non-profit, non-stock trade association.

Section 5. Association Symbol. The Association shall adopt by majority vote of the Board of Directors a suitable symbol.

The symbol shall be the sole property of the Association and proper steps shall be taken to legally claim ownership through registration and copyrighting with the appropriate U.S. Government office.

The Association shall provide the symbol in suitable form to its members for their use only as authorized. Distribution of the symbol in any form shall be the exclusive right of the Association.

The Association symbol shall be incorporated within a “Membership Identification Seal” for exclusive use on units manufactured and/or sold by Association members and shall be sold, subject to contract terms, to all members at a fee determined by the Board of Directors. Use of a seal or any form of the Association Membership Identification Seal not furnished by the Association shall be prohibited.

ARTICLE II Purposes of Association

Section 1. Purposes. The purposes of the Association are:

- (i) To promote the general welfare of the recreation vehicle and park model RV industries and the specific interests of the Association’s manufacturer and supplier members;
- (ii) To unite all recognized segments of the recreation vehicle and park model RV industries so they may in concert have effective influence upon matters of public interest involving the betterment of the recreation vehicle and park model RV industries;

- (iii) To encourage the highest professional and ethical standards in business practices and general conduct of the recreation vehicle and park model RV industries;
- (iv) To obtain, preserve and disseminate market data and other valuable information pertaining to all segments of the recreation vehicle and park model RV industries;
- (v) To educate and work with governmental agencies, other industries, trade associations, various news media and the public in general regarding recreation vehicle and park model RV industry issues and products; and
- (vi) To do all else that is necessary and proper for the accomplishment of all the foregoing or other proper and lawful purposes and objectives of the Association.

Section 2. Compliance with Laws. All policies and activities of the Association shall be consistent with:

- (i) The Articles of Incorporation of the Association and these Bylaws;
- (ii) Applicable federal, state and local laws, including antitrust and related legal requirements; and
- (iii) Applicable provisions of the Internal Revenue Code, particularly those relating to the Association's tax exempt status, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III Definitions

Section 1. Definitions.

Section 1-A. Associate. The term "Associate" is defined to mean a person, partnership, firm or corporation with a relationship to the RV industry that does not qualify for any other Association membership category including, but not limited to, certain consultants, law firms and publishers and independent service companies. RV and PMRV dealers and others whose primary business relates to the retail sale of RV and PMRV related goods or services and/or their related trade associations do not qualify as an "Associate" within the meaning of this definition. Associate members have no voting privileges.

Section 1-B. Finance Firm. The term "Finance Firm" is defined to mean a person, partnership, firm or corporation actively engaged in the business of providing wholesale financing to the recreation vehicle or park model RV industries or retail financing to recreational vehicle or park model RV purchasers. Finance Firm members have full voting privileges and are entitled to all Association services.

Section 1-C. Honorary Member. The term "Honorary Member" is defined to mean any person, partnership, firm or corporation so designated by a vote of the Board of Directors. Honorary Members have no voting privileges.

Section 1-D. Manufacturer's Representative. The term "Manufacturer's Representative" is defined to mean a person, partnership, firm or corporation actively engaged in the marketing of goods or services on a contractual basis for a Manufacturer or Supplier that does not qualify for membership in any of the voting member classifications. Manufacturer's Representative members have no voting privileges.

Section 1-E. Motorhome. A "Motorhome" is a recreation vehicle unit built on a self-propelled motor vehicle chassis. The basic product types, as defined by the Board of Directors, are "Type A", "Type B" and "Type C".

Section 1-F. Non-Motorized RV. A “Non-Motorized RV” is a recreation vehicle that is mounted on wheels and designed to be towed by a motorized vehicle or a portable unit that is designed to be placed in the bed or chassis of a pickup truck. The basic product types, as defined by the Board of Directors, include:

- (i) Fifth-Wheel Trailer;
- (ii) Folding Camping Trailer;
- (iii) Horse Trailer;
- (iv) Sport Utility Trailer;
- (v) Travel Trailer; and
- (vi) Truck Camper.

Section 1-G. Recreation Vehicle. A “Recreation Vehicle” or “RV” is a vehicular type unit that

- (i) is primarily designed as temporary living quarters for non-commercial, recreational and/or camping use;
- (ii) is built to the standards for recreation vehicles adopted by the Association’s Board of Directors;
- (iii) has its own motive power or is mounted on or towed by another vehicle;
- (iv) is regulated by the National Highway Traffic Safety Administration as a vehicle or vehicle equipment;
- (v) does not require a special highway use permit for operation on the highways; and
- (vi) an individual can easily transport and set-up on a daily basis.

The basic product categories are: “Motorhome” and “Non-Motorized RV.”

Section 1-H. Recreation Vehicle Manufacturer. The term “Recreation Vehicle Manufacturer” is defined to mean a person, partnership, firm or corporation actively engaged in the manufacture of Recreation Vehicles. Recreation Vehicle Manufacturer members have full voting privileges and are entitled to all Association services.

Section 1-I. Park Model RV. A “Park Model RV” or “PMRV” is a trailer type unit, also sometimes referred to as a recreational park trailer, that

- (i) is primarily designed as temporary living quarters for non-commercial, recreational and/or camping use;
- (ii) is built to the standards for park model RVs adopted by the Association’s Board of Directors;
- (iii) is built on a single chassis mounted on wheels; and
- (iv) has a gross trailer area not exceeding 400 square feet (37.15 square meters) in the setup mode.

Section 1-J. Park Model RV Manufacturer. The term “Park Model RV Manufacturer” is defined to mean a person, partnership, firm or corporation actively engaged in the manufacture of Park Model RVs. Park Model RV Manufacturer members have full voting privileges and are entitled to all Association services.

Section 1-K. Supplier. The term “Supplier” is defined to mean a person, partnership, firm or corporation actively engaged in the business of providing a product or industry-related service, directly or indirectly, to Recreation Vehicle Manufacturers, Park Model RV Manufacturers, other Suppliers or other wholesale participants in the recreation vehicle or park model RV industries. Manufacturers of tow vehicles primarily designed to tow RVs qualify as “Supplier” members. RV and PMRV dealers and others whose primary business relates to the retail sale of RV or PMRV related goods or services and/or their related trade associations do not qualify as “Supplier” members. Supplier members have full voting privileges and are entitled to all Association services.

ARTICLE IV Membership

Section 1. Membership Classifications. The membership classifications shall be: “Associate,” “Finance Firm,” “Honorary Member,” “Recreation Vehicle Manufacturer,” “Park Model RV Manufacturer,” “Manufacturer’s Representative,” and “Supplier.” The Board of Directors may create additional classifications of membership at any time.

Section 2. Application for Membership. Application for membership in the Association shall be made to the Board of Directors in writing by completion of forms provided for this purpose, accompanied by the initiation fee and payment of at least one quarter's dues. The application shall be signed by an individual authorized to act on behalf of the applicant and shall also designate the individual who shall be authorized to act as the applicant's representative to the Association. An alternate representative may also be designated. A member may change its representative at any time by written notice to the Association.

Section 3. Member Eligibility in More than One Classification. When an applicant is eligible for membership in more than one Association membership classification and desires to benefit from the respective advantages of membership in more than one membership classification, the applicant may obtain separate memberships for each classification of membership upon complying with each classification's membership requirements.

Section 4. Manufacturer Compliance with Association Adopted Standards. Compliance with the applicable standard(s) for recreation vehicles and/or park model RVs adopted by the Board of Directors are mandatory for recreation vehicle or park model RV manufacturer membership in the Association. This membership requirement also applies to such manufacturer's wholly owned subsidiaries and any other legal entity in which manufacturer has a one hundred percent (100%) ownership interest. No RV or PMRV Manufacturer shall be eligible to become or continue as a RV or PMRV Manufacturer member of the Association unless it:

- (i) furnishes the Association with a written certification in prescribed form of its intention to make or manufacture recreation vehicles and/or park Model RVs for sale that comply with the applicable standard(s) adopted by the Board of Directors for such units;
- (ii) makes or manufactures recreation vehicles and/or park model RVs for sale that comply with the applicable standard(s) adopted by the Board of Directors for such units;
- (iii) agrees to be subject to a standards inspection by Association inspectors prior to usage of the Membership Identification Seal, and also agrees to submit to unannounced periodic standards inspections to be performed by Association inspectors;
- (iv) displays the applicable Membership Identification Seal on all units to which the standards are applicable; and
- (v) maintains a "quality control" program as approved by the Board of Directors.

Section 5. Board Authority to Establish Membership Criteria. The Board of Directors may establish criteria, in addition to the requirements of these By-Laws, for determining that an applicant for membership is eligible to be a member of the Association.

Section 6. Manufacturer Shipment Data. All RV and PMRV Manufacturer members are required to provide a monthly report of their recreation vehicle and/or park model RV production. The report must be sent to the Association within a prescribed time period. The reports shall be kept confidential and will only be used for developing aggregate industry statistics.

In the event a member fails to comply with this requirement for three (3) consecutive months, the Board of Directors may suspend the member in accordance with Section 10 of this Article.

Section 7. Non-Compliance with Adopted Standards. Except as otherwise provided herein, in any case in which the Vice President of Standards determines that a member is failing or refusing to comply with Section 4 (ii), (iii) or (v) of this Article, the Vice President of Standards shall report that fact to the Standards Enforcement

Board of the Standards Steering Committee. Prior to that action, the Vice President of Standards may place such member on probation if the member complies with the probation eligibility requirements established by the Standards Steering Committee. Upon receipt of a report from the Vice President of Standards that a member is failing or refusing to comply with said Section 4 (ii), (iii) or (v), the Standards Enforcement Board shall forthwith, by certified mail, notify the member involved that its eligibility for membership is in question on grounds of non-compliance with said Section 4 and that it is entitled to be heard on the issue provided it notifies the Standards Enforcement Board Chairman that it desires a hearing. If no response is received from the member within fifteen (15) days from its receipt of the notice, as shown by the certified mail return receipt, the member shall be deemed to have admitted the charge of willful noncompliance and the member's file will be forwarded to the Executive Committee. The Executive Committee may then take action necessary to expel the member. If the member, within fifteen (15) days from receipt of the said notice, notifies the Standards Enforcement Board Chairman that it desires a hearing, a meeting of the Standards Enforcement Board to hear the charges shall be duly convened upon fifteen (15) days' notice by certified mail to the member.

Any decision of the Standards Enforcement Board regarding the expulsion of a member shall be referred to the Executive Committee, whose action regarding expulsion shall be final, subject only to the right of the member to appeal the decision to the Board of Directors by notifying the President of the Association of its desire to appeal, via certified mail, within fifteen (15) days after being notified of the Executive Committee's decision by certified mail. The appealing member shall be given at least fifteen (15) days' notice by certified mail of the time and place of the next convenient regular meeting of the Board of Directors at which its appeal will be heard and at which it shall have the right to appeal and be heard in person or through a representative. The Standards Enforcement Board and the Vice President of Standards shall be duly notified of the hearing on appeal and shall be entitled to be heard on the matter.

Any member who has been expelled by reason of noncompliance with Section 4 (ii), (iii) or (v) of this Article IV may apply for reinstatement at any time after it has brought itself into compliance with said Section 4 upon payment to the Association of a sum, as determined by the Board of Directors from time to time, to cover the cost of the investigation by the Association's Standards staff and the expense of a special meeting of the Standards Enforcement Board to consider application for reinstatement, and upon payment of such sums as would have accrued as dues had such applicant been a member during the lesser of the following periods: (a) twelve (12) months immediately preceding reinstatement or (b) the period between the date of expulsion and the date of reinstatement.

Section 8. Non-Compliance with Seal Requirements. In the event an RV or PMRV Manufacturer member is cited two times within twelve months for failing to display the applicable Association Membership Identification Seal on any applicable unit in accordance with Section 4 (iv) of this Article, the Association's Vice President of Standards shall report such violation to the Board of Directors at their next meeting. The member shall be notified via certified mail at least fifteen (15) days prior to the Board of Directors meeting that its eligibility for continued membership is in question for such violation and that it is entitled to be heard on the subject at the Board of Director's meeting. Notwithstanding anything herein to the contrary, upon receipt of the Vice President of Standards report, and after hearing from the member at the Board of Directors meeting, if requested, the Board of Directors may immediately suspend or expel the member from the Association.

Section 9. Obligation to Return Seals. In the event a RV or PMRV Manufacturer member resigns, or is suspended or expelled, the RV or PMRV Manufacturer must immediately cease applying to its units the Membership Identification Seal and return all seals in its possession not already affixed to sold units to the Association. If seals are new and unused, the Association will refund the cost of the returned seals, not including any Association fees or assessments.

Section 10. Suspension of Member. The Board of Directors may suspend for reasonable and sufficient cause, other than non-payment of dues, any member, provided, however, that such member shall be given at least fifteen

(15) days' notice in writing of such intended action. Such member shall also be given an opportunity to be heard before the Board of Directors at a time and place designated by the Board of Directors before such suspension shall take effect.

Section 11. Reinstatement of Member. The Board of Directors may approve for reinstatement to full membership in the Association any member that has been suspended, without requiring a second payment of the initiation fee, provided the member shall have removed the cause for the suspension and its dues and any other outstanding sums due the Association are paid up to the time of suspension.

When a previously suspended or resigned member is approved for reinstatement as an RV Manufacturer, PMRV Manufacturer or Supplier member, it will be required to go through a six-month probationary period. At the end of the six-month probationary period the previously suspended or resigned member will become a full member if the Board of Directors finds that during the probationary period the previously suspended or resigned member has fully complied with all applicable Association membership requirements.

Section 12. Resignation of a Member. Any member may resign at any time by submitting a written letter of resignation to the Board of Directors. All dues and fees paid up to and including the date the resignation letter is received by the Association shall be payable to the Association and considered a proper and enforceable obligation.

Section 13. Acquisition of Member's Association Membership. A member's Association membership is an asset that may be acquired, provided the acquiring entity is eligible for membership in the transferring member's membership classification and such acquisition is approved by the Board of Directors. Any such Board approval is subject to payment of an administrative transfer fee established by the Board of Directors and compliance with the Association's membership requirements. Any membership that is acquired shall convey with it all of the transferring member's rights and privileges that accompany such membership.

ARTICLE V Initiation Fees and Dues

Section 1. Initiation Fee. Except as otherwise provided herein, all applicants for membership must submit with their application an initiation fee as established by the Board of Directors.

Section 2. Membership Dues. Part of the expense of maintaining the Association shall be covered by collecting dues from the Association membership. The Board of Directors shall establish a "Schedule of Dues" for each membership classification.

Section 3. Special Dues or Assessments. Special dues or assessments may be assessed against the Association's membership by the Board of Directors, provided at least two-thirds of all members of the Board of Directors present at a duly convened Board meeting affirm such action. Such Board action may be repealed or amended by a majority vote of the members at any annual or special meeting of the members at which a quorum is present.

Section 4. Non-Payment of Dues or Assessments. The Board of Directors may suspend for nonpayment of dues or assessments, any member that fails to pay its dues or assessments within ninety (90) days after the date upon which they become due. Before such action is taken, the member shall be notified by registered or certified mail that its membership may be suspended within fifteen (15) days unless dues and assessments, if any, in arrears are paid.

ARTICLE VI Member Classification Voting Rights

Section 1. Voting Member Classifications. The Association shall have the following voting member classifications, each of which shall have equal voting rights and privileges: (i) Finance Firm, (ii) Recreation Vehicle Manufacturer, (iii) Park Model RV Manufacturer, and (iv) Supplier.

Section 2. Non-Voting Member Classifications. The Association shall have the following non-voting member classifications, each of which shall have no voting rights and limited privileges: (i) Associate, (ii) Honorary and (iii) Manufacturer's Representative.

Section 3. Classification of Member. The classification applicable to a member is not intended to imply that such member shall be solely engaged in such endeavor.

ARTICLE VII Board of Directors

Section 1. Board Representation. The governing body of the Association is the Board of Directors, which has authority over, and is responsible for, the supervision, control and direction of the Association. The Board of Directors will consist of the following:

- (i) Twenty-three (23) Director seats to include representatives of the following membership classifications: Ten (10) Recreation Vehicle Manufacturers; Two (2) Park Model RV Manufacturers; Five (5) Suppliers; and Six (6) Members-at-Large, which shall be drawn from any of the voting member classifications, each of whom shall be engaged in an active managerial position with the member represented;
- (ii) Past Chairmen of the Board of Directors who are engaged as a representative of an Association member that does not concurrently have another representative on the Board of Directors, may elect to serve indefinitely as a member of the Board in a seat designated as "Past Chairman," except as otherwise provided in Section 1-B of this Article, which seat(s) shall be in addition to the Board seats described in this Section 1; and
- (iii) Past Chairman of the Board of Directors who are engaged as a representative of an Association member that no longer desire to serve as a Past Chairman, may elect to serve indefinitely in a "nonvoting" seat designated as "Past Chairman Emeritus," except as otherwise provided in Section 1-B of this Article, which seats shall be in addition to (i) and (ii) of this section 1.

Section 1-A. Number of Voting Representatives on the Board. No member, including any of its related entities holding a separate membership, may have more than an aggregate of one officer, employee, agent or other representative representing it on the Board of Directors at any time from any one voting member classification. No member, including any of its related entities holding a separate membership, may have more than an aggregate of two voting member representatives on the Board of Directors, and only one may serve on the Executive Committee, at any one time from the various voting member classifications. Individuals serving as Past Chairman Emeritus shall not be included in determining the number of voting representatives a member has on the Board of Directors.

Section 1-B. Directors Elected as Member Representative. The members of the Board of Directors shall be elected as the representative of the member, not as individuals. Any individual elected to serve on the Board on behalf of a member who is no longer engaged in an active managerial position by that member, or by a member that acquired such member's Association membership, shall immediately tender his or her resignation from the Board of Directors or the Board may vote to remove him or her. The member shall have forty-five (45) days to designate a new representative on the Board of Directors, subject to the approval of the Board of Directors. In the

event the member representative held an officer position on the Board of Directors, the new representative shall not assume such officer position. The new representative shall serve for the balance of the term remaining for such Director seat. If the member does not designate an interim representative on the Board within forty-five (45) days, the Board of Directors may consider the Board seat vacant and designate a new Director pursuant to Section 11 of this Article.

In the event a member with a representative on the Board of Directors resigns or is expelled from the Association, or if the member no longer qualifies for the Director seat to which the member representative was elected, the Director shall immediately tender his or her resignation from the Board of Directors or the Board may vote to remove him or her. Upon receiving the resignation or upon voting to remove the Director, the Board seat shall be considered vacant and the Board shall designate a new Director pursuant to Section 11 of this Article.

Section 1-C. Transfer of Board Seat. If an Association membership is acquired pursuant to Article IV, Section 13, and the transferring member has a representative on the Board of Directors, that member's Board seat shall convey with the membership, provided the Board seat conveyance is approved by the Board of Directors. If the acquiring member appoints a different representative to fill the approved Board seat, that new representative must also be approved by the Board of Directors. If the acquiring member retains the existing representative in the approved Board seat, Board approval of that representative is not required; however, the existing representative shall not assume any officer position he or she may have held prior to the membership being acquired unless he or she is reappointed to such officer position by the Board of Directors.

Section 2. Governance Committee. The Chairman of the Board of Directors shall, at least six (6) months before the date on which Board election balloting is scheduled to begin, appoint a Governance Committee Chairman who shall form a Governance Committee of at least three (3) members, including the Committee Chairman, representing at least two (2) of the voting member classifications. Incumbent Directors intending to seek re-election to the Board on the current year's ballot are ineligible to serve on this Committee.

The Governance Committee shall advise the Board of Directors on matters related to governance of the Association; recommend amendments to these Bylaws for consideration by the Board; make or receive nominations for open Board positions; prepare a Board election ballot for the membership; and conduct other such duties and responsibilities as assigned by the Chairman of the Board.

Section 2-A. Board Nominations. The Governance Committee shall make nominations for open Board positions and prepare a ballot for the membership not less than thirty (30) days before the date on which election balloting is scheduled to begin.

The Governance Committee should attempt to have at least (one) non-incumbent nominee in opposition to each incumbent nominee. Incumbent nominees may also be placed in opposition to other incumbent nominees. If the Governance Committee is unsuccessful in obtaining the required number of candidates from any one member classification, candidates from other voting member classifications may be provided.

Additional nominations may be submitted directly from the membership in writing, signed by not less than three (3) members and forwarded to the Chairman of the Governance Committee not less than thirty (30) days before the date on which election balloting is scheduled to begin. The additional nominees so submitted shall be added to the ballot.

The Association members represented by each of the individual nominees must be in good standing. To be in good standing, a member must have all its Association dues and assessments paid to date and not be in suspended status.

Section 2-B. Board Elections. The conduct of elections to the Board of Directors and the classification of Directors to be elected shall be in accordance with Articles VI and VII.

The election of Directors shall be by written or electronic ballot, one (1) vote for each member eligible to vote. Only members in good standing are eligible to vote. Ten percent (10%) of the votes entitled to be cast for the election of Directors constitutes a quorum for such election.

The Governance Committee shall ensure that each member eligible to vote is notified upon commencement of the voting period, provided access to a ballot with the nominees for the open Board of Directors seats and provided with a means to cast its vote. The time period during which votes may be cast shall continue for at least twenty (20) consecutive days.

The individual receiving the plurality of votes from the membership shall be declared elected and shall take the office at the commencement of the fiscal year. In the case of a tie, there shall be a runoff election between the tied candidates. A ballot shall be sent out to each member eligible to vote for the tied candidates at least ten (10) days before the deadline for returning ballots to the Association.

Section 3. Number of Board Meetings. Meetings of the Board of Directors shall be at least three (3) times each year at a time and place agreed upon by the Board of Directors. The Chairman, or twenty percent (20%) of the Board of Directors, may call a special meeting at any time provided that notice is given setting forth the time, place and purpose of said meeting at least two (2) days prior to the date of such meeting. Such notice may be waived for any special meeting by the Directors attending such meeting by the signing of a written waiver by the Directors present.

Section 4. Quorum for Board of Directors Meeting. A simple majority of the Board of Directors shall constitute a quorum for all meetings and may officially and legally conduct business on behalf of the Association. No proxies may be accepted.

Section 5. Majority Vote. Except as otherwise provided herein, a simple majority vote shall carry on all matters of business coming before such Board meetings.

Section 6. Teleconference/Videoconference Board of Directors and Committee Meetings. The Board of Directors (and Committees) may participate in a meeting via means of communication that enables all Directors (or Committee members) to simultaneously hear each other, and a person so participating shall be deemed to be present at the meeting.

Section 7. Board and Committee Action Taken Without A Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by at least one (1) written consent:

- (i) describing the action taken;
- (ii) signed by each Director; and
- (iii) included in the minutes or filed with the Association's records reflecting the action taken.

Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

Action required or permitted to be taken at a meeting of an Association Committee may be taken without a meeting if the committee members approve such action by written or electronic ballot, provided the number of

ballots cast equals at least a quorum, and such action shall have the same effect as if taken at a duly constituted meeting of the committee.

Section 8. Director Absence from Board Meetings. Any Director (including a Director who is Past Chairman of the Board) absent from two (2) Board of Directors meetings in a fiscal year may, at the recommendation of the Executive Committee, forfeit their Board seat and officer position, if any, by a vote of a majority of the Board of Directors. Any member who forfeits their Board seat due to multiple absences may submit a petition for reinstatement to the Board of Directors. Such a reinstatement requires the approval of the Board of Directors. The Board of Directors organizational meeting shall not be considered for attendance purposes.

Section 9. Board of Directors Powers and Duties. The Board of Directors shall have all the powers and authority normally vested in it by the laws applicable to the conduct of business by nonprofit corporations, including, but not limited to, the Nonprofit Corporation Act of the Indiana Code, and in addition thereto, shall have the following specific powers and duties:

- (i) To propose and select (as well as terminate) the Association President and ratify all other officer appointments;
- (ii) To engage, retain, discharge and establish the salary schedules or other compensation or remuneration for all employees of the Association;
- (iii) To receive and disburse monies in the name of the Association in order to accomplish all the purposes and objectives of the Association and without prior approval of the membership;
- (iv) To create and appoint committees, decide duties and prescribe rules and regulations with respect to practices and conduct of members while performing on behalf of the Association;
- (v) To contract to buy, sell, lease, encumber and improve real estate;
- (vi) To contract for the necessary facilities and services for the conducting of trade shows;
- (vii) To authorize the Association to represent such additional product types on a contractual basis on such terms and conditions as the Board deems appropriate;
- (viii) To generally manage, transact and perform such other acts as are necessary and desirable to attain a proper, efficient and effective management of the affairs of the Association in conformance with all of the By-Laws; and
- (ix) To bestow awards for outstanding service to the recreation vehicle or park model RV industries.

Section 10. Director Terms. The term of office for members of the Board of Directors shall be for three (3) years. Except as provided below, the number of terms shall be limited to a maximum of three (3) consecutive three-year terms, plus the balance of any vacated director's term he/she was appointed to fill. Members will be eligible to stand for re-election after a period of one (1) year following the conclusion of the third consecutive term.

Exceptions to this Term Limit policy are:

- (i) In the interest of the development of the Association's leadership and succession planning, the Board of Directors may waive the tolling of any term for an Executive Committee member; and
- (ii) Past Chairmen of the Board of Directors as provided in Section 1 of this Article.

Section 11. Interim Appointments. Except as otherwise provided in Section 1-B of this Article, the Board of Directors shall fill by appointment vacancies that occur on the Board and officer positions. The Board shall appoint a director representing a member from the same membership classification as the open seat. Interim appointments to the Board shall serve for the balance of the term remaining for such Director seat.

Section 12. Reimbursement of Expenses for Directors, Board Officers and Committee Members. The directors and officers of the Association may be reimbursed for such expenses and in such amounts as agreed upon by a majority of the Board of Directors for travel and incidental expenses incurred in serving the interests of the Association, but in no event shall this include salaries or other compensation for the individual's services.

The Chairman of the Board, with the concurrence of a majority of the Executive Committee, may authorize reimbursement of the expenses of the Chairman of a standing committee or other such members as deemed appropriate, for such expenses and in such amounts as may be incurred in carrying out specific Association needs, but in no event shall this include expenses related to full committee meetings, salaries or other compensation for the individual's services.

Section 13. Indemnification. The Association shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether or not by or in the right of the Association, and whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that such person is or was a director, officer, committee member, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, committee member, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. Where required by law, the indemnification provided for herewith shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the director, officer, committee member, employee or agent is proper in the circumstances. The Association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Association to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Association may be entitled under any agreement, vote of members or disinterested directors, or otherwise, whether as to action in his or her official capacity or as to action in another capacity while holding such office.

ARTICLE VIII Officers and Executive Committee

Section 1. Board Organizational Meeting. The Board of Directors shall hold an Organizational Meeting after the election of the new members of the Board of Directors and elect from the Board the following officers: Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, all of whom shall hold office for one (1) year, or until the election and qualification of their respective successors.

In the event any of these elected positions become vacant, the Chairman shall appoint one of the remaining members of the Board of Directors to fill such vacancy until the next Board meeting, at which time the Board of Directors shall fill such vacancy.

Section 2. Chairman. The Chairman shall (i) preside at all meetings of the Board of Directors and all meetings of the Association, (ii) appoint and designate a Chairman to each Committee that is approved by the Board of

Directors from time to time, (iii) serve as an ex-officio member of all committees, and (iv) perform such other duties as may be delegated to him/her by the Board of Directors.

Section 3. First Vice Chairman. The First Vice Chairman shall, in the absence or incapacity of the Chairman, assume and perform all the powers and duties of the Chairman.

Section 4. Second Vice Chairman. The Second Vice Chairman shall, in the absence or incapacity of the First Vice Chairman, assume and perform all the powers and duties of the First Vice Chairman.

Section 5. Secretary. The Secretary shall supervise the keeping of the minutes and other records of meetings of the Board of Directors and all annual or special meetings of the Association. The Secretary shall be responsible for authenticating records of the Association.

Section 6. Treasurer. /The Treasurer shall supervise and have under his/her direction, the following:

- (i) All funds and securities of the Association and have such funds placed in depositories designated and authorized by the Board of Directors;
- (ii) Render a statement of the condition of the finances of the Association at each meeting of the Board of Directors when called upon to do so and on request render full financial reports at the Annual Meeting of the Association;
- (iii) Under the direction of the Board of Directors, authorize the disbursement of funds of the Association by checks signed by such persons as may be authorized by the Board of Directors;
- (iv) Keep regular accounts so that a proper analysis of the Association's expenditures may be made and submit such an analysis to the Board of Directors whenever required;
- (v) Turn over all his/her books for annual audit by a Certified Public Accountant designated by the Board of Directors; and
- (vi) On demand, account for and turn over all funds and property in his/her custody to the Board of Directors.

Section 7. President. The Board of Directors shall employ a President under such terms and conditions as shall be mutually acceptable.

The President shall devote full time to the work of the Association and perform such duties as may be required of him/her by the Board of Directors, including, but not limited to, the following:

- (i) Maintain an accurate record of all members and collect and receive from members, dues and other revenues;
- (ii) Attend to the correspondence of the Association;
- (iii) Approve all expenditures and disbursements from the funds of the Association as authorized by the Board of Directors and arrange for payment thereof;
- (iv) Make and sign contracts and agreements, approved by the Board of Directors, when required, and expedite their fulfillment;
- (v) Provide a media of communication for the Association between its Board of Directors, officers, members, news media, and the public;

- (vi) Prepare and submit such reports as the Board of Directors may from time to time require;
- (vii) Provide written notices of time and place for holding all Directors' Meetings, the Annual Meeting and all special meetings;
- (viii) Employ, discharge and supervise personnel required to fulfill the duties of his/her office and the maintenance of a National Headquarters and any Regional offices of the Association;
- (ix) Maintain such books and records for the Treasurer of the Association as may be required by him/her under Section 6 of this Article; and
- (x) Provide a surety bond in such amounts as the Board of Directors shall require for his/her position and all other employees of the Association at the expense of the Association.

Section 8. Executive Committee. There shall be an Executive Committee consisting of: Chairman of the Board; Immediate Past Chairman of the Board; First Vice Chairman of the Board; Second Vice Chairman of the Board; Secretary of the Board; Treasurer of the Board; and the President of the Association. The Executive Committee shall conduct the affairs of the Association in accordance with the policies and instructions of the Board of Directors. Between meetings of the Board of Directors, the Executive Committee shall govern the activities of the Association subject to such directives as it may receive from the Board. The Executive Committee must approve the employment and termination of all Association Vice Presidents.

Section 8-A. Executive Committee Meetings. Executive Committee meetings may be called at the pleasure of the Chairman or of any three (3) members of the Executive Committee, at a time and place designated in writing at least ten (10) days prior to such meeting. A written waiver shall be valid notice. While members of the Board of Directors, who are not members of the Executive Committee, may attend such meetings with the approval of the Chairman, they shall have no voting rights. Three voting members of the Executive Committee shall constitute a quorum.

Section 8-B. Association Budget. Before the end of each fiscal year, the Executive Committee shall prepare a budget for the Association's ensuing fiscal year and submit the same to the Board of Directors for approval and acceptance at its last meeting of the fiscal year.

ARTICLE IX Annual and Special Membership Meetings

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held each year at such time and place as designated by the Board of Directors. Notice of such Annual Meeting shall be mailed to the designated representative of each member not less than thirty (30) days before such meeting date. The notice should include a description of any matter or matters to be considered at the meeting that must be approved by the members.

Twenty-five percent (25%) of all voting members shall constitute a quorum to all annual membership meetings of the Association. The twenty-five percent (25%) quorum requirement cannot be increased without membership approval. Notwithstanding the foregoing, unless at least one-third of the voting power is present at an annual meeting, the only matters that may be voted upon are those matters that are described in the meeting notice.

Section 2. Special Meeting. Special meetings of the Association shall be called by the Chairman of the Board upon the written request of a majority of the Directors, the President of the Association or upon the request of not less than ten percent (10%) of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date and deliver to the Association's Secretary at least one written demand for the

meeting describing the purpose for which the meeting is to be held. Notice of a special membership meeting shall be mailed to the designated representative of each member not less than thirty (30) days before such meeting date setting forth the time, location and purpose of the special meeting. The time and location of the meeting shall be determined by the Board of Directors. Only those matters that are within the purposes described in the meeting notice may be conducted at a special meeting of the members.

Twenty-five percent (25%) of all voting members shall constitute a quorum to all special membership meetings of the Association. The twenty-five percent (25%) quorum requirement cannot be increased without membership approval.

Section 3. Voting Eligibility/Proxies. Only members actually present and in good standing may vote at any meeting. No proxies may be accepted.

Section 4. Majority Vote. A simple majority vote shall carry on all matters of business coming before annual and special membership meetings of the Association.

Section 5. Teleconference/Videoconference Membership Meetings. The members may participate in a meeting via means of communication that enables all members to simultaneously hear each other, and a person so participating shall be deemed to be present at the meeting.

Section 6. Member Action Taken Without A Meeting. An action that may be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. The written ballot must:

- (i) set forth the proposed action;
- (ii) provide an opportunity to vote for or against each proposed action;
- (iii) indicate the number of responses needed to meet the quorum requirements;
- (iv) state the percentage of approvals necessary to approve each matter; and
- (v) specify the time by which a ballot must be received by the Association to be counted. Action taken pursuant to such a written ballot is only valid if the applicable quorum requirement is met and the action receives the required number of votes.

Section 7. Order of Business. The order of business at annual meetings of the Association shall include at a minimum a report on the activities and financial status of the Association.

Section 8. Robert's Rules of Order. "Robert's Rules of Order," latest edition, shall govern the procedure for the conduct of all meetings of the Board of Directors and the members of the Association. The Board of Directors is authorized to prescribe such other rules of procedure for conduct of meetings as they deem appropriate.

ARTICLE X Fiscal Year

The fiscal year for the Association shall be as determined by the Board of Directors.

ARTICLE XI Amendment of Bylaws

The Board of Directors shall have the powers to make, alter, amend and repeal the By-Laws of the Association subject always to the power of the members to change such action by a majority vote at any regular or special meeting of the members of the Association. This power of the Board of Directors shall be exercised by a vote of at least two-thirds of all the members of the Board of Directors present at any meeting of the Board duly convened.

The By-Laws also may be amended, supplemented or repealed by a simple majority of the membership present which may constitute a quorum at any meeting of the Association provided the proposed change is submitted in writing to each qualified member at least thirty (30) days prior to the meeting.

The text of all substantive changes in the By-Laws shall be mailed to all qualified members following the enactment thereof.

ARTICLE XII Dissolution of the Association

This Association shall exist perpetually until dissolution and/or termination by statute, court order or action of its members. The Board of Directors must recommend dissolution to the members unless the Board determines that because of conflict of interest or other special circumstances the Board should not make a recommendation and communicates the basis for the Board's determination to the members. Dissolution by action of the members shall be by a majority vote of the qualified members present at a duly constituted meeting, provided thirty (30) days written notice of such contemplated action has been given to all qualified members of the Association.

Upon dissolution, all assets of the Association shall be liquidated, all debts and obligations shall be paid, and all remaining funds shall be disbursed to one or more non-profit organizations having purposes the same as or similar to this Association, which organizations shall be designated by at least two-thirds majority vote of the Board of Directors. Under no circumstances shall the assets of the Association be disbursed to any of its members.