

**AMENDED AND RESTATED BYLAWS
OF
CANYON STATE NATURISTS, INC.**

ARTICLE I: CORPORATE NAME AND DBA

The name of this Corporation shall be CANYON STATE NATURISTS, INC. The Corporation is the parent entity of the Organization known as Canyon State Naturists also doing business as CSN.

ARTICLE II: OFFICE ADDRESS, STATUTORY AGENT'S ADDRESS AND CURRENT BOARD MEMBERS

- A. The registered office of the Corporation is:
P.O. Box 11746 Glendale, AZ 85318-1746
E-mail: canyonstatenaturists@yahoo.com
Website: www.CanyonStateNaturists.net
- B. The registered statutory agent of the Corporation is:
Larry A. Gould
2307 Chof Trail
Flagstaff, AZ 86005
- C. Board Members at the time of the passage of these Bylaws^{i ii}
1. Craig Watts—President
 2. Linda Efstathiou—Vice President
 3. Nancy McSain—Secretary
 4. Stephen McSain—Treasurer
 5. Dennis Davis -- Trustee
 6. Larry Gould—Statutory Agent

ARTICLE III: PROTECTION OF OFFICERS AND TRUSTEES FROM LIABILITY

The private property of the members of the Board of the Corporation shall be forever exempt from corporation debts and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

ARTICLE IV: LIABILITY OF OFFICERS, TRUSTEES AND MEMBERS

- A. The liability of Officers, Trustees and Members of the Corporation to the corporation for monetary damages for breaches of fiduciary duty is hereby eliminated with the following enumerated exceptions:
 - 1. That sole liability is not eliminated for disloyalty to the Corporation;
 - 2. Acts not in good faith;
 - 3. Intentional misconduct;
 - 4. Known violations of the law;
 - 5. Transactions resulting in improper personal benefits an Officer or Trustee; or,
 - 6. Violation of conflict of interest laws as set forth in A.R.S. 10-1097.

- B. That said limitation applies:
 - 1. Only to the recovery of monetary damages and does not abolish an Officer's or Trustee's duty of care or affect the availability of equitable remedies such as injunction or rescission based thereon that such limitation of liability applies only to the claims by the Corporation and does not affect third-party claims by customers or creditors of the member;
 - 2. That such limitation of liability does not apply to Corporate Officers or Trustees and therefore does not limit the liability of Trustees who are also corporate officers for acts taken as an officer;
 - 3. That included with the definition are persons deemed Trustees or Officers or other persons who serve on the Board in an advisory capacity.

ARTICLE V: PROHIBITIONS ON DISTRIBUTION OF FUNDS

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or officers, except that the Corporation shall be and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the Corporation.

- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, any political campaign on behalf of any candidate for public office.

- C. Notwithstanding any other provision of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law); or,

- D. Corporation contributions which are deductible under Section 501 C (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

- E. This Corporation will comply with OMB Compliance Supplement and Circular A-133 for non-profit corporations effective on the incorporation thereof.

ARTICLE VI: NON-DISCRIMINATION

Membership in the Organization may not be denied based upon gender, sexual orientation, creed, marital status, religious or spiritual affiliation, political affiliation, national origin, race, ethnicity, handicap, or age.

ARTICLE VII: DEFINITIONS

- A. **BYLAWS and POLICIES AND PROCEDURES MANUAL**
1. The Bylaws of the Organization constitute the rules by which the Organization defines duties, roles, and the manner in which the business of the Organization shall be conducted.
 2. The Policies and Procedures Manual is a separate document used to further operationalize and define the rules by which the business of the Organization is conducted.
 3. In the advent that there is conflicting language between the two documents, the language in the Bylaws shall prevail.
- B. **COMMITTEE CHAIRPERSON(S) and ADVISORY BOARD MEMBER(S)**
Non-voting members of the Governing Board appointed by the President and approved by the Board
- C. **CORPORATION**
Canyon State Naturists, Inc., an Arizona nonprofit Corporation which is designated by the Internal Revenue Service as a 501(c)(3) tax exempt organization, non-profit organization.
- D. **EX-OFFICIO OFFICERS**
Individuals appointed by the President, with the advice and consent of the majority of the Board, who either fill a temporary need of the Board or who have specific expertise vital to the operation of the Corporation and Organization. Ex-Officio members do not have voting privileges as members of the Board, but do retain voting privileges as General Members in Good Standing.
- E. **GENERAL MEMBERS**
General Members are defined as persons who:
1. Are at least eighteen (18) years of age;
 2. Have completed the application process;
 3. Have been admitted in to membership of the organization;
 4. Have paid all fees and dues;
 5. Have been issued a membership identification number; and,
 6. Are Members in Good Standing as defined below.

F. GOOD STANDING

1. Any member who is not on any type of probation, suspension, or termination of his/her membership; and
2. Who has not been banned by the American Association for Nude Recreation (AANR), AANR-affiliated clubs, or The Naturists Society Foundation (TNSF).
3. Suspension from the above noted entities shall result in immediate suspension from CSN until the issues concerning the suspension are resolved.

G. GOVERNING BOARD (BOARD)

1. Composed of the President, Vice President, Secretary, Treasurer, and two (2) Trustees.
2. The number of Trustees may be increased over time as the Organization grows; however, there shall never be fewer than two (2) Trustees.
3. Rules for changing the number of Trustees can be found in the Policies and Procedures Manual.

H. OFFICERS

1. The Officers comprising the Governing Board of CSN, include the President, Vice President, Secretary, and Treasurer.
2. Officers are voting members of the Board.
3. See the Policies and Procedures Manual for the role, expectations and terms of office for each Officer.

1. I. OFFICIAL PUBLICATIONS
The Official Publications include the official email distribution list and the website.
2. At least once a year, a summary of the preceding year's activities and an overview of the upcoming year is sent to each member via these publications.

J. ORGANIZATION

1. The word Organization refers to and is synonymous with the terms Canyon State Naturists or CSN,
2. The Organization is a private membership-based club, which is wholly owned by the Corporation.

K. PARLIAMENTARIAN

1. The Parliamentarian is a General member appointed by the President who is an expert in the rules, ethics, and customs known as Parliamentary Procedure, which is used in governing meetings and other operations.
2. This role may also be held by the Statutory Agent.

L. PRESIDENT:

1. The President is elected every two years by the General Membership and is a voting member of the Board.
2. The roles and responsibilities of the President are defined in the P & P Manual.

- M. SECRETARY:
1. The Secretary is elected every two years by the General Membership and is a voting member of the Board.
 2. The roles and responsibilities of the Secretary are defined in the P & P Manual.
- N. STATUTORY AGENT:
1. The Statutory Agent is a non-voting member of the Board appointed by the President with the advice and consent of the Board.
 2. The role and term of office for the Statutory Agent are defined in the P&P Manual.
 3. The Statutory Agent, at the discretion of the Board, may also serve as the Parliamentarian.
- O. TREASURER
1. The Treasurer is elected every two years by the General Membership and is a voting member of the Board.
 2. The roles and responsibilities of the Treasurer are defined in the P & P Manual.
- P. TRUSTEE
1. The Trustees are elected every two years by the General Membership and are voting members of the Board.
 2. The roles and responsibilities of the Trustees are defined in the P & P Manual.
 3. The number of Trustees may vary depending on the number General Members. See the P & P Manual for details.
- Q. VICE PRESIDENT
1. The Vice President is elected every two years by the General Membership and is a voting member of the Board.
 2. The roles and responsibilities of the Vice President is defined in the P & P Manual.

ARTICLE VIII: ANNUAL CORPORATE MEETING

- A. As required by the Internal Revenue Service there shall be one (1) meeting of the Corporation each year, which shall be the Annual Meeting of the Corporation and of the Governing Board. This meeting shall be held during the month of January at such place either within or outside the state of Arizona and at such date and time as may be fixed by the Board. This meeting shall be open to all members in good standing of the Organization and others as invited by the Board. This meeting may be followed by a General Membership Meeting.
- B. For more information concerning the Annual Corporate Meeting please see the P & P Manual.

ARTICLE IX: GOVERNING BOARD

- A. All Officers and Trustees shall be members in good standing and shall not be otherwise prevented from serving in the capacity to which they are elected.
- B. See the P & P for more details

ARTICLE X: OFFICERS and TRUSTEES

Information relative to the following can be found in the P & P Manual:

- Election to officeTerm of Office
- Role of Officers and Trustees
- Quorum
- Ad Hoc and Standing
- Removal of Board Members
- Meeting Attendance and Removal
- Removal of General Members
- Required Reports
- Powers and Duties
- Control of Records
- Board Communication
- Constraints on Representation of the Corporation

ARTICLE XI: NON-STOCK

- A. The Corporation has no capital stock;
- B. Is not formed for profit;
- C. Does not contemplate the distribution of accumulations, gains, profits or dividends to any person; and,
- D. Is organized and shall be operated exclusively for the purposes set forth herein and for those purposes authorized within the means of Section 501c(3) of the code.
- E. No part of the net earnings having a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Corporation as set forth in these Articles and Section 501(c)(3).

ARTICLE XII: INDEMNIFICATION

The Corporation may, in the Board's sole and absolute discretion, and in all circumstances in which indemnification is mandatory by law, shall indemnify any person who incurs expenses or liabilities by reason of the fact such person is or was an officer, director, employee or agent of the Corporation or is/was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Please see the P&P for exceptions to indemnification.

ARTICLE XIII: FISCAL YEAR

The fiscal year of this Corporation shall be from January 1 to December 31.

ARTICLE XIV: DISTRIBUTION OF ASSETS UPON DISSOLUTION

- A. In the event of the dissolution of the Corporation, all assets of the Corporation shall first be distributed to pay outstanding debts or to such non-profit charitable corporations or organizations as shall be then exempt from federal income taxation as a charitable, scientific, literary, or educational organization(s) as may be selected by the Governing Board of this Corporation, so that the Corporation's business properties and assets of this Corporation shall then be used for, and devoted to, the purposes consistent with those of the Corporation.
- B. Such organizations shall be qualified as exempt organization(s) under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law.
- C. In no way shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property, in the event of dissolution go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other purpose; it being the intent in the event of the dissolution of this Corporation or upon its ceasing, to carry out the object and purposes herein set forth.

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ARTICLE XV: AMENDMENTS

- A. Amendments by the Board
1. These Bylaws may be amended by the Governing Board at any Governing Board meeting by a two-thirds (2/3) vote of those present and eligible to vote, provided that there shall be a quorum of the Board present.
 2. Notice of the proposed amendments shall be sent to all members and published on the Organization's website at least ten (10) days in advance of Board meeting at which the amendments are to be voted upon.
 3. Such amendments shall be entered into the official Bylaws of the Organization by the Secretary under Article XV: AMENDMENTS, and shall become a permanent part of this document.
- B. Amendments Proposed by Members
- Members may petition the Board to amend either of the Organization's governing documents.
1. The petition may be submitted at any time.
 2. The petition shall consist of three parts:
 - a. The specific language of the amendment and the document to which the amendment applies;
 - b. The rationale for the amendment; and,
 - c. An estimation of the impact of the amendment on the Organizations budget.
 3. The petition must be signed by the Member(s) wishing to amend the Organization's governing documents.
 4. The petition must also be signed by at least thirty percent (30%) of the Members in Good Standing.
 5. The Board has thirty (30) calendar days to make a first response to the petition to amend.
 6. The Member(s) presenting the petition to amend has thirty (30) calendar days to respond to questions or suggestions from the Board.
 7. The Board shall accept or reject the petition to amend the governing document within the next 30 day period.
 8. If the petition to amend is rejected, the Board shall provide a rationale for the rejection.

ARTICLE XVI: ERRORS AND INCONSISTENCIES

- A. Each Article and Section of these Bylaws remains in force independent of errors or inconsistencies in any other Article or Section.
- B. Such errors or inconsistencies as may be found shall be resolved by the Governing Board, or by other legal means as may be determined necessary under Arizona Corporate Statutes.
- C. In the case of inconsistencies between the Bylaws and the Policies and Procedures Manual, the Bylaws shall prevail.

END NOTES

ⁱ Reviewed and approved by the Board via video conference on 01/19/2023 by unanimous vote.

ⁱⁱ Presented to the Membership of the Corporation on 01/21/2023 at the Annual Corporation Meeting Shangri La Ranch

From the Secretary:

These Amended and Restated Bylaws of Canyon State Naturists, Inc. were approved by the Governing Board at the Annual Corporate Meeting on 21 January 2023.

Respectfully Submitted,
/s/ Nancy J. McSain,
Secretary.