

2017 PROPOSED BYLAWS AMENDMENT

PROPOSAL #1

Article IX – Executive Board

Amend this article to read

(4) Any voting FMCA member, other than a member who is employed by or holds a management interest in an RV-related association or company, is eligible for election to the Executive Board. Members who share a member number may not serve concurrent (simultaneous) terms on the Executive Board. A national officer may not hold a chapter office, area office (except Area Vice President), or a second national position simultaneously. A voting member may not accept a nomination for more than one national office simultaneously and must be eligible to serve the complete term of the office for which they are accepting.

PROPOSER’S RATIONALE:

- The FMCA Executive Board is very important in establishing a vision and strategic direction as well as in the management of the organization.
- It is therefore crucial that its members reflect the broadest possible representation of the overall membership.
- To have members of the same family serving concurrently on the Executive Board somewhat reduces the scope of the member representation.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board agrees with the committee recommendation.

PROVISOS: Approval of this proposed Bylaws amendment will cause changes in related Policy and Procedures.

2017 PROPOSED BYLAWS AMENDMENT

PROPOSAL #2

Article III - Membership

- (1) Membership is deemed a personal privilege and shall not be subject to sale, transfer, assignment, or bequest. No member shall become vested of any title, interest in, or right to any property of FMCA, except as provided by law.
- (2) Membership shall be open to any family unit or individual regardless of race, sex, gender identity (including gender expression), sexual orientation, religion, color, marital or family status, age, nationality, disability, or political beliefs. ~~age, gender, national origin, religion, martial status, or disability.~~

PROPOSER'S RATIONALE:

- In 2016 changes were made to the requirements for chapter bylaws in the area of non-discrimination, and it is felt to be important that the National Bylaws and Chapter Bylaws remain synchronized.
- As community values evolve it is important for FMCA to update the language in its bylaws to reflect these changes and to ensure that FMCA remains a viable organization to fulfill future need.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board agrees with the committee recommendation.

PROVISOS: To be determined

**2017 PROPOSED BYLAWS AMENDMENT
PROPOSAL #3**

ARTICLES OF INCORPORATION

OF

FAMILY MOTOR COACH ASSOCIATION, INC.

(Name of Corporation)

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Family Motor Coach Association, Inc.

SECOND. The place in Ohio where the principal office of the corporation is to be located is

Anderson Township

Hamilton

County

(City, Village or Township)

THIRD. The purpose or purposes for which said corporation is formed are:

- 1) To promote good fellowship and cooperation among all ~~Family Motor Coach~~ recreation vehicle owners, to represent them as a group and promote their best interests, to assist in protecting their rights as ~~private-coach~~ recreation vehicle owners, and to foster development of better ~~motor homes~~ recreation vehicles and recreation facilities.
- 2) To promote such meetings as will most effectively provide for interchange of information and devices for the common good of ~~Family Motor Coach owners~~ members.
- 3) To assist in the formation of Regional Chapters of ~~Family Motor Coach owners~~ members, to disseminate information on the benefits of such groups, and to suggest methods of organization and operation.
- 4) To cooperate with other organizations in initiating and furthering actions to resolve problems of concern to all ~~Family Motor Coach owners~~ members.
- 5) To work for the establishment and development of privately owned areas suited to the use of ~~Family Motor Coach owners~~ members.
- 6) To strive for a uniformly high standard of conduct and a favorable public image for ~~Family Motor Coach owners~~ members.

- 7) To possess all of the rights, powers and privileges now or hereafter conferred by the laws of the State of Ohio on not-for-profit corporations and to carry on any of the activities that a not-for-profit corporation may engage in under the laws of Ohio.

**2017 PROPOSED BYLAWS AMENDMENT
PROPOSAL #3**

Constitution of
The Family Motor Coach Association
As approved by the Membership - January 24, 2003

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CONSTITUTION PROLOGUE

The following classical definition of a Corporation given by Chief Justice Marshall in the famous Dartmouth College case, which incidentally did not involve a business corporation, will help the reader to better understand these governing regulations.

"A corporation is an artificial being, invisible, intangible, and existing only in contemplation of law. Being the mere creature of law, it possesses only those properties which the charter of its creation confers upon it, either expressly or as incidental to its very existence. These are such as are supposed best calculated to effect the object for which it was created. Among the most important are immortality, and if the expression may be allowed, individuality, properties by which a perpetual succession of many persons are considered as the same, and may act as a single individual. They enable a corporation to manage its own affairs, and to hold property without the perplexing intricacies, the hazardous and endless necessity of perpetual conveyances for the purpose of transmitting it from hand to hand. It is chiefly for the purpose of clothing bodies of men in succession with these qualities and capacities that corporations were invented, and are in use. By these means, a perpetual succession of individuals are capable of acting for the promotion of the particular object, like one immortal thing."

The definition brings out a point to remember in thinking of the corporation as a legal entity: The corporation exists only by virtue of law. In other words, without a law to give it life, a corporation could not exist.

The basic and fundamental law which governs FMCA must be in accordance and compliance with the Articles of Incorporation. Once established by the Incorporation, the Constitution can only be changed or amended by a referendum ballot of the entire membership, and even then, care must be taken to be absolutely sure that there is no illegal deviation from the Articles of Incorporation.

A corporation may amend its charter for the purpose of incorporating into it provisions authorized by subsequent legislative enactments.

When an amendment is tendered to the secretary of state for filing, he must see that it contains all the information prescribed by statute. If it appears from the face of the amendment that required statements of fact and information are not included, or if the amendment provides for the exercise of powers contrary to express or implied provisions of law, the secretary of state must refuse to file the amendment.

CONSTITUTION

Article I Name, Status, and Purposes

1. Name:

The name of this Corporation, as stated in the Articles of Incorporation, is Family Motor Coach Association, Inc., hereinafter referred to as FMCA.

2. Organizational Status:

- A. FMCA is organized as a Corporation for an indefinite period under the laws of the State of Ohio.
- B. FMCA is a non-profit corporation having no capital stock whatsoever. If there should be any net earnings from any activities, the same shall accrue solely to FMCA and no part shall inure to any member.
- C. FMCA National Headquarters will be located at such locations within or without the State of Incorporation as the Governing Board may designate.

3. Mission and Purpose:

- A. The Mission of FMCA is to bring together ~~motor coach~~ recreation vehicle owners who share similar interests in congenial traveling, recreational, and social activities in order to preserve and perpetuate the traditional ideals and spirit of friendly and wholesome family fellowship as manifested by the founders of FMCA.
- B. The Purpose of FMCA is:
 - i. Promote good fellowship and cooperation among all FMCA members, represent ~~motor coach~~ recreation vehicle owners as a group and promote their best interests, foster the improvement of ~~motor coaches~~ recreation vehicles and recreation facilities, promote effective communication for the common good of members, assist in the formation of Chapters, and strive for a high standard of conduct resulting in a favorable public image of FMCA and its members;
 - ii. Acquire real and personal property of every nature and description by purchase, gift, deed, mortgage, lease or by other lawful method; and to develop, improve, and operate and to dispose of by sale, conveyance, or any

other lawful method such property as decided by the Governing Board or as specified in the Bylaws; and

- iii. Enter into contracts, to issue notes, pledges or mortgages of FMCA, to promote the interest of same consistent with the purposes of FMCA; and to perform all acts necessary, incidental, and appropriate for the accomplishment of the purposes stated.
 - iv. Other specific purposes shall be in accordance with the provisions of the Bylaws.
4. Fiscal Year:

The Fiscal Year of FMCA shall be as specified in the Bylaws.

Article II FMCA Membership

1. Categories of Membership:

The categories of membership shall be as specified in the Bylaws.

2. Application for Membership:

Application for membership shall be in such form and manner as specified in the Member and Volunteer Handbook.

3. Duties of FMCA Members:

Each member shall acknowledge and act in accordance with the FMCA Member Code of Ethics.

4. Rights of Members of FMCA:

- A. i. All members have the right to attend National and Area meetings, participate in discussion, read the minutes of such meetings, and receive all publications.
- ii. All members have the right to present proposals to the Governing Board.
- iii. All individuals owning at least a 1/3 interest in a ~~Qualifying Motor Coach recreation vehicle~~ have the right to cast one (1) vote per member number in Constitutional matters.

- B. No members shall become vested of any right or title to or interest in any property of FMCA except as provided by law. Membership is deemed a personal privilege, and is not to be subject to sale, transfer, assignment or inheritance. No member is entitled to any refund of initiation fees or dues upon severing connections with FMCA.
 - C. Such other rights and privileges shall be as specified in the Bylaws and the Member and Volunteer Handbook.
5. Dues:
- The annual dues for each category of membership shall be established in accordance with the provision specified in the Bylaws and the Member and Volunteer Handbook.
6. Special Assessment:
- No segment of the membership of FMCA shall be subjected to a "Special Assessment" of any kind unless first approved by at least 75% of the votes cast by the Governing Board. If approved, the proposed assessment plan must be submitted to the voting membership of FMCA in the manner prescribed in Article X, Sections 3 and 4, dealing with amendments to the Constitution, except that, any proposal on an assessment shall require the affirmative votes of at least 75% of the ballots returned before any such assessment shall be allowed.

Article III
Government of FMCA

1. Source of Authority:
- A. The governing authority of FMCA, hereinafter referred to as the Governing Board, is derived from its members.
 - B. Members of the Governing Board are elected in accordance with the requirements and procedures specified in the Bylaws.
2. Composition of the Governing Board:
- A. The Governing Board shall consist of members as specified in the Bylaws.
 - B. No person receiving financial remuneration, other than expenses, from FMCA or any subsidiary organization, may serve either as a member of the Governing Board or as a member of a Managing Board of any subsidiary of FMCA.

3. Meetings:

An annual regular meeting of the Governing Board, and other regular or special meetings, shall be held as specified in the Bylaws and the Member and Volunteer Handbook.

4. Quorum:

A quorum for transaction of business shall be as specified in the Bylaws.

5. Duties of the Governing Board:

Duties of the Governing Board shall be as specified in the Bylaws.

A. The Governing Board shall make provision in the Bylaws assuring proper handling of FMCA's finances and the reporting and auditing of the accounts thereof.

B. The Governing Board shall adopt an FMCA Member Code of Ethics. This Code shall be made available to every member.

Article IV
National Officers of FMCA

1. The National Officers shall consist of those officers specified in the Bylaws. Said officers shall be nominated and elected by ballot according to the procedure specified in the Bylaws and the Member and Volunteer Handbook.
2. The term of office of the National Officers shall be specified in the Bylaws.
3. The National Officers of FMCA shall perform the customary duties of their offices, and those legally adhering to their respective offices under the laws of the State of Incorporation, as well as those required by the Bylaws and the Governing Board, and stipulated in the Member and Volunteer Handbook.
4. The National Officers shall comprise the voting members of the FMCA Executive Board.
5. While certain officers are elected by the National Directors from the Areas they represent as specified in the Bylaws, they shall represent the best interests of the entire membership of FMCA.

**Article V
Required Records**

1. Minutes of Meetings:

A formal record of the proceedings -- usually called minutes -- of each meeting of the Governing Board and the Executive Board are to be kept and distributed as specified in the Bylaws and the Member and Volunteer Handbook.

2. Financial and Membership Records:

Accurate books of Account and Membership Rolls shall be properly filed and safely stored by FMCA.

3. Privacy of Membership Records:

No list of members with the addresses shall be sold or used for other than FMCA purposes.

**Article VI
FMCA Numbered Identification Emblems**

The FMCA Emblem is a horizontal, oval design at the center of which is a vintage Flexible motor coach design surrounded by the words "Family Motor Coach Assoc."

**Article VII
Area Associations**

Authorization:

The Bylaws may provide for the authorization, qualification and establishment of area associations of FMCA.

**Article VIII
Chapters of FMCA**

Authorization:

The Bylaws may provide for the authorization, qualification and establishment of Chapters of FMCA.

- A. The Governing Board may suspend or revoke the charter of any Chapter found to be violating the provisions of the Constitution and/or Bylaws.
- B. Chapters which fail to maintain requirements relating to Chapters may be temporarily classified as inactive Chapters of not fully accredited status, in accordance with the Bylaws.

Article IX Enforcement of FMCA Constitution, Bylaws and Regulations

The Governing Board may censure, discipline, recall, suspend or expel officers or members as specified in the Bylaws.

Article X Amending the Constitution

1. Submitting Proposals:

- A. Any 20 voting memberships, the Governing Board, the Executive Board, or the Constitution and Bylaws Committee, may propose an amendment to the Constitution.
- B. Proposed amendments with rationale shall be clearly set forth in writing.
- C. Proposals shall be sent to the Secretary and a duplicate to the President.

2. Preliminary Consideration:

The text of any proposed amendment to the Constitution shall be referred to the Constitution and Bylaws Committee for its review and recommendation. The Committee shall present proposed Constitution amendments to the Executive Board for its review, discussion and comment. The proposal, along with any recommendations, shall be forwarded to the Governing Board.

3. Submission to the Membership:

If approved, the text of a proposed amendment shall be submitted to the membership of FMCA by publication of its text in the FMCA publication, along with an appropriate ballot.

4. Action on Referenda:

- A. Ninety (90) days from the magazine's mailing date, the ballots returned shall be validated, counted and the results announced.
- B. It shall require an affirmative vote of at least a majority of the votes returned by the membership to adopt any change in the Constitution. Amendments adopted take effect immediately, and shall be published in the FMCA publication.

Article XI
Discontinuance of FMCA

FMCA shall not be discontinued by any method, other than that as specified in the Bylaws.

2017 PROPOSED BYLAWS AMENDMENT
PROPOSAL #3

Bylaws of Family Motor Coach Association, Inc.

Amended

~~July 2015~~

July 2017



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BYLAWS OF FAMILY MOTOR COACH ASSOCIATION

Preamble

The Family Motor Coach Association is the premiere organization that promotes ~~motorhome~~ family, fun, and fellowship for ~~motor coach~~ recreation vehicle owners. The Family Motor Coach Association shall strive to achieve its purpose by engaging in programs and activities that reflect the following core values: member focus; family, fun, and fellowship; integrity; the sharing of common interests; volunteerism; and ~~motorhome~~ recreation vehicle safety and education.

Article I - FMCA Mission and Purpose

- (1) The mission of Family Motor Coach Association (FMCA) is to bring together ~~motor coach~~ recreation vehicle owners who share similar interests in congenial traveling, recreation, and social activities in order to preserve and perpetuate the traditional ideals and spirit of friendly and wholesome family fellowship as manifested by the founders of FMCA.
- (2) The purpose of FMCA is to promote good fellowship and cooperation among all FMCA members, represent ~~motor coach~~ recreation vehicle owners as a group and promote their best interests, foster the improvement of ~~motor coaches~~ recreation vehicles and recreational facilities, promote effective communication for the common good of members, assist in the formation of chapters, and strive for a high standard of conduct resulting in a favorable public image of FMCA and its members.
- (3) FMCA, with approval of the Governing Board, may establish subsidiary organizations, cooperate with other organizations, and engage in any activity that may be lawfully conducted by a non-profit corporation.

Article II - Definitions

- (1) The term “family unit,” as used herein, is defined as a person; his or her spouse, or partner; dependents of each, regardless of age; non-dependent grandchildren and great-grandchildren aged 18 and under.
- (2) The term “membership,” as used herein, is defined as either a family unit or an individual or individuals ~~owning a qualifying motor coach~~ who share a membership number.
- (3) The term “member,” as used herein, is defined as each adult who, jointly or individually, constitutes a membership. The voting rights of each member are defined in the description of each category.
- (4) ~~The term “qualifying motor coach,” as used herein, is defined as a self-propelled, completely self-contained vehicle that contains all the conveniences of a home, including cooking, sleeping, and~~

~~permanent sanitary facilities, and in which the driver's area is directly accessible in a walking position from the living quarters. The terms motor coach and motorhome may be used interchangeably.~~

- (5) (4) The term “ownership” or “own,” as used herein, is defined as 1/3 or greater direct or indirect share in legal title or leasehold interest, so long as such leasehold interest is for a period of one year or more, in a ~~qualifying motor coach~~ recreation vehicle.

Article III - Membership

- (1) Membership is deemed a personal privilege and shall not be subject to sale, transfer, assignment, or bequest. No member shall become vested of any title, interest in, or right to any property of FMCA, except as provided by law.
- (2) Membership shall be open to any family unit or individual regardless of race, age, gender, national origin, religion, marital status, or disability.
- (3) FMCA shall be comprised of six membership categories: Charter, Full, Life, Full Lifetime, Commercial, and Member Emeritus/Family Associate. Chapters may bestow chapter honorary memberships.
 - (a) A Charter Member is a Full Member who joined FMCA on or before January 17, 1964. A Charter Member, unless noted otherwise in these Bylaws, has the rights of a Full Member.
 - (b) A Full Member is any family unit or individual(s), each holding at least 1/3 ownership of a ~~qualifying motor coach~~ recreation vehicle, who has been issued a specific member number. Full Members have the right to: vote (one vote per member number in constitutional matters); hold office in either FMCA, a chapter, or area association; and display the FMCA emblem. Voting rights by individual or by member number (other than in constitutional matters) shall be determined by the chapter.
 - (c) A Full Lifetime Member is a Full Member who elects to pay a single sum determined by the Governing Board. A Full Lifetime Member is not obligated to pay any further ordinary dues nor is he/she required to own a ~~qualifying motor coach~~ recreation vehicle. A Full Lifetime Member, unless noted otherwise in these Bylaws, has the rights of a Full Member, except that he/she may attend no more than two FMCA international conventions in each fiscal year without paying all admission or registration fees. The Governing Board may limit the number of Full Lifetime Memberships.
 - (d) A Life Member is a Full Member who has rendered outstanding services to FMCA and has been elected to the Life Member category by a 65% affirmative vote of the Governing Board. A Life Member, unless noted otherwise in these Bylaws, has the rights of a Full Member, but shall not be required to pay ordinary dues or own a ~~qualifying motor coach~~ recreation vehicle. Each past president of FMCA shall be automatically admitted to Life Membership at the end of the term of service as President.
 - (e) The Commercial Member category includes three sub-categories:
 - (i) The “M” sub-category denotes businesses that ~~either~~ manufacture recreation vehicles. ~~coach bodies or chassis, either complete or in part, or are largely responsible for~~

~~conversions or adaptation of vehicles to meet the requirements for a qualifying motor coach.~~

(ii) The “S” sub-category denotes supplier businesses or individuals who either manufacture components or equipment usually considered as permanent installations, fixtures or units, or who produce supplies for ~~a family motor coach recreation vehicles~~. The “S” sub-classification is further broken down as follows:

- (a) “S-1” are suppliers with sales of \$100,000.00 or more per year;
- (b) “S-2” are suppliers with sales of less than \$100,000.00 per year.

(iii) The “DS” sub-category denotes dealers, service individuals, or suppliers who either operate as distributors, dealers, agencies, service centers, campgrounds for transient vehicles, or organizations that provide service to the recreational vehicle industry or to FMCA members.

A Commercial Member may enjoy membership in an additional FMCA membership category. Commercial members elect the FMCA Commercial Council.

- (f) A Member Emeritus/Family Associate is an FMCA member who no longer owns a ~~qualifying motor coach recreation vehicle~~. A Member Emeritus/Family Associate shall be required to pay dues, however shall not be eligible to vote or hold elected office. An officer converting to associate membership status may be allowed to complete his or her term of office.
- (g) Honorary Member is to be used at the chapter level. It may be bestowed on any person/member who has rendered significant service over an extended period of time.

- (4) A member must own a ~~qualifying motor coach recreation vehicle~~ or at least 1/3 interest in a ~~qualifying motor coach recreation vehicle~~ in order to vote or hold office in FMCA, a chapter, or an area association or to serve on a national committee.
- (5) In accordance with the definition of “member,” a surviving spouse or partner retains the same category of membership and rights previously enjoyed as long as he/she meets the qualifications of that membership category.

Article IV - Dues and Assessments

- (1) The Governing Board shall approve dues and assessments. Written notice of a proposed change in assessments must be sent to the Governing Board at least 120 days prior to the date on which the Governing Board will meet to consider such changes.
- (2) All dues are due and payable by the member’s anniversary date. Any member who remains in arrears for non-payment of dues forfeits membership in FMCA and its chapters.
- (3) The Executive Board may establish special membership dues for special or promotional membership drives.

Article V - Meetings of Members

- (1) The Annual Membership Meeting normally shall be held each year in conjunction with a convention, and at such time and place designated by the Executive Board.
- (2) Notice of the Annual Membership Meeting of FMCA shall be published at least 120 days prior to the meeting.
- (3) A quorum for the Annual Membership Meeting shall consist of all members in attendance having the right to vote.

Article VI - FMCA Emblem

- (1) The FMCA emblem is a horizontal, oval design at the center of which is a vintage Flexible motor coach design surrounded by the words "Family Motor Coach Assoc."
- (2) FMCA shall issue a set of numbered (membership number) emblems to the individual(s) in the Full membership category in accordance with the procedure defined in the *Member and Volunteer Handbook*. Members shall display the emblem in accordance with such procedure.
- (3) FMCA shall, upon request, issue the original "F" number to sons, daughters, grandchildren or parents of active or former members with the addition of an "S," "D," "G," or "P," respectively, centered below the number on the emblem.
- (4) FMCA shall incorporate the suitable special attachment plates to be used in conjunction with the FMCA emblem issued to specified individuals in accordance with the *Member and Volunteer Handbook*.

Article VII - Awards

- (1) The Governing Board shall have the authority to recognize FMCA member(s) or non-members(s) for exceptional contributions(s) to FMCA ~~or to motor coach owners in general~~.
- (2) The Executive Board shall have the authority to recognize outstanding act(s) by FMCA member(s).
- (3) The bestowing of awards shall be in accordance with the *Member and Volunteer Handbook*.

Article VIII - Governing Board

- (1) The Governing Board, acting in accordance with the *Member and Volunteer Handbook*, shall have oversight responsibility over the affairs, funds, and property of FMCA, and shall carry out the purpose of FMCA in accordance with these Bylaws and the Strategic Plan. The Governing Board shall:

- (a) Adopt Bylaws and specific policies and procedures needed to cover the fundamental aspects of the various activities of FMCA;
- (b) Adopt the annual budget;
- (c) Enforce the Constitution, Bylaws, and FMCA Member Code of Ethics;
- (d) Elect the President, Senior Vice President, Secretary, and Treasurer for the ensuing term; and
- (e) Censure, discipline, recall, suspend, or expel officers, members, chapters, or area associations in accordance with the *Member and Volunteer Handbook*.

The Governing Board shall have the exclusive authority to: reverse a previous vote of the Governing Board; vote on a proposal to amend the Bylaws; submit a proposed constitutional amendment to the membership for its vote; adopt a plan to merge or consolidate with any other organization; authorize the dissolution of FMCA or a subsidiary, or revoke the proceedings thereof; and adopt a plan for the distribution or abandonment of substantially all of the assets or personal property of FMCA or any subsidiary.

- (2) The Governing Board shall consist of the national officers of FMCA and national directors elected from among FMCA voting members in their respective chapters. Members of the same family unit may serve concurrently as a national director or an alternate national director as long as they represent different chapters.
- (3) If the national director cannot attend the Governing Board Meeting, the alternate national director may serve in his/her place. In the event that neither the national director nor the alternate national director can attend, a temporary delegate may be elected or appointed by the chapter president to represent the chapter for the next Governing Board Meeting only.
- (4) A chapter voting member of the Governing Board is entitled to represent only one chapter.
- (5) The Governing Board shall convene during the period of the Annual Membership Meeting, at specific FMCA international conventions, in regular meetings at such other times during the year as the majority of the Governing Board shall determine, and in special meetings as deemed appropriate.
- (6) Special meetings may be called by the President or a majority of the Executive Board.
- (7) A ballot vote for a special meeting may be requested in writing by 10% of the members of the Governing Board. Such request shall clearly state the purpose(s) for said meeting. The meeting shall be immediately called if the majority of the Governing Board approves.
- (8) Fifty-one percent of the total Governing Board shall constitute a quorum.
- (9) The Governing Board shall keep a formal record of its proceedings -- usually called minutes -- and such record shall be available for inspection by any FMCA member.
- (10) The resignation of any Governing Board member shall be effective on the date of receipt.

(11) The Governing Board shall vote in accordance with the *Member and Volunteer Handbook*.

Article IX - Executive Board

- (1) The Executive Board shall exercise governance responsibilities except for those that are specifically reserved for the Governing Board. The Executive Board approves specific member and volunteer policy, reviews and approves budgets, exercises fiscal oversight, and engages in strategic planning for the organization, and submits these to the Governing Board for concurrence. The Executive Board shall have the authority to act for the Governing Board on all ordinary matters requiring attention between meetings of the Governing Board, or in the event of unusual or emergency situations.
- (2) The national officers of FMCA are the President, Senior Vice President, Secretary, Treasurer, and Area Vice Presidents.
- (3) The Executive Board is comprised of the national officers of FMCA and FMCA's Immediate Past President (non-voting advisor).
- (4) Any voting FMCA member, other than a member who is employed by or holds a management interest in an RV-related association or company, is eligible for election to the Executive Board. A national officer may not hold a chapter office, area office (except Area Vice President), or a second national position simultaneously. A voting member may not accept a nomination for more than one national office simultaneously and must be eligible to serve the complete term of the office for which they are accepting.
- (5) The President, Senior Vice President, Secretary, and Treasurer of FMCA shall be elected for a two-year term. These officers and the Area Vice Presidents shall take office immediately following the Annual Membership Meeting in the year in which they are elected.
- (6) An individual shall not serve more than 2 two-year terms or exceed a total of four years in each of the positions of President, Senior Vice President, Secretary, and Treasurer, respectively, in a lifetime. A term of service of less than one year in any officer position shall not be counted as part of the term or year limit requirement.
- (7) Each of the Area Vice Presidents shall be elected for a two-year term. An individual may serve no more than 2 two-year terms, or any combination of one-year and two-year terms not to exceed a total of four years, in the position of Area Vice President in a lifetime. A term of service of less than one year in an Area Vice President position shall not be counted as part of the term or year limit requirement.
- (8) In the event of a permanent vacancy in the office of President, the Senior Vice President shall become President to fill the President's unexpired term. In the event of a permanent vacancy in the office of Senior Vice President, Secretary, or Treasurer, respectively, the President, subject to the advice and consent of the Executive Board, shall fill the vacancy from a slate of nominees presented by the Nominating Committee. Such appointments shall remain in effect until the next regular election of officers. In the event of a vacancy in the office of Area Vice President, the national directors within that area shall elect an individual to fill the unexpired term.

- (9) The Governing Board shall elect the President, Senior Vice President, Secretary, and Treasurer by majority vote. In the event that more than two candidates run and none receives a majority vote, the two candidates receiving the highest number of votes shall have a run-off election.
- (10) A plurality of all votes cast by the incumbent Area Vice President and the national directors representing the chapters within an area shall elect the Area Vice President.
- (11) The President is FMCA's chief elected officer. The President shall promote FMCA's welfare and progress, and preside at all meetings of the membership, Governing Board, and Executive Board and shall exercise supervision and control of the affairs and business of FMCA.
- (12) The Senior Vice President shall perform the duties assigned by the President, the Executive Board, or the Governing Board. The Senior Vice President fulfills the President's duties in his/her absence.
- (13) The Secretary shall approve/sign the official copy of the record -- usually called minutes -- of all Annual Membership Meetings, and meetings of the Governing Board and the Executive Board, ensuring that copies of these minutes are distributed appropriately.
- (14) The Treasurer shall oversee the funds, accounts, and fiscal affairs of FMCA, subject to direction and review by the Executive Board or Governing Board.
- (15) The Area Vice President considers all items and actions brought before the Executive Board, representing the best interests of the entire membership.
- (16) The Executive Board shall keep a formal record of its proceedings -- usually called minutes -- and such record, except for those items discussed in executive session, shall be available for inspection by any FMCA member.
- (17) The voting members of the Executive Board shall serve as the Board of Directors of ~~Family Motor Coaching, Inc., a~~ any wholly owned subsidiary of FMCA, in accordance with the Code of Regulations ~~of Family Motor Coaching, Inc.~~ FMCA's Immediate Past President shall serve as a non-voting advisor to the Board of Directors.
- (18) A quorum of the Executive Board shall be 80% of its voting members.
- (19) Special meetings of the Executive Board may be called by the President or by request of 80% of the voting members of the Executive Board.
- (20) A properly called meeting of the Executive Board can be an official gathering in one area of its members at which a quorum is present or where some or all of the members communicate with the other members through electronic means such as the Internet or by telephone. All participating members must have the opportunity for simultaneous aural communication. The notice for an electronic meeting will include adequate description of how to participate.

Article X - Executive Director and/or Management Committee

Selection and Dismissal

- (1) A qualified person shall be selected by the Executive Board for the position of Executive Director.
- (2) The Executive Board, by 2/3 majority vote, may dismiss the Executive Director.
- (3) During the search for a qualified person, the President, subject to the advice and consent of the Executive Board, shall appoint a Management Committee to exercise the authority, fulfill the duties, and abide by the limitation adhering to said position of Executive Director.
- (4) The Management Committee, if appointed, shall consist of the President, Senior Vice President, and three other individuals, two of whom must be members of the Executive Board.

Article XI - Fiscal Year

The fiscal year of FMCA and any subsidiary organizations thereof commences on the first day of October and ends on the last day of September of the ensuing year.

Article XII - Committees

- (1) Standing committees are those that report to the Governing Board and require the Governing Board to approve committee actions. Standing committees include the Constitution and Bylaws Committee, Convention Committee, Finance Committee, Policy and Procedure Committee, and the Nominating Committee. Other committees may be constituted by the President, or by majority vote of the Executive Board or the Governing Board.
- (2) The Nominating Committee shall recommend to the Governing Board for its consideration either a single or multiple-candidate slate of nominees for the positions of President, Senior Vice President, Secretary, and Treasurer. In the event that a permanent vacancy occurs in the positions of Senior Vice President, Secretary, or Treasurer, the Nominating Committee shall recommend either a single or multiple-candidate slate of nominees to the President for his/her consideration.
 - (a) The Nominating Committee shall consist of five members whose term of service shall commence with the Annual Membership Meeting in which the President, Senior Vice President, Secretary, and Treasurer are installed. The Governing Board shall elect the committee from a multiple-candidate slate presented by the President, with the candidates receiving the five highest vote totals being elected to the Nominating Committee. The member receiving the highest number of votes shall serve as committee chairperson.
 - (b) Full Members, Full Lifetime Members, and Life Members who are not incumbent national officers and who are eligible to vote under these Bylaws are eligible to serve on the Nominating Committee. Any member of the Nominating Committee who seeks office or shares an FMCA membership with an individual seeking a position on the Executive Board shall recuse himself/herself from all discussion and deliberation regarding that position.

- (3) The Constitution and Bylaws Committee initiates and/or considers all proposed changes, additions, deletions, amendments, or revisions to FMCA's Constitution and Bylaws, and reports to the Governing Board. The committee presents proposed Bylaws amendments to the Executive Board for its review, discussion, and comment. The committee also considers and reports to the Governing Board on matters that have a bearing on FMCA and regulatory or procedural matters that affect FMCA, an area association, or a chapter. The committee also reviews the Bylaws of area associations and chapters to ensure their conformance with FMCA Bylaws.
- (4) The Convention Committee recommends to the Governing Board sites for conventions.
- (5) The Finance Committee serves as the financial advisor to the President and the Executive Board.
- (6) The Policy and Procedure Committee initiates and/or considers all proposed changes, additions, deletions, amendments, or revisions to FMCA's *Member and Volunteer Handbook*, and reports to the Governing Board. The committee presents proposed amendments to the Executive Board for its review, discussion, and/or approval as appropriate.
- (7) The President, Executive Board, or Governing Board may designate and charge committees, subcommittees, task forces, or workgroups for the purpose of promoting FMCA's mission and purpose. The purpose and responsibilities of committees shall be presented in the *Member and Volunteer Handbook*. Except for the Nominating Committee, the President shall appoint all individual members who shall serve on committees, including committee chairpersons, subject to the advice and consent of the Executive Board.
- (8) A properly called meeting of a committee can be an official gathering in one area of its members at which a quorum is present or where some or all of the members communicate with the other members through electronic means such as the Internet or by telephone. All participating members must have the opportunity for simultaneous aural communication. The notice for an electronic meeting will include adequate description of how to participate.

Article XIII - Nominations and Elections

- (1) The Nominating Committee shall certify by a report filed with the Governing Board, through the President, no later than three months prior to the date of election, either a single or multiple-candidate slate for the President, Senior Vice President, Secretary, and Treasurer, along with verification that all nominees have consented to serve if elected. The slate shall be published not less than two months prior to the date of the election.
- (2) Any 50 voting membership numbers of FMCA may nominate, by signed petition, eligible FMCA members for appropriate offices, provided that such petition is submitted to the Governing Board, through the President, not less than three months prior to the date of the election. Nominations shall be distinguished as "at-large nominations," and shall be included and published with the slate recommended by the Nominating Committee.

- (3) During the annual meeting of the Governing Board, when the Nominating Committee report is given, nominations may be made from the floor for any and all offices.
- (4) If after nominations are closed, there is only one candidate for an office, the chair may take a voice vote or shall declare that the nominee is elected by acclamation.

Article XIV - FMCA Review Council

- (1) The FMCA Review Council shall:
 - (a) Use the membership list supplied annually by each chapter to determine the following:
 - i. The entitlement of a chapter to continue in full-accredited status by having currently fulfilled the requirements of the Bylaws; and
 - ii. The eligibility of a chapter's vote.
 - (b) Evaluate the demographics of areas, and recommend to the Governing Board, for its approval, a manner in which such areas could be better served. Such responsibility shall be executed in five-year intervals, unless directed otherwise by the Executive Board or the Governing Board; and
 - (c) Investigate complaints filed with the FMCA Review Council. All such investigations shall be carried out in accordance with the *Member and Volunteer Handbook*.
- (2) The FMCA Review Council shall consist of five members whose term of service shall commence following the Annual Membership Meeting in odd-numbered years. The selection of the members to the FMCA Review Council shall be in accordance with the *Member and Volunteer Handbook*.
- (3) The FMCA Review Council shall report to the Governing Board in accordance with the *Member and Volunteer Handbook*.

Article XV - Commercial Council

- (1) The FMCA Commercial Council shall confer on and discuss matters of mutual interest and concern both to the ~~motor coach~~ recreation vehicle industry and FMCA, and publish information on current developments within the ~~motor coach~~ industry. The council shall be encouraged to sponsor activities and events at FMCA international conventions.
- (2) The FMCA Commercial Council shall be comprised of members from all classes of the Commercial Membership category, who shall elect them for two-year terms by mail ballot. The terms of the members of the Commercial Council may be staggered.
- (3) The Commercial Council members shall elect two members to serve two-year terms as President and Vice President of the Commercial Council.

- (4) The Commercial Council shall keep a formal record of its proceedings -- usually called minutes -- and such record shall be distributed to the Executive Board.

Article XVI - Area Association

- (1) An area association may be formed from chapters in an existing FMCA area for the purpose of: enhancing communication between and among FMCA and its chapters within the area; facilitating cooperation among chapters; coordinating area events; assisting the Area Vice President in the execution of his/her duties; and the execution of other activities that benefit area members.
- (2) An area shall be established by geographic boundaries defined by FMCA.
- (3) Each chapter shall be a member of, and shall be equally represented in, a designated area association.
- (4) The Area Vice President, who also serves as the area association president, shall preside at area association meetings and/or conduct issue forums at FMCA conventions, and serve on FMCA's Executive Board.
- (5) An area association shall elect officers to assist the area association president. An area association's officers may also serve as chapter officers.
- (6) An area association shall hold at least one annual meeting at a time set by the area association president. The meeting can be a gathering in one area or where some or all of the members communicate with other members through electronic means such as the Internet or by telephone that allows all members the opportunity for simultaneous aural communication. The notice for an electronic meeting will include adequate description of how to participate.
- (7) The fiscal year of an area association shall conform with that of FMCA when practical.
- (8) An area association shall present its bylaws to FMCA's Constitution and Bylaws Committee for review.
- (9) Except in authorized circumstances, an area association is without power by its own actions to bind or obligate FMCA in any manner.

Article XVII - Chapters

- (1) A chapter provides opportunities for fellowship and interchange of ideas among members who share mutual interests, geographic or otherwise.
- (2) Any group of twenty or more voting memberships may petition FMCA for a charter for the creation of a chapter. Any group of ten or more voting memberships may petition FMCA for a charter for the creation of an associate chapter. All chapter or associate chapter members must be FMCA members in good standing. An FMCA member may join more than one chapter.

- (3) A chapter has Governing Board representation and is an organization of members with a scope within the United States and Canada. An associate chapter does not have Governing Board representation and may have a scope outside of the United States and Canada.
- (4) In each fiscal year, a chapter shall hold at least one business meeting at which a quorum is present. The meeting can be a gathering in one area or where some or all of the members communicate with other members through electronic means such as the Internet or by telephone that allows all members the opportunity for simultaneous aural communication. Said meeting shall be duly announced in advance to the membership, including adequate description of how to participate.
- (5) A chapter shall elect a president, one or more vice presidents, a secretary, a treasurer, a national director, and an alternate national director for a one- or two-year term. An associate chapter shall elect a president, one or more vice presidents, a secretary, and a treasurer for a one- or two-year term. An FMCA member may hold no more than two chapter offices simultaneously. A member may hold an office in two chapters, however he/she may not hold the offices of national director or alternate national director in more than one chapter.
- (6) In the event of a vacancy, permanent or otherwise, in the position of the national director, the alternate national director shall promptly fill the vacancy.
- (7) All chapters must maintain a minimum number of memberships in order to retain their accredited status.
 - (a) A chapter must maintain a minimum number of fifteen FMCA memberships. A chapter that fails to maintain the required number of memberships shall revert to inactive chapter status, and the national director or alternate national director elected by the chapter shall have no vote in the proceedings of the Governing Board.
 - (b) An associate chapter must maintain a minimum of seven FMCA memberships. An associate chapter that fails to maintain the required number of memberships shall revert to inactive associate chapter status.
- (8) Within 30 days of election, each chapter secretary shall furnish the national office of FMCA with a list of newly elected officers.
- (9) For certification purposes, each chapter secretary shall furnish to the national office of FMCA the required records for certification as cited in the *Member and Volunteer Handbook*.
- (10) An inactive chapter will return to accredited status after it meets requirements cited in these Bylaws.
- (11) A chapter remaining inactive longer than two years shall no longer be considered a chapter of FMCA, and shall be dissolved.
- (12) A chapter shall present its bylaws to FMCA's Constitution and Bylaws Committee for its review.
- (13) The fiscal year of a chapter shall conform with that of FMCA whenever practical.
- (14) No more than once a year, a chapter may change its status to an associate chapter, or an associate chapter of members with a scope within the United States and Canada may change its status to a chapter.

Article XVIII - Disciplinary Actions

- (1) Upon a recommendation of the FMCA Review Council, the Governing Board shall have the responsibility of taking disciplinary action against any member, chapter, or area association for any of the following reasons:
 - (a) Violation of the organization's Constitution, Bylaws, or FMCA Member Code of Ethics (Appendix A);
 - (b) Conviction of a felony or conviction of an indictable offense;
 - (c) Established guilt of action contrary to the best interests of FMCA; or
 - (d) Established guilt of unbecoming conduct rendering him/her unfit to continue in an office or position within FMCA.
- (2) Members, chapters, or area associations who have been found guilty of any of the above offenses shall be subject as appropriate to a written reprimand, suspension, expulsion, revocation of charter, and/or removal from any office or position within FMCA.
- (3) The Governing Board shall establish procedures to investigate and resolve disciplinary actions. Such procedures shall be set forth in the *Member and Volunteer Handbook*.

Article XIX - Parliamentary Rules and Procedures

The current edition of *Robert's Rules of Order Newly Revised* shall govern all meetings and proceedings of FMCA and all related subsidiary organizations except in those circumstances in which they are inconsistent with these Bylaws or the Constitution.

Article XX - Indemnification

- (1) Except as prohibited by Chapter 1702 of the Ohio Revised Code and subject to the provisions therein, FMCA shall pay the legal fees of any officer, director, employee, or volunteer incurred in the defense of a complaint or civil action against any such individual which directly relates to any such individual's acts or omissions made in the individual's capacity as an officer, director, employee, or volunteer, as applicable, of FMCA. Any payment of legal fees or other indemnification made pursuant to this section shall only be made in accordance with Section 1702.12 of the Ohio Revised Code.
- (2) The foregoing right of indemnification shall not be exclusive of other rights to which indemnified individuals and others may be entitled as a matter of law or otherwise.
- (3) This indemnification shall be funded by the purchase of insurance insofar as coverage is available and in amounts as determined by the Executive Board from time to time.

Article XXI - Amendments and Interpretations

- (1) A proposal to amend these Bylaws may be initiated by the Governing Board, the Constitution and Bylaws Committee, the Executive Board, or by a petition signed by twenty memberships filed with the Secretary.
- (2) Proposed amendments, with rationale, to the Bylaws shall be received in writing no later than January 1 preceding the Governing Board Meeting at which they are to be discussed. All proposed changes, additions, revisions, or amendments shall be voted on immediately following the presentation and discussion during the Governing Board Meeting by those Governing Board members in attendance. Governing Board members shall receive proposed Bylaws amendments no less than 120 days prior to the Governing Board Meeting.
- (3) Proposals to amend these Bylaws shall be adopted by a 65% affirmative vote of all votes cast by the Governing Board.
- (4) FMCA's Member Code of Ethics shall be deemed to be a part of these Bylaws, and shall be subject to the same policy and procedure regarding amendments to the Bylaws. The Constitution shall be subject to the procedures regarding amendments as stipulated in the Constitution.

Article XXII - Strategic Plan

FMCA shall adopt a written Strategic Plan for the objective of positioning and maintaining the organization as the premiere organization that promotes ~~motorhome~~ family, fun, and fellowship for ~~motor coach~~ recreation vehicle owners. The Executive Board shall have the responsibility and authority to oversee, evaluate, modify, and facilitate the implementation of the Strategic Plan and recommend the modifications for Governing Board approval to ensure that:

- (a) The Strategic Plan continues to recognize the needs of FMCA and its members; and
- (b) The Strategic Plan stimulates the creativity of all members, volunteers, and staff in achieving the mission and purpose of FMCA.

Article XXIII - Member and Volunteer Handbook

- (1) The Governing Board shall adopt a *Member and Volunteer Handbook* to provide guidelines and procedures by which FMCA and its subsidiary organizations will function and operate. The emphasis of the handbook will be on the creation of a uniform system from year to year.
- (2) The authority of specific FMCA groups to propose and approve amendments to existing policies and procedures, or create new ones, will be described as a policy and procedure within the handbook.
- (3) The *Member and Volunteer Handbook* will be an FMCA governing document except in cases in which it is inconsistent with the Constitution or Bylaws of FMCA.

Article XXIV - Discontinuance of FMCA

FMCA shall not be discontinued by the members unless three-fourths of the members voting shall vote for such discontinuance in the manner provided for amendments to the Constitution. All property which may remain after payment of the just debts due city, state, nation, or creditors shall be contributed to a qualified charity or charities chosen by the Governing Board.

FMCA MEMBER CODE OF ETHICS

Every member of FMCA, as defined in the Bylaws, accepts and agrees that a condition of said membership is the obligation to abide by the FMCA Member Code of Ethics and the other rules and standards of this organization, which represent all our endeavors to be good neighbors, careful and responsible ~~each~~ recreation vehicle owners and operators, and good citizens of our communities.

Consistent adherence to the FMCA Member Code of Ethics is desired and required of every member, in order that the actions of all members may reflect favorably upon each other and upon FMCA; and thereby earn the confidence and respect of the public and its acceptance of FMCA and all its members.

FMCA Member Personal Responsibilities:

- > Respect the rights and privacy of other members and ~~each~~ recreation vehicle owners on and off the highways.
- > Comply with all federal, state, and local laws and regulations governing the ownership and use of ~~family motor coaches~~ recreation vehicles.
- > Obtain permission to remain overnight, in a shopping center parking lot or on other private property, from the owner or responsible party of the property.
- > Comply with all rules of national, state, municipal, and private facilities in which a member stays.
- > Last but not least, members should not lose sight of the fact that there is a universal guideline known as the Golden Rule that directs all proper endeavors.

Therefore, recognizing that the public will judge all ~~family motor coach~~ recreation vehicle owners by their individual actions, all members of FMCA, as well as its employed personnel, are enjoined to honor and comply with the FMCA Member Code of Ethics.

PROPOSER'S RATIONALE:

- As the RV community continues to evolve, FMCA needs to ensure that its mission statement is sufficiently broad to allow the Governing Board to take new and innovative steps to meet the needs and expectations of the membership. This could include the formation of new subsidiaries and associating with other organizations in the RV field.
- Evolution in the industry results in sales of different types of RVs fluctuating so that in some periods sales of motorhomes decline in favor of other RV types.
- Many times friends and relatives who share the RV lifestyle and enjoy traveling together are owners of different types of RVs and as a result of present policy forgo membership in FMCA.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The committee notes that approval of this recommendation will cause a ballot to be included in Family Motor Coaching magazine for a vote of the membership regarding the changes in the Articles of Incorporation and the FMCA Constitution. The related Bylaws Amendments would not take effect until the outcome of the ballot is known.

The Executive Board agrees with the committee recommendation.

PROVISOS: Approval of this proposed Bylaws amendment will cause changes in related Policy and Procedures.