

## BYLAWS OF THE

### NORTHEAST MOTORHOME ASSOCIATION OF FMCA

#### **ARTICLE I – PURPOSE OF THE ORGANIZATION**

Section 1.01. The purposes of this Association are to enhance the line of communications to and between all members through the Chapters of Family Motor Coach Association within the boundaries of the Northeast Area of FMCA, and to facilitate and establish financial control of Area events.

#### **ARTICLE II- OFFICES**

Section 2.01 PRINCIPLE OFFICE: The principle office of this association for the transaction of business shall be the address of the incumbent president.

#### **ARTICLE III- MEMBERS**

Section 3.01. DEFINITION: All members of the Family Motor Coach Association who reside in the Northeast Area and/or belong to a Northeast Area Chapter are members.

#### **ARTICLE IV- DUES**

Section 4.01. MEMBERSHIP FEES AND DUES: There shall be no dues or assessments.

#### **ARTICLE V- NON-LIABILITY OF MEMBERS AND DIRECTORS**

Section 5.01. No member or director of this association shall be personally liable for the debt, liabilities or obligations of this organization.

#### **ARTICLE VI- DIRECTORS**

Section 6.00. DEFINITION OF DIRECTORS: The president and national director from each Northeast Area Chapter shall be known as Directors and collectively as the Board of Directors.

Section 6.01. NUMBER: This association shall have not less than five directors and collectively, they shall be known as the “Board of Directors”.

Section 6.02. COMPOSITION AND TERM OF OFFICE: Each Northeast Area Chapter shall be Represented by its President and National Director, in the absence of the National Director, by the Alternate National Director. The term of office shall be one year or continuing until their successors have been elected. In the absence of the president, a person designated by the chapter shall represent the chapter at the Northeast Motorhome Association meeting. The NMA secretary must be notified of the President’s replacement for the designated meeting no later than 24 hours before the meeting in writing. The written notification may be by the USPS, fax, or e-mail.

- Section 6.03. ELECTION OF DIRECTORS: The chapter directors shall be certified by a list from the National Office.
- Section 6.04. COMPENSATION AND REIMBURSEMENT: All officers and directors shall serve without compensation. Officers, except the President who is reimbursed by the National FMCA, shall be reimbursed for reasonable expenses in related business for the Northeast Motorhome Association as directed by the Northeast Area President, who is also the President of the Northeast Motorhome Association, or/and Board of Directors. Reimbursement for travel costs shall be as the same rate as in the current IRS regulations.
- Section 6.05. POWERS: The Directors of the Northeast Area shall have control of management of The affairs and property of the organization. They shall appoint such agents and officers as its business requires, which may be either personal or corporations, and shall employ such persons as may be necessary in the conduct of its affairs. The Directors shall annually elect from the Northeast Area Chapter membership, Vice-President(s), a Treasurer, and a Secretary.
- Section 6.06. MEETINGS:
- (A) Meetings shall be held at such place or places, within or without the states of the Northeast Area which have been designated from time to time by resolution of the President and/or the Board of Directors. The Annual meeting shall be held at the Area Rally. Other meetings shall be at places and times as designated by the President and/or the Board of Directors, 60 days advance notice having been given. If there is no Area Rally due to a National Convention taking place in the Area, the annual meeting shall be held at the National Convention, All members may attend.
  - (B) Special meetings of the board may be called by the President, or if he or she is absent or is unable or refuses to act, by the Vice-President(s) in order or by any six members of the Board of Directors.
  - (C) Notice of special meetings of the Board shall be given to each member of the Board by the person or persons calling the special meeting by telephone, mail, e-mail, fax, or by telegram at least seven days prior to the special meeting.
  - (D) Quorum: A quorum for the transaction of business shall be 25% of the Board of Directors or 15 members, whichever is less.
  - (E) Majority action and Board action: Every act or decision, done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, or the Bylaws require a greater number.
  - (F) Rule of Order: All meetings shall be governed by the current edition of Robert's Rules of Order, Newly Revised, in so far as such rules are not inconsistent with, nor in conflict with the FMCA Constitution and Bylaws or these Bylaws.

- (G) Presiding Officer: Meetings shall be presided over by the President, or in his/her absence by or in Vice-President(s) in order, or in their absence, by a chairman chosen by majority of the Directors present. The Secretary shall act as the Secretary of the Board, or in his/her absence the presiding officer may appoint any Director present to act as Secretary for the meeting.

## **ARTICLE VII- OFFICERS**

- Section 7.01. **DEFINITION OF EXECUTIVE BOARD:** The elected offices of the Northeast Motorhome Association shall constitute the Executive Board.
  
- Section 7.02. **ELECTION AND TERM OF OFFICE;** Officers shall be elected annually at the Northeast Motorhome Association annual meeting according to Article VI Section 6.06 (D) of these Bylaws. The officers, other than the President, will be elected by the Directors present and voting at the annual meeting by a majority vote. Elected officers will take office at the conclusion of the annual meeting. The President, who is also the National Vice President for the Northeast Area, shall be elected by the National Directors or the Northeast Area as prescribed in the FMCA Bylaws. The balance of the officers shall be elected by the Board of Directors of the Northeast Motorhome Association. Each officer, except the President, shall hold office until he/she resigns, is removed, or is otherwise disqualified to serve as an officer, or until his/her successor shall be elected, whichever occurs first.
  
- Section 7.03. **VACANCIES:** Any vacancy in an office enumerated in Section 6.01 caused by death, resignation, removal, or otherwise of that officer holding the office, shall be filled by the Board of Directors for the unexpired term, with the exception of the President, which is subject to the direction of the National Constitution and Bylaws.
  
- Section 7.04. **DUTIES OF THE PRESIDENT:** The President shall be the chief executive officer of the Association, and shall supervise all of the business affairs of the Association at the direction of the Board of Directors.
  
- Section 7.05. **DUTIES OF VICE-PRESIDENT(S):** The Vice-President(s) in order, shall, in the absence or disability of the President, or in the event of his/her refusal to act, perform all the duties of the President relating to Association duties, and when so acting, shall have the powers of, and be subject to, the restrictions on the President. The Vice-President(s), in order, shall assist and be responsible for site selection for the Area Rally and help oversee the operations of the Area Rally.
  
- Section 7.06. **DUTIES OF THE TREASURER:**
  - (A) The Treasurer shall receive all funds and pay all bills of the Association under the direction of its officers and directors. The Treasurer will make a financial report for each meeting; within one month after the expiration of his/her term of office shall deliver to the incoming Treasurer all monies, vouchers, books, and papers of the Association in his/her custody, with all the postings made to date for delivery.

The Treasurer will have charge and custody of, and be responsible for, all such funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as approved by the Board of Directors, and shall render to the President and Directors, whenever they direct it, an account of any or all of his/her transactions as Treasurer and the financial condition of the Association. In general he/she shall perform all duties as may be required by law, or these Bylaws, or which may be assigned from time to time by the Board of Directors.

(B) An annual audit shall be made under the directions of the audit committee. A complete audit shall be made at any time when asked by the President.

Section 7.07. DUTIES OF THE SECRETARY: The Secretary shall keep the minutes of the meetings, maintain a roll of the Board of Directors, be custodian of the permanent records of the Association and send out notices and carry on such correspondence as properly belongs to the office of Secretary. In addition to the duties as specified in FMCA Bylaws, the Secretary shall perform other such duties as may be required by law, or by these Bylaws, or which may be assigned by the Board of Directors.

## **ARTICLE VIII- COMMITTEES**

Section 8.01. NUMBER AND APPOINTMENT: The Board of Directors may, from time to time, establish a committee or committees. The President shall appoint the committee, except the nominating committee and the audit committee. The Chairman of each committee shall be a member of the Board of Directors and all reports shall be submitted to the President. The President shall be an exofficio voting member of all appointed committees. Standing committees are: Area Rally Site Selection Committee, Area Rally Coordination Committee, Bylaws Committee, Audit Committee, and Nominating Committee. A quorum for the conduct of business for any committee shall be a simple majority.

Section 8.02. NOMINATING COMMITTEE:

(A) Nominating Committee Composition:

- (1) The Nominating Committee shall consist of five (5) Association members in good standing, nominated and elected by the Association Board of Directors. The Nominating Committee shall be elected at the annual meeting. At the end of the meeting the nominating committee shall convene and elect a chairman.
- (2) The Nominating Committee shall nominate candidates for the Association Offices, including Vice President(s), Secretary, and Treasurer.
- (3) Election of an individual to the Nominating Committee shall not prohibit that person from being nominated for elected office, or any member in good standing from being nominated from the floor for any elective office.

(B) Nominating Committee Duties: The duties shall be:

- (1) To select a slate of officers for the new year to be presented for voting by the Board of Directors.
- (2) To obtain clear acceptance of the nominees to serve the Association should they be elected.
- (3) The Nominating Committee shall nominate candidates to fill vacancies which occur in elected offices.

Section 8.03. ADUIT COMMITTEE:

- (A) The Audit Committee shall consist of three (3) Association members in good standing nominated and elected by the Association Board of Directors. The Audit Committee shall be elected at the annual meeting.
- (B) Audit Committee Duties: The Audit Committee shall be responsible for reviewing the financial records of the Association and present a report to the Executive Committee and Board of Directors at the annual meeting. There will be an annual audit.

Section 8.04. BYLAWS COMMITTEE:

- (A) The Bylaws Committee shall consist of three (3) Association members in good standing and appointed by the President.
- (C) Bylaws Committee Duties: The Bylaws Committee will be responsible for reviewing the Bylaws, and making amendments, etc. as necessary, then present the changes etc. at the Association meeting to be discussed and acted on as per Article X, Section 10.04. Copies of the recommended changes shall be available to all members present.

## **ARTICLE IX- CONVENTIONS AND RALLIES**

Section 9.01. The Executive Board, with the approval of the Board of Directors, may schedule as many rallies or other activities for the members each year as they deem suitable. The Executive Board shall appoint and give guidance to a Rally Master for each event scheduled. The Rally Master shall be in charge of all functions of the rally or event.

## **ARTICLE X- GENERAL MATTERS**

Section 10.01. EXECUTION OF INSTRUMENTS: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of this Association to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Northeast Motorhome Association, and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or employee shall have power or authority to bind the Association by any contract or engagement, or to purchase credit, or to render it liable pecuniary for any purpose.

- Section 10.02. FISCAL YEAR: The fiscal year for the Association shall conform to the fiscal year of the Family Motor Coach Association.
- Section 10.03. CONTRACT AGREEMENTS: The President, who is the Area Vice President, and one other officer, together, shall have authorization to enter into agreement when necessary for the production of a Northeast Area Rally. The Board of Directors shall be notified as soon as possible, either before or after the agreement.
- Section 10.04. FISCAL YEAR: The fiscal year for the association shall conform to the fiscal year of The Family Motor Coach Association.
- Section 10.05. BYLAWS:
- (A) These Bylaws may be amended at any regular meeting of the Association by a two-thirds vote, provided that the amendment has been either submitted in writing at the previous meeting or has been received by the Bylaws committee, reviewed and submitted in writing to all the members of the Board of Directors at least 60 days before a scheduled meeting.
  - (B) All mandatory amendments, as prescribed by the National FMCA Bylaws shall be automatically adopted as amendments to these Bylaws without vote by the Association.
- Section 10.06. LIQUIDATION AND DISSOLUTION: In the event of the dissolution of the Northeast Motorhome Association of FMCA, by majority vote of the Association, all remaining assets of the Association shall be contributed to the purpose(s) for which this Association is organized or to a qualified non-profit charity or charities.

