

# **FAMILY MOTOR COACH ASSOCIATION**

## **Area Association Bylaws**

### **ARTICLE I - NAME AND PURPOSE OF THE ASSOCIATION**

The name of this non-profit Association shall be the Northwest Motor Home Area Association (**NWMHAA**), (hereinafter referred to as “Association”). This Area Association shall function within the boundaries of the Area as defined by Family Motor Coach Association, (hereinafter referred to as “FMCA”).

1. The purpose of this Association is to promote and improve the line of communication to and between FMCA and all FMCA Chapters within the Area.
2. This Association shall assist the National Area Vice President, who is also its President, in communications, visiting Chapters, forming new Chapters and assist Chapters to recruit new members.
3. This Association, with the concurrence of its Board of Directors, will provide support and assistance in the planning and execution of an annual Area rally or similar events that will benefit the members of the Chapters within the Area.
4. This Association shall also serve as a resource for assisting FMCA with its International Conventions in the Area.

### **ARTICLE II - MEMBERSHIP**

All FMCA members residing in and/or members of Chapters of the Area are considered members of this Association.

### **ARTICLE III - BOARD OF DIRECTORS**

1. Each Chapter in the Area will have representation on the Association’s Board of Directors. Associate Chapters are represented by their president.
2. The Board of Directors of this Association is composed of the National Director and President from each Chapter in good standing in the Area, and the members of the Executive Board.
3. The Chapter's representative(s) on the Association’s Board of Directors shall be those registered at the National Office as holding the relative Chapter position. Chapters may

designate a replacement representative. The Chapter President must notify the Association's Secretary of such designated representation which must reach the Secretary at least twelve (12) days before the Board of Directors meeting.

4. All members of the Board of Directors shall serve without compensation. Reasonable expenses for business of the Association may be reimbursed as directed by the Association President, with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing rate as stated in the current FMCA Policy & Procedure and must be supported by legible, detailed receipts.

#### **ARTICLE IV – BOARD OF DIRECTOR MEETINGS**

1. There shall be at least one required Board of Directors business meeting held each fiscal year. This will also be the annual meeting. This meeting shall be duly announced sixty (60) days in advance. Annual meetings shall be held at the time and place set by the Area President. Meetings shall normally be held at places within the Area.
2. The President shall preside over all meetings. In the absence of the President, the Senior Vice President shall conduct the meeting. If the Senior Vice President is not available to preside, the Vice Presidents in attendance shall select from themselves one to preside over the meeting.
3. Additional or special meetings of the Board of Directors may be called by the President, or, if he/she is absent or is not able or refuses to act, by the Senior Vice President. Ten (10) members of the Board of Directors may call a special meeting if necessary. Notice of such meeting shall be no less than fourteen (14) days in advance of the meeting date.
4. A meeting can be a gathering in one area or will be where some or all 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.

#### **ARTICLE V - OFFICERS AND EXECUTIVE BOARD**

1. The Officers of this Association, other than the President, shall be elected by the Board of Directors.
2. The Executive Board of this Association shall consist of a President, a Senior Vice President, three (3) Vice Presidents, a Secretary, a Treasurer, and the Immediate Past

President as a voting advisor. The FMCA National Area Vice President shall serve as the President.

3. The President's term of office is as prescribed by FMCA's Bylaws. The term of office for Senior Vice President, Vice Presidents, Secretary and Treasurer will be for approximately two (2) years, or until he/she resigns, are removed from office, or until his/her successor takes office. No officer shall serve more than two (2) consecutive terms in these offices. The election of officers shall be staggered as stated in the Standing Rules.
4. The Executive Board may meet as necessary or as determined in the Area Standing Rules. The President calls all meetings and establishes the location and method. If the President is unable or unwilling to do so, a meeting may be called by the Senior Vice President with the approval of the majority of the Executive Board. The meeting may be one where some or all the officers communicate by electronic means such as the Internet or by telephone that allows all participants the opportunity for simultaneous aural communication. A quorum for a meeting of the Executive Board is a majority. The President shall preside over all meetings. In the absence of the President, the Senior Vice President shall conduct the meeting.
5. Chapter officers may also serve on the Executive Board.
6. The Executive Board shall have general supervision of the affairs of the Association between its business meetings. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with the Association or FMCA.
7. In case of a vacancy, other than the President, the Executive Board shall elect a replacement from a slate of candidates presented by the Nominating Committee to serve only until the next annual meeting of the Board of Directors, or the next election of officers, whichever comes first.
8. The principal office of this Association for the transaction of business shall be the address of the President or as determined by the Executive Board.

## **ARTICLE VI - FISCAL YEAR**

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

## **ARTICLE VII - VOTING**

1. Voting and the election of officers, other than the President, normally takes place at the

Annual Meeting. Newly elected officers assume their duties immediately after the annual meeting.

In case of urgency or unusual circumstances, voting may take place by mail, email, or other electronic means. (NOTE: An election or other proposed matter to be decided by mail, email or other electronic means may not also allow voting on the election or the proposed matter at a meeting.)

2. Each member of the Board of Directors shall be entitled to vote, if participating. Except as specified elsewhere in these bylaws, a simple majority vote shall be required to approve any matter.
3. A quorum for the purpose of transacting business by the Board of Directors at any duly called meeting shall be a simple majority of the Executive Board and 25% of the Board of Directors.

## **ARTICLE VIII - DUTIES OF OFFICERS**

The duties of the officers shall be defined in the Standing Rules of this Association.

## **ARTICLE IX - LIABILITY**

The Executive Board, Board of Directors or an FMCA member shall be indemnified in accordance with FMCA's Bylaws.

## **ARTICLE X - COMMITTEES**

### **1. NOMINATING COMMITTEE**

#### **A. COMPOSITION**

- (1) The committee shall consist of not less than three (3) members from the Area, nominated and elected by the Board of Directors. If the Nominating Committee is not elected at the annual meeting, it may be elected as stipulated in Article VII, 1, of these bylaws.
- (2) Election of an individual to the Nominating Committee shall not prohibit that person from being nominated for elected office.

#### **B. DUTIES**

- (1) To select one of its members as chairperson.

- (2) To nominate candidates, other than the President, and prepare a slate of Association officers selected from Area members. To serve as a member of the Executive Board, one of the following items will qualify as having established residency within the area: voter registration, property ownership, vehicle registration, driver's license, federal/state/province tax address.
- (3) To obtain clear acceptance of the nominees to serve as Association officer, should they be elected.
- (4) To make certain that nominated candidates are members in good standing of FMCA and are qualified under applicable National and Area Bylaws.
- (5) To nominate candidates to fill vacancies that occur in Association Offices, other than the President.

## 2. AUDIT COMMITTEE

The President shall appoint an Audit Committee of not less than three (3) members selected from the Area membership. Members of the Executive Board cannot serve on this committee unless the purpose of the committee is to review the results of an external professional audit.

An audit of the financial records of this Association shall be undertaken annually by the committee (unless an external professional audit has been performed) and the results presented to the President who shall forward it to all the members of the Executive Board in a timely manner.

The audit report shall be read at the annual meeting of the Board of Directors.

## 3. OTHER COMMITTEES

Except for the Nominating Committee, the President may establish committees; appoint chairpersons and the members thereof as the need exists. All committees may hold as many meetings as necessary. The Chairperson of each committee shall provide a written report to the Executive Board. The President shall be an ex-officio member of each committee, except for the Nominating Committee and the Audit Committee.

The quorum for a committee meeting or decision is a majority.

## **ARTICLE XI - PARLIAMENTARY AUTHORITY, RULES AND PROCEDURES**

1. The current edition of *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern all meetings and proceedings of this Association except in those circumstances in which they are inconsistent with the Constitution, and Bylaws, of FMCA or of this Association.
2. The Area Association shall operate in accordance with the policies and procedures set forth in FMCA's National Bylaws and the FMCA Policies and Procedures.
3. Except in authorized circumstances, an Area Association shall be without power by its own actions to bind or obligate FMCA in any manner.

## **ARTICLE XII - AMENDMENT OF BYLAWS**

1. The Executive Board, ten (10) area members, or a Chapter within the Association's scope may submit a proposed amendment to these bylaws. The proposal shall be in writing and shall include the proposer's rationale for the change. The President shall receive it at least 120 days prior to the Annual Meeting.
2. The proposal shall be reviewed by the Executive Board within thirty (30) days thereafter. The Executive Board shall submit the proposal with its rationale for acceptance or rejection to the Board of Directors sixty (60) days prior to the next Annual Meeting.
3. After discussion, a 65% affirmative vote by the Board of Directors at the Annual Meeting shall be sufficient to amend these bylaws.
4. Amendments to these bylaws shall become effective immediately upon their adoption, or at such time as specified in the amendment.
5. A copy of these original bylaws, as well as any changes, additions, amendments, or revisions to these bylaws shall be forwarded to the National Office and reviewed by the Constitution and Bylaws Committee.

## **ARTICLE XIII - STANDING RULES**

Standing Rules shall be established and maintained. A Standing Rule can be adopted, amended, or held in abeyance without previous notice by a majority vote of the Board of Directors at any duly called meeting where a quorum exists.

## **ARTICLE XIV - LIQUIDATION AND DISSOLUTION**

This Association of FMCA may dissolve by a majority vote of the Board of Directors.

All remaining assets of the Association shall be divided equally among its Chapters.

Approved this 23<sup>rd</sup> day of April 2024 in  
Albany, OR