

BYLAWS

SOUTHEAST AREA MOTOR COACH ASSN., INC.

AN AFFILIATE OF FAMILY MOTOR COACH ASSN., INC

BYLAWS AMENDED ON FEBRUARY 2, 2009

ARTICLE I – NAME AND PURPOSE OF THE ASSOCIATION

SECTION 1.01 - NAME

The name of this non-profit Association is Southeast Area Motor Coach Association, incorporated. The Southeast Area Association will be referred to in the body of this document as “SEA”. The Association shall function within the boundaries of the Southeast Area as defined by Family Motor Coach Association (FMCA). This Association is incorporated under the statutes of the State of Florida.

SECTION 1.02 – PURPOSE

- A. The purpose of this Association is to promote and improve the line of communication to and between FMCA and all FMCA Chapters within the boundaries of the Southeast Area as defined by FMCA.
- B. This Association shall assist the National Area Vice President who is also its President, in communication, visiting Chapters, forming New Chapters and assist Chapters to recruit new members; encompassing all the States of Georgia, Mississippi, Alabama and Florida as defined by the Governing Board of FMCA. These areas shall be divided into geographical Regions consisting of:
 - a. North Region - Georgia
 - b. South Region – Florida
 - c. West Region – Alabama/Mississippi.
- C. Regional Vice Presidents will be allowed for each twenty (20) chapters of each respective Region as 1-20 chapters, 21-40 chapters, 41-60 chapters, etc.

- D. This Association, with concurrence of the Board of Directors (Executive Board and National Directors), will provide support and assistance in the planning and execution of an annual Area Rally and similar events that will benefit the members of the Chapter within the Area.
- E. This Association will also serve as a resource for assisting FMCA with International Conventions in this Area.

ARTICLE II – OFFICE

SECTION 2.01

The principal office of this Association for the transaction of business shall be the SEA Office. (See Standing Rule Number 1)

ARTICLE III – MEMBERSHIP

SECTION 3.01

All FMCA Members residing in the Southeast Area and members of its Chapters are considered members of this Association.

ARTICLE IV – FISCAL AND ORGANIZATIONAL YEAR

SECTION 4.01 – ORGANIZATIONAL YEAR

The fiscal and organizational year of this Association shall be from the first day of January and ends on the last day of December of the same calendar year.

SECTION 4.02 – AUDIT

An appointed audit committee should accomplish an annual financial review as soon after the end of the fiscal year as possible. The audit committee should consist of general members and not board members or spouses; an audit committee is comprised of three (3) members appointed by the President with the concurrence of the Executive Board.

At least one (1) member of the committee should be familiar with accounting procedures and the accounting system used. Additional audits shall occur upon the change of Treasurer, a change of President and any time the Board or membership recommends.

SECTION 4.03 – BUDGET

- A. A projected income and expenditures for the year shall be prepared by the President and presented to the Board of Directors in a timely manner.
- B. The President may approve a one item purchase or capital improvement not to exceed \$1,500.00. Any purchase above that amount requires the approval of the Executive Board.

ARTICLE V – ADMINISTRATION

SECTION 5.01 – EXECUTIVE BOARD

- A. The Executive Board of this Association shall consist of a President, Senior Vice President, Regional Vice Presidents, Secretary and Treasurer. The immediate Past President shall serve on the Executive Board as an advisor with no voting privileges. The FMCA Area National Vice President shall serve as its President.
- B. The National Directors representing the Chapters of the Southeast Area will nominate and elect by mail ballot the Area Vice President as directed by FMCA. The Area Vice President must be a resident in the Southeast Area. Each Chapter National Director shall have one (1) vote in such proceedings.

- C. The Executive Board shall have general supervision of the affairs of the Association. The Executive Board shall have the authority to act for the Board of Directors on all ordinary matters requiring attention between meetings of the Board, or in the event of unusual or emergency situations. The Board will be subject to the orders of the Association, and none of its acts shall conflict with the Association of FMCA. Unless so authorized by the Executive Board, no officer, agent of employee shall have any power or authority to bind the Association by any contract of engagement, or to purchase credit or to render it liable pecuniary for any purpose.
- D. The Executive Board and Committees may meet as necessary as called by the Association President.
- E. SEA Chapter Officers may serve on the Executive Board.
- F. SEA Executive officers may not hold a second Area Executive position simultaneously.
- G. Only one F or L Number may serve on the SEA Executive Board at the same time

SECTION 5.02 - TERM OF OFFICE FOR EXECUTIVE BOARD

The President's term of office is as prescribed by FMCA'S Bylaws. The term of office for the Senior Vice President, Regional Vice Presidents, Secretary and Treasurer shall be for approximately two (2) years, or until he/she resigns, or until his/her successor takes office. The Senior Vice President, Regional Vice Presidents, Secretary and Treasurer shall serve no more than two (2) consecutive two (2) Year terms in each position. An officer who has been approved to serve a partial term is also allowed his/her two (2) two-year elected terms.

SECTION 5.03 – BOARD OF DIRECTORS

- A. The Board of Directors of this Association is composed of the National Directors from each Chapter, and the members of the Executive Board.
- B. The National Director or the Alternate National Director elected by the Chapter shall represent the Chapter on SEA'S Board of Directors. The Chapter must notify the Association Secretary, signed by the Chapter's President, of such designated representative within one (1) month of their selection/election.

SECTION 5.04 – TERM OF OFFICE FOR BOARD OF DIRECTORS

- A. Each chapter determines the term of office for the Chapter National Director and/or the designated representative.
- B. The term of office for the Executive Board, with the exception of the President and the Past President shall be two (2) years.

SECTION 5.05 – EXECUTIVE BOARD VACANCIES

- A. In the event of a permanent vacancy in the office of Senior Vice President, Regional Vice Presidents, 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.
- B. In the event of a vacancy in the office of the Area Vice President, the Association Senior Vice President will act as temporary President. The National Directors within that Area shall elect an individual to fill the uncompleted term.
- C. In the absence of the President and the Senior Vice President, a temporary replacement will be appointed by the Executive Board to act for the Officers that are absent.

SECTION 5.06 – COMPENSATION

All members of the Board of Directors shall serve without compensation. Reasonable expenses for related business of the SEA may be reimbursed as directed by the Area Vice President, with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing rate as stated in the current SEA Reimbursement Policy.

ARTICLE VI – MEETINGS

SECTION 6.01 – MEETINGS

- A. There shall be at least one (1) required Annual Business meeting held each fiscal year. The annual meeting shall normally be held at the time and place set by the President, and approved by the Executive Board. This meeting shall be duly announced sixty (60) days in advance.
- B. Additional or special meetings of the Board of Directors (Executive Board and National Directors 5.03A) 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. Five (5) 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.
- C. 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.
- D. Special meetings of the SEA Executive Board may be called by the Association President, or if he/she is absent or refuses to act, by the Senior Vice President, or by any three (3) members of the Executive Board and such meetings shall be held within the boundaries of the Southeast Area, designated by the persons calling the meeting.
- E. The Board of Directors of the Southeast Area Motor Coach Association shall meet annually two (2) days prior to the annual rally of the Southeast Area to conduct the business of the Southeast Area Motor Coach Association.

SECTION 6.02 – LOCATION

Meetings will normally be held at places within the Area and shall be announced by the President. Meeting locations shall be determined by the President in coordination with the Executive Board. Emergency meetings may be called outside the SEA Area if necessary.

SECTION 6.03 – ELECTION OF OFFICERS

The Senior Vice President, Regional Vice Presidents, Secretary and Treasurer, shall be elected by the Board of Directors. The Regional Vice Presidents shall be elected by the Board or Directors of their respective regions. The balloting shall be by a majority vote of those Directors present at the Board of Directors Meeting. The effective date to assume office shall be after installation at the Annual Meeting in the election year.

SECTION 6.04 – VOTING

- A. Each member of the Board of Directors (Executive Board and National Directors) present shall be entitled to vote. A simple majority vote shall be required to approve any matter. If the chapter is to be represented by a representative other than those of record, the Secretary of the Association must be notified by the Chapter President, in writing, or electronically no less than seven (7) days prior to the scheduled meeting.
- B. Balloting by mail or electronically may be undertaken when a proposed matter is of such importance or urgency as determined by the majority of the Executive Board that a vote by the entire Board of Directors is needed, and shall be tabulated by use of tellers as outlined in Roberts Rules of Order and may be determined on a case by case basis by the Executive Board.

SECTION 6.05 – QUORUM

A quorum for transacting business at any duly called meeting shall be a simple majority of the Executive Board and one-quarter (1/4) of all National Directors.

SECTION 6.06 – PARLIAMENTARY PROCESS

All SEA meetings shall be governed by the current edition of Roberts Rules of Order, Newly Revised, in so far as such rules are not inconsistent with, nor in conflict with, the FMCA Constitution and Bylaws, and the Bylaws of this Association.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 7.01

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

ARTICLE VIII – LIABILITY

SECTION 8.01

No member of the Board of Directors or family member shall be personally liable for the debts, liabilities, or obligations of this Association. This liability clause does not apply if an individual has committed a deliberate and malicious fraud or crime. In these cases, the incident and individual will be reported to the FMCA President's Council for review.

ARTICLE IX – COMMITTEES

SECTION 9.01 – NOMINATING COMMITTEE COMPOSITION

- A. The committee shall consist of not less than five (5) members nominated and elected by the Board of Directors for a two (2) year term. To insure equal representation, the committee shall consist of one (1) member from each Region. A region with multiple Vice Presidents shall have a corresponding number on this Committee.
- B. Election of an individual to the Nominating Committee shall not preclude that person from being nominated for an elected office.

SECTION 9.02 – NOMINATING COMMITTEE DUTIES

- A. To elect one of its members as chairperson.
- B. Secure recommendations for nominations and prepare a slate of Association Officers for distribution.
- C. To obtain clear acceptance of the nominees to serve as an Association Officer, should they be elected.
- D. To make certain that nominated candidates are members in good standing in their chapter and FMCA and are qualified under applicable National Bylaws.
- E. Provide a written report of nominees to the Executive Board.
- F. To nominate candidates to fill vacancies in Association offices as necessary.

SECTION 9.03 – BYLAWS COMMITTEE DUTIES

The Bylaws Committee initiates and/or considers all proposed changes, additions, deletions, amendments, or revisions to SEA'S Bylaws. The Committee presents the proposed Bylaws Amendments to the Executive Board for its review, discussion, and comments. The final document is forwarded to the Board of Directors for approval.

SECTION 9.04 – OTHER COMMITTEES

Except for the nominating committee, the President may establish committees; appoint chairpersons and the members thereof as needed. 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.

ARTICLE X – AMMENDMENT OF THE BYLAWS

SECTION 10.01 – SUBMITTING A PROPOSED AMENDMENT

A proposal to amend these Bylaws may be initiated by the Board of Directors, the Bylaws Committee, Executive Board, or any member of SEA in good standing. The proposal shall include the proponent's rationale for acceptance and shall be presented to the Bylaws Committee for review. The committee shall present the proposed Bylaw Amendments to the Executive Committee for its review, discussion and comments. The proposal, along with any recommendations, shall then be forwarded to the Board of Directors for acceptance or rejection at the Board of Directors Meeting.

SECTION 10.02 – VOTING TO AMEND

A two-thirds (2/3) majority vote by the Board of Directors shall be sufficient to amend these bylaws.

SECTION 10.03 – EFFECTIVE DATE

Amendment to these Bylaws shall become effective immediately upon adoption or at such time specified in the amendment.

SECTION 10.04 – DISTRIBUTION

A copy of these bylaws, as well as any changes, additions, amendments or revisions to these bylaws shall be forwarded to the National Office. The SEA Board of Directors shall be provided with an approved copy of the bylaws.

ARTICLE XI – STANDING RULES

SECTION 11.01

Standing Rules shall be established and maintained. A standing Rule may 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. The duties of the SEA Executive Officers shall be stated in the Standing Rules. Any member desiring to propose a change to the Standing Rules may present the desired change(s) in writing to the President before the regular scheduled meeting or may bring the desired change up as new business at the regular scheduled Association meeting. A simple majority vote of those voting members in attendance shall be sufficient to change the Standing Rules. Standing Rule changes are effective immediately.

ARTICLE XII – LIQUIDATION AND DISSOLUTION

SECTION 12.01

In the event of dissolution of the SEA of FMCA, all remaining assets will be returned to individual Chapters equally.