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# Bylaws of Family Motor Coach Association, Inc.

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# **BYLAWS OF FAMILY MOTOR COACH ASSOCIATION**

## **Preamble**

The Family Motor Coach Association is the premiere organization that promotes recreational vehicle family, fun, and fellowship for recreational 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 recreational vehicle safety and education.

## **Article I - FMCA Mission and Purpose**

- (1) The mission of Family Motor Coach Association (FMCA) is to educate, support, and encourage family and social RV lifestyles.
- (2) The purpose of FMCA is to promote good fellowship and cooperation among all FMCA members, represent recreational vehicle owners as a group and promote their best interests, foster the improvement of recreational 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 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) For FMCA purposes the definition of a recreational vehicle (RV) is: “A self-contained wheeled vehicle that includes permanently installed cooking, sleeping, and sanitary facilities.”
- (5) 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 recreational 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 seven membership categories: Charter, Full, Life, Full Lifetime, Commercial, Member Emeritus/Family Associate, and Pathfinder. Chapters may bestow honorary chapter 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 recreational 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 recreational 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 recreational 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 individuals and businesses providing products or services to Family Members and the RV community in general. There are a number of sub-categories that are defined in the "FMCA Policies and Procedures."

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 recreational 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) A Pathfinder is a prospective RV owner who is in the research phase of RV ownership and plans to own at least one-third of an RV within five years of joining FMCA. A Pathfinder shall be required to pay dues; however, shall not be eligible to vote or hold elected office.
  - (h) 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 recreational vehicle or at least 1/3 interest in a recreational 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 for a month forfeits membership in FMCA and its chapters.
- (3) The Executive Board may establish special membership dues for special or promotional membership drives.
- (4) No member is entitled to any refund of initiation fees or dues upon severing connections with FMCA, except as may be authorized by the Executive Board.

#### **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 Flxible 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 FMCA Policies and Procedures. 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 FMCA Policies and Procedures.

#### **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.
- (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 FMCA Policies and Procedures.

#### **Article VIII - Governing Board**

- (1) The Governing Board, acting in accordance with the FMCA Policies and Procedures, 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 FMCA Policies and Procedures.

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) Under normal circumstances, 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 FMCA Policies and Procedures.
- (12) A properly called meeting of the Governing Board normally will be an official gathering in one location of its members at which a quorum is present. When uncontrollable circumstances prevent the members from gathering in one location, a properly called meeting can be held wherein some or all 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 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 any wholly owned subsidiary of FMCA, in accordance with the Code of Regulations. 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 – Chief Executive Officer (CEO) and/or Management Committee**

### Selection and Dismissal

- (1) A qualified person shall be selected by the Executive Board for the position of Chief Executive Officer (CEO).
- (2) The Executive Board, by 2/3 majority vote, may dismiss the CEO.
- (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 CEO.
- (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 Policies and Procedures, 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 FMCA Policies and Procedures. 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 FMCA Policies and Procedures.
- (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 FMCA Policies and Procedures.
- (3) The FMCA Review Council shall report to the Governing Board in accordance with the FMCA Policies and Procedures.

#### **Article XV - Commercial Council**

- (1) The FMCA Commercial Council shall confer on and discuss matters of mutual interest and concern both to the recreational vehicle industry and FMCA, and publish information on current developments within the 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 fifteen or more voting memberships may petition FMCA for a charter for the creation of a chapter. Any group of seven 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 will elect a president, one or more vice presidents, a secretary, a treasurer, and a national director for a one- or two-year term. An associate chapter will elect a president, one or more vice presidents, a secretary, and a treasurer for a one-year or two-year term. A chapter may elect in their bylaws to combine the positions of secretary and treasurer into a single position. A chapter has the option of whether to elect an alternate national director. However, a chapter other than associate, must maintain at least three (3) members holding the officer positions in that chapter. 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 FMCA Policies and Procedures.
  - (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 FMCA Policies and Procedures.

## **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 family, fun, and fellowship for recreational 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 – FMCA Policies and Procedures**

- (1) The Governing Board shall adopt FMCA Policies and Procedures to provide guidelines and procedures by which FMCA and its subsidiary organizations will function and operate. The emphasis of the FMCA Policies and Procedures 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.
- (3) The FMCA Policies and Procedures are governing documents 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-fourth's 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 recreational 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 recreational vehicle owners on and off the highways.
- > Comply with all federal, state, and local laws and regulations governing the ownership and use of recreational 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 recreational 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.