

**Constitution of
The Family Motor Coach Association
As approved by the Membership - January 1, 2019**

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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 recreational 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 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;
 - 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 FMCA Policies and Procedures.
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 recreational 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.
 - C. Such other rights and privileges shall be as specified in the Bylaws and the FMCA Policies and Procedures.
5. Dues:
The annual dues for each category of membership shall be established in accordance with the provision specified in the Bylaws and the FMCA Policies and Procedures.
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 FMCA Policies and Procedures.
4. Quorum:

A quorum for transaction of business shall be as specified in the Bylaws.
4. 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 FMCA Policies and Procedures.
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 FMCA Policies and Procedures.
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 FMCA Policies and Procedures..
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 Flxible 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 and FMCA Policies and Procedures.

**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 and by communication to members by electronic means. The submission shall include the rationale, Executive Board and Governing Board recommendations on the proposed amendment, and a description of the voting process.
4. Action on Referenda:
 - A. Ninety (90) days from the date submitted to the membership, the votes completed manually and the votes completed by electronic means 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.

CONSTITUTION

January 1, 2019



**Family Motor Coach Assn.
8291 Clough Pike
Cincinnati, Ohio 45244
(800) 543-3622 • (513) 474-3622
www.fmca.com**