

**BYLAWS
OF THE
INTERNATIONAL AREA ORGANIZATION
FAMILY MOTOR COACH ASSOCIATION, INC.**

Revised August 2004
Amended August 2006
Amended August 2007
Amended August 2011

ARTICLE I - NAME AND PURPOSE OF THE ORGANIZATION

The name of this non-profit Organization shall be the International Area Organization, here-after referred to as INTO. This Organization shall function within the boundaries as defined by Family Motor Coach Association, here-after referred to as FMCA.

This Organization may be incorporated under the statutes of a state chosen by the President.

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

ARTICLE II - OFFICERS AND ADMINISTRATION

1. The Executive Board of this Organization shall consist of a President, a Senior Vice President, four (4) Vice Presidents, Secretary, Treasurer and Immediate Past President (non-voting advisor). The FMCA National Vice President of the International Area shall serve as the President.
2. The President's term of office is as prescribed by FMCA's Bylaws. The term of office for Senior Vice President, four (4) Vice Presidents, Secretary and Treasurer will be for approximately two (2) years, or until he/she resigns, is removed from office, or until his/her successor takes office.

3. The Executive Board may meet as necessary. Business may also be conducted electronically or by telephone.

ARTICLE II – OFFICERS AND ADMINISTRATION (Cont)

4. Chapter officers may serve on the Executive Board.

5. The Executive Board shall have general supervision of the affairs of the Organization between its business meetings. The Board shall be subject to the orders of the Organization, and none of its acts shall be in conflict with the Organization or FMCA.

6. In the event of a vacancy, the Executive Board shall elect a replacement from the slate of candidates presented by the Nominating Committee.

7. The principal office of this Organization for the transaction of business shall be 8291 Clough Pike, Cincinnati, OH 45244.

ARTICLE III - MEMBERSHIP

All Chapters of the International Area and members of those Chapters are considered members of this Organization.

ARTICLE IV - BOARD OF DELEGATES

1. Each Chapter will have representation on the INTO's Board of Delegates.

2. The Board of Delegates of this Organization is composed of one representative from each Chapter and the members of the Executive Board.

3. Representation on INTO's Board of Delegates shall be based on FMCA's records which identifies the National Director, Alternate National Director or the elected designated representative for each chapter.

4. Each Chapter determines the term of office for the Chapter's designated representative.

5. All members of the Board of Delegates shall serve without compensation. Reasonable expenses for related business of INTO may be reimbursed as directed by the Organization President, with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing rate as stated in the current FMCA Policy & Procedure.

ARTICLE V - FISCAL YEAR

The fiscal year of this Organization shall be from October 1 to September 30.

ARTICLE VI - MEETINGS

1. There shall be at least one (1) required business meeting held each fiscal year. This will also be the annual meeting. This meeting shall be duly announced sixty (60) days in advance.
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. If there are no Vice Presidents in attendance, the delegates shall elect a chairperson from the group in attendance to conduct the meeting.
3. Additional or special meetings of the Board of Delegates 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 or by a majority vote of the Executive Board. Ten percent (10%) of the Board of Delegates may call for a special meeting if necessary. Such notice must be in writing and submitted to the Executive Board. Procedures for setting a special meeting shall be as defined in the Standing Rules of this Organization.
4. The annual meeting shall be held as stated in the Standing Rules of this Organization. Emergency meetings may be called if necessary.

ARTICLE VII - VOTING

1. Officers, other than the President, shall be elected by mail ballot according to the Standing Rules of this Organization. Elected officers will take office immediately following the annual meeting.
2. Each member of the Board of Delegates shall be entitled to one (1) vote. A simple majority vote shall be required to approve any matter other than amending the bylaws.
3. If a Chapter is represented by a representative other than those of record, the Secretary of the Organization must be notified by written notice from the Chapter President no less than seven (7) days prior to the meeting.
4. The vote for the Chapter during the annual meeting may be executed by the Chapter National Director, Alternate National Director, or the designated voting delegate representing the Chapter at the Governing Board meeting(s) held just prior to the annual meeting.
5. A mail ballot of the Board of Delegates may be undertaken when a proposed matter is determined to be of such importance or urgency as determined by a majority of the Executive Board.

6. A quorum for the purpose of transacting business at any duly called meeting shall be a simple majority of the Executive Board and twenty-five percent (25%) of the Board of Delegates.

ARTICLE VIII - DUTIES OF OFFICERS

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

ARTICLE IX - LIABILITY

The Executive Board, Board of Delegates 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 three (3) members nominated and elected by the Delegates according to the Standing Rules of this Organization.

(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 and prepare a slate of Organization officers selected from Area Chapters.

(3) To obtain clear acceptance of the nominees to serve as an Organization officer, should they be elected.

(4) To provide their report and slate to the Executive Board and Board of Delegates no less than sixty (60) days prior to the annual meeting.

(5) To make certain that nominated candidates are members in good standing in their Chapter and FMCA and are qualified under applicable National Bylaws.

(6) To nominate candidates to fill vacancies that occurs in Organization offices.

2. AUDIT COMMITTEE

The President shall arrange for an audit of the financial records of this Organization by at least three (3) persons within ninety (90) days from the end of the fiscal year. The results shall be presented to the President who shall forward it to all members of the Executive Board in a timely manner. The report shall be read at the next meeting of the Board of Delegates.

3. OTHER COMMITTEES

Except for the Nominating Committee, the President may establish committees; appoint chairmen and the members thereof as the need exists. All committees may hold as many meetings as necessary. The Chairman 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 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 Organization except in those circumstances in which they are inconsistent with the Constitution and Bylaws of FMCA, and the Bylaws of this Organization.
2. The International Area Organization shall operate in accordance with the policies and procedures for Area Associations as set forth in FMCA's Member and Volunteer Handbook.
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. A Chapter within the Organization's scope may submit a proposed amendment to these bylaws by submitting the addition, deletion or change in writing to the President at least one hundred twenty (120) days prior to the annual meeting. The proposal shall include the proponent's rationale for acceptance. The President shall forward the proposal to the Executive Board for review within thirty (30) days. The Executive Board shall submit the proposal with their rationale for acceptance or rejection to the Board of Delegates sixty (60) days prior to the next annual meeting.
2. After discussion, a two-thirds (2/3) vote by the Executive Board and the Board of Delegates present and voting at the next annual meeting shall be sufficient to amend these bylaws.
3. Amendments to these bylaws shall become effective immediately upon their adoption or at such time as specified in the amendment.

4. 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.

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 Delegates at any duly called meeting where a quorum exists.

ARTICLE XIV - LIQUIDATION AND DISSOLUTION

In the event of dissolution, by majority vote of the Board of Delegates, all of the remaining assets of the Organization shall be divided equally among its Chapters.