

## **FAMILY MOTOR COACH ASSOCIATION**

### **INTO AREA BYLAWS**

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

The name of this non-profit Association shall be the \_International Area Organization (hereinafter referred to as "INTO"). INTO shall function within the boundaries defined by Family Motor Coach Association, (hereinafter referred to as "FMCA").

INTO is unique among the FMCA Areas in that it is the only Area that has no defined geographical boundaries but instead consists of Chapters that serve all of FMCA.

INTO is incorporated under the statutes of the state of chosen by the president.

1. The purpose of INTO is to promote and improve the line of communication to and between FMCA and all FMCA Chapters within the International Area defined by FMCA
2. INTO 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. INTO with the concurrence of the Board of Directors, 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. Occasionally, it may not be feasible to hold an annual rally
4. INTO shall also serve as a resource for assisting FMCA with its Conventions on a scheduled basis.

#### **ARTICLE II - MEMBERSHIP**

All FMCA Chapters of the International Area and their members are members of INTO.

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

1. Each Chapter in the Area will have representation on the Board of Directors. Associate Chapters have no representation.
2. The Board of Directors is composed of one representative from each Chapter and the members of the Executive Board.
3. The Chapter's representative on the Board of Directors shall be those registered at the National Office as the Chapter National Director. If the Chapter's National Director is unable to participate, the Chapter's Alternate

National Director shall serve on the Board of Directors. The Chapter may designate a replacement representative. The Chapter President must notify the INTO Secretary of such designated representation to 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. Under special circumstances reasonable expenses may be reimbursed as directed by the 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 adequate receipts.

## ARTICLE IV - 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. The annual meeting shall be held at the time and place set by the President.
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 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 may 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 ADMINISTRATION

1. The Officers, other than the President, will be elected by the Board of Directors.
2. The Executive Board shall consist of a President, a Senior Vice President, 4 Vice Presidents, a Secretary, a Treasurer and the Immediate Past President (as a non-voting adviser). 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 2 years, or until he/she resigns, is removed from office, or until his/her successor takes office.
4. The Executive Board may meet as necessary or as determined in the 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 a majority of the Executive Board. The meeting may be one where some or all of 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 INTO between its business meetings. The Executive Board shall be subject to the orders of the, Board of Directors and none of its actions shall be in conflict with INTO or FMCA.
7. In the event of a vacancy, other than the President, the Executive Board shall elect a replacement from the 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 for INTO's transaction of business shall be determined by the Executive Board.

## ARTICLE VI - FISCAL YEAR

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

## ARTICLE VII - VOTING

1. The election of Officers, other than the President, takes place by electronic means prior to 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 on other matters by mail, or electronic means. (NOTE: An election or other proposed matter to be decided by mail or 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 one (1) vote, if participating. Except as specified elsewhere in these bylaws, a simple majority of those voting 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.

## 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 members of 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 a chairman.
- (2) To nominate candidates, other than the president, and prepare a slate of officers selected from Area members.
- (3) To obtain clear acceptance of the nominees to serve, 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 offices, other than the President.
- (6) To conduct and report the results of the election of the officers to the Board of Directors.

## 2. AUDIT COMMITTEE

The President shall appoint an Audit Committee of not less than three members selected from the Area membership. Members of the Executive Board and members sharing the same FMCA membership number as a member of the Executive Board cannot serve on this committee.

An audit of the financial records shall be undertaken, prior to the annual Board of Directors meeting, and the results presented to the President who shall forward it to all the members of the Executive Board in a timely manner.

The 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 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 and the Audit Committee

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

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

The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all meetings and proceedings except in those circumstances in which they are inconsistent with the Constitution, and Bylaws, of FMCA or INTO.

INTO shall operate in accordance with the policies and procedures for Area Organization as set forth in FMCA's National Bylaws and the Member and Volunteer Handbook.

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 members, or a Chapter, within INTO'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. It shall be received by the President at least 120 days prior to the annual meeting.
2. The proposal shall be reviewed by the Executive Board within 30 days thereafter. The Executive Board shall submit the proposal with their rationale for acceptance or rejection to the Board of Directors 60 days prior to the next annual meeting.
3. After discussion, a two-thirds (2/3) 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.

## 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

INTO may dissolve by a majority vote of the Board of Directors. All of the remaining assets shall be divided equally among its Chapters.