

# BYLAWS

## Of the EASTERN AREA MOTORHOME ASSOCIATION, INC.

of the Family Motor Coach Association, Inc.

Adopted in OCTOBER 9, 2004

Revised 16 August, 2006

Revised 6 June, 2009

Revised 1 January, 2017

Revised 10 December, 2024

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

The name of this non-profit Association shall be the Eastern Area Motorhome Association (EAMA) hereinafter referred to as "Association". This Association shall function within the geographic boundaries as defined by Family Motor Coach Association (FMCA).

This Association is incorporated under the statutes of South Carolina, a state within the Eastern area.

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

### ARTICLE II - OFFICERS AND ADMINISTRATION

1. The **officers of this association, other than the President, will be elected by the Board of Directors** and shall consist of a President, Senior Vice President, the regional Vice Presidents, as stipulated in the Standing Rules, Secretary, Treasurer and Immediate Past President **as a non-voting advisor**. The FMCA National Area Vice President 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, the regional Vice Presidents, Secretary and Treasurer will be for a two (2) Year term or until he/she resigns, is removed from office, or until his/her successor takes office.
3. Chapter officers may serve on the Executive Board.
4. The Executive Board shall have general supervision of the affairs of the Association between its business meetings. The Board shall be subject to the orders of the Association, and none of its acts shall be in conflict with the Association or FMCA. Mail or electronic means may be used to perform these duties, including voting.
5. In the event of a vacancy with the exception of the Area Vice President, **the Board of Directors, shall elect a replacement from the slate of candidates presented by the Nominating Committee. That person is to only serve until the next meeting of the BODs when elections are held.**

### **ARTICLE III - MEMBERSHIP**

All FMCA members and Chapters of the Eastern Area are automatically members of the EAMA.

### **ARTICLE IV - BOARD OF DIRECTORS**

1. The Board of Directors of this Association is composed of **two** representatives from each Chapter and members of the Executive Board.
2. The **Chapter President as well as the National Director** of each Chapter in the Eastern Area shall be a member of EAMA's Board of Directors. A Chapter may select/elect a designated representative to serve on EAMA's Board of Directors in lieu of the Chapter President **and or National Director**. in which case, the Chapter must notify EAMA's Secretary, signed by the Chapter's President, of such designated representation no less than seven (7) days prior to the meeting.
3. All members of the Board of Directors shall serve without compensation. Reasonable expenses for related business of EAMA may be reimbursed as directed by the Association President, with the concurrence of the Executive Board following guidelines established by the Board of Directors. Reimbursement shall not exceed the prevailing rate as stated in the current FMCA Policy & Procedures.

### **ARTICLE V - FISCAL YEAR**

The fiscal year of this Association shall be from January **1** to December 31.

### **ARTICLE VI - MEETINGS**

1. There shall be at least one business meeting each fiscal year held at the Area Rally. This will be the annual meeting. In the event no rally is held, the location and time shall be duly announced sixty (60) days in advance.
2. The annual meeting shall be held at the Area Rally at the time set by the President. Meetings shall be held at places within the Area and shall be announced by the President and approved by the Executive Board. Emergency meetings may be called as necessary.
3. 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.
4. 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, then the meeting may be called 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.
5. The meeting can be a gathering in one area, or where **some**, or all 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 an adequate description of how to participate.

## ARTICLE VII - VOTING

1. Officers shall be elected at the annual meeting. The officers, other than the President, shall be elected by the Board of Directors present and voting by a majority vote. Elected officers will take office as specified in the Standing Rules.
2. Each member of the Board of Directors shall be entitled to vote, if present. A simple majority vote shall be required to approve any matter, other than amending these Bylaws' or dissolving this Association.
3. If a Chapter is represented by a representative other than those of record, the Secretary of the Association must be notified by written notice from the Chapter President no less than seven (7) days prior to the meeting.
4. A mail or electronic ballot of the Board of Directors 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. If a member does not have electronic means to vote, they shall be afforded the chance to vote by mail. **(NOTE: An election or other proposed matter to be decided by mail, email or other electronic means may not also allow voting on the election or the proposed matter at a meeting)**
5. A quorum for the purpose of transacting business at any duly called meeting shall be a simple majority of the Executive Board and 51% of the Board of Directors.

## ARTICLE VIII - DUTIES OF OFFICERS

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

## ARTICLE IX - LIABILITY

The Executive Board, Board of Directors, **or a member** shall be indemnified in accordance with FMCA's Bylaws.

## ARTICLE X - COMMITTEES

### 1. NOMINATING COMMITTEES

#### A. COMPOSITION

- (1) The committee shall consist of **not less than** three (3) members nominated and elected by the Directors present at the annual meeting. If the Nominating Committee is not elected at the annual meeting, it may be elected at a called meeting to which proper notice is given.
- (2) The 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 a chairperson.
- (2) To nominate candidates and prepare a slate of Association officers selected from **FMCA** members in the Area.
- (3) To provide their report and slate to the Board of Directors no less than thirty (30) days prior to the annual meeting.
- (4) To obtain clear acceptance of the nominees to serve as an Association officer, should they be elected.
- (5) To make certain that nominated candidates are members in good standing of FMCA and are qualified under applicable National ByLaws.
- (6) To nominate candidates to fill vacancies which occur in Association offices **other than the President**.

### **2. AUDIT COMMITTEE**

The President shall appoint an Audit Committee of not less than three (3) members. An audit of the financial records of this Association shall be completed **at least twenty-four (24) hours prior to the annual 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 next meeting of the Board of Directors.

### **3. OTHER COMMITTEES**

Except for the Nominating Committee, the President may establish committees, appoint chairpersons and the members thereof as the need exist. This includes appointing the Rally Master and committee chairpersons for the Great Eastern Area Rally. All committees may hold as many meetings as necessary. The President shall be an ex-officio member of each committee, except for the **Audit and** Nominating Committee.

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

- I. The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all meetings and proceedings of this Association except in those circumstances in which they are inconsistent with the Constitution and ByLaws of FMCA and the ByLaws of this Association.
2. EAMA shall operate in accordance with the policies and procedures for Area Associations as set forth in FMCA's **Policies and Procedures**.
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. Any member may submit a proposed amendment to these bylaws by submitting the addition, **deletion** or change in writing to the President at least one hundred and 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 Directors sixty (60) days prior to the next annual meeting.

2. After discussion, a **65 %** affirmative vote by the Board of Directors, voting at the next annual meeting, or by mail ballot, 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 Directors at any duly called meeting where a quorum exists.

### **ARTICLE XIV - LIQUIDATION AND DISSOLUTION**

The Association may be dissolved by a minimum two-thirds 2/3 vote of the Board of Directors. In the event of dissolution, the assets of the Association shall be divided equally among its chapters.