

BY-LAWS
of the
GREAT LAKES AREA
MOTORCOACH ASSOCIATION,
Inc.

A not-for-profit Corporation,
An affiliate of
Family MotorCoach Association, Inc.

Adopted on November 7, 2005

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Revised September 21, 2013
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ARTICLE I –NAME AND PURPOSE OF THE ASSOCIATION

The name of this non-profit Association shall be the Great Lakes Area MotorCoach Association Incorporated (GLAMA). This Association shall function within the boundaries of the Area defined by Family Motor Coach Association, Inc., hereinafter referred to as Association and FMCA.

The Association shall be operated without profit and shall be incorporated as a not-for-profit Corporation in the State of Ohio.

The Officers of the Corporation shall be the Association’s President, Senior Vice President, Secretary, and Treasurer.

PURPOSE

- 1. The purpose of this Association is to promote and enhance communications between FMCA Chapters within the Great Lakes Area and FMCA**
- 2. The Association shall assist the National Vice President, who is also the President, in communications, visiting Chapters, forming new Chapters, and assisting Chapters in recruiting new members.**
- 3. The Association, with the concurrence of its Board of Directors, will provide support and assistance in planning and execution of an annual Area rally or similar events that will benefit the members of the Chapters within the area.**
- 4. The Association shall also serve as a resource for assisting FMCA with its International Conventions.**

ARTICLE II - MEMBERSHIP

All FMCA members residing in and/or FMCA Chapters in the Great Lakes Area are members of the Great Lakes Area Association.

ARTICLE III - BOARD OF DIRECTORS

REPRESENTATION

- 1. Each Chapter in the Great Lakes Area shall have representation on the Board of Directors. Associate Chapters have no representation.**
- 2. The Board of Directors of this Association is composed of all members of the Executive Board and the National Director or the President of each Chapter in good standing in the Great Lakes Area.**
- 3. The Chapter's representative on the Association's Board of Directors shall be those registered at the National Office as holding the relative Chapter position. The Chapter may designate a replacement representative. The Chapter President must notify the Association's secretary at least twelve (12) days before the Board of Directors' meeting.**
- 4. All members of the Association Board of Directors shall serve without compensation. Reasonable expenses for the business of the Association may be reimbursed as directed by the Association President with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing rate as stated in the current FMCA Policy & Procedures and must be supported by legible, detailed receipts.**

5. The Board of Directors shall be subject to the orders of the Association, and none of its acts shall be in conflict with the Association or FMCA.

ARTICLE IV - BOARD OF DIRECTORS MEETINGS

OFFICIAL MEETINGS

1. 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 meetings shall be duly announced in advance to the membership, including adequate description of how to participate.
2. There shall be at least one Board of Directors business meeting held each fiscal year. This will also be the annual meeting. The annual meeting shall be held at the time and place set by the Area President.
3. This meeting shall be duly announced at least 60 days in advance. Notice may be made by USPS, email, telephone call, or other generally accepted means.

PRESIDING OFFICER

1. 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 Regional Vice Presidents in attendance shall select from themselves one to preside over the meeting.

SPECIAL or EMERGENCY MEETINGS

1. Special or emergency meetings of the Executive Board and/or Board of Directors may be called by the President, or if the President is absent or is unable, or refuses to act, by the Senior Vice-President.
2. A majority 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.

ARTICLE V – OFFICERS AND EXECUTIVE BOARD

COMPOSITION

1. The Officers of this Association, other than the President, will be elected by the Board of Directors.

- 2. The Executive Board of this Association shall consist of the President, Senior Vice President, one Regional Vice President from each of the Regions, Secretary, Treasurer and the Immediate past President as a non-voting advisor.**
- 3. The FMCA National Great Lakes Area Vice President shall serve as the Association President.**
- 4. Chapter officers may also serve on the Executive Board.**

TERM OF OFFICE

- 1. The President's term of office is as prescribed by FMCA's Bylaws.**
- 2. The term of office for Senior Vice President, Regional 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.**

EXECUTIVE BOARD

- 1. The Executive Board may meet as necessary or as determined in the Area Standing Rules. The President calls all meetings and establishes the location and method.**
- 2. The President shall preside over all meetings. In the absence of the President, the Senior Vice President shall conduct the meeting with the approval of the majority of the Executive Board.**
- 3. The meeting may be one where some or all of the officers communicate by electronic means such as Internet or by telephone that allows all participants the opportunity for simultaneous aural communication**
- 4. A quorum for all meeting of the Executive Board is a majority**
- 5. 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 which allows all participants the opportunity for simultaneous aural communication.**
- 6. The Executive Board shall have general supervision of the affairs of the Association between its business meetings.**
- 7. The Executive Board shall be subject to the orders of the Association, and none of its acts shall be in conflict with the Association or FMCA.**

8. The principal office of this corporation for the transaction of business shall be determined by the Executive Board
9. 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.

ARTICLE VI – FISCAL YEAR

The fiscal year of this Association shall be December 1 through November 30.

ARTICLE VII- VOTING

1. Voting and the election of Executive Board officers, other than the President, normally takes place at 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 by mail, email or other electronic means. (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.)

2. Each member of the Board of Directors shall be entitled to vote, if participating. Except as specified elsewhere in these bylaws, a simple majority vote 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

These Bylaws and Standing Rules shall define the duties of the Association Officers of this Association.

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

GENERAL

- 1. Except for the Nominating Committee, The President may, from time to time, establish a committee or committees for the Association and members thereof as the need exists.**
- 2. All committees may hold as many meetings as necessary. The Chairperson of each Committee shall submit all reports to the President and Executive Board.**
- 3. The President shall be an ex-officio member of each committee, except for the Nominating Committee and the Audit Committee.**
- 4. The Committee Members and the Committee shall be subject to the orders of the Association, and none of its acts shall be in conflict with the Association or FMCA.**

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 as chairman.**
- 2. To nominate candidates, other than the President, and prepare a slate of Association officers selected from Area members.**
- 3. To obtain clear acceptance of the nominees to serve as Association officer, 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 Association offices, other than the President.

AUDIT COMMITTEE

1. An Audit Committee of three FMCA members that reside in the Great Lakes Area will be appointed by the Association President. They may be selected from any Region, and the chairperson will be designated by the Association President.
2. Members of the Executive Board cannot serve on this committee unless the purpose of the committee is to review the results of an external professional audit.
3. An audit of the financial records shall be undertaken annually by the committee (unless an external professional audit has been performed) and the results presented to the President who shall forward it to all the members of the Executive Board in a timely manner.
4. The audit report shall be read at the annual meeting of the Board of Directors.

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 Association except in those circumstances in which they are inconsistent with the Constitution and Bylaws of FMCA or this Association.
2. The Area Association shall operate in accordance with the policies and procedures set forth in FMCA's National Bylaws and FMCA 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. The Executive Board, ten members, or a Chapter within the Association's scope may submit a proposed amendment to these bylaws. The proposal shall include the proposer's rationale for the change. It shall be received by the President at least 120 days prior to a regularly scheduled meeting.

- 2. The President will submit the proposed amendment to the Executive Board within 30 days of receipt. The Executive Board shall submit the proposed amendment with their rationale for acceptance or rejection to the Board of Directors 60 days prior to the next scheduled Annual Meeting.**
- 3. After discussion, 65% affirmative vote by the Board of Directors at the annual meeting shall be sufficient to amend these by-laws**
- 4. Amendments to these Bylaws shall become effective immediately upon their adoption, or at such later 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 and reviewed by the Constitution and Bylaws Committee.**

ARTICLE XIII- STANDING RULES

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

In the event of dissolution of the Great Lakes Area MotorCoach Association of FMCA, by majority vote of the Association Board of Directors, all remaining assets of the Great Lakes Area MotorCoach Association shall be divided equally among its Chapters.