

**BYLAWS**  
*of the*  
**SOUTH CENTRAL**  
**SIX-STATE RALLY ASSOCIATION, INC.**  
*a not for profit Corporation,*  
*an affiliate of*  
Family Motor Coach Association, Inc.

**Adopted on October 2, 2003**

---

<b>ARTICLE I</b>	<b>NAME AND PURPOSE OF THE ASSOCIATION</b>
<b>ARTICLE II</b>	<b>OFFICERS AND ADMINISTRATION</b>
<b>ARTICLE III</b>	<b>MEMBERSHIP</b>
<b>ARTICLE IV</b>	<b>BOARD OF DIRECTORS</b>
<b>ARTICLE V</b>	<b>FISCAL YEAR</b>
<b>ARTICLE VI</b>	<b>MEETINGS</b>
<b>ARTICLE VII</b>	<b>VOTING</b>
<b>ARTICLE VIII</b>	<b>DUTIES OF OFFICERS</b>
<b>ARTICLE IX</b>	<b>LIABILITY</b>
<b>ARTICLE X</b>	<b>COMMITTEES</b>
<b>ARTICLE XI</b>	<b>PARLIAMENTARY AUTHORITY, RULES AND PROCEDURES</b>
<b>ARTICLE XII</b>	<b>ADMENDMENT OF BYLAWS</b>
<b>ARTICLE XIII</b>	<b>STANDING RULES</b>
<b>ARTICLE XIV</b>	<b>LIQUIDATION AND DISSOLUTION</b>

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

1. The name of this non-profit Association shall be the South Central Six-State Rally Association, Incorporated, also known as the Six-State Rally Association (SRA). This Association shall function within the boundaries as defined by Family Motor Coach Association, Inc. (FMCA).
2. This Association shall be incorporated under the statutes of the state of Texas

3. Purpose of this Association.

- A. This Association, with the concurrence of the Board of Directors, will annually produce an area rally or similar events that will benefit the members of the Chapters within the Area.
- B. This Association shall also serve as a resource for assisting FMCA with its International Conventions or other activities as requested.
- C. The purpose of this Association is to promote and improve the line of communication to and between FMCA and all FMCA Chapters within the South Central Area as defined by the FMCA Governing Board.
- D. This Association shall assist the National Vice President South Central Area who is also its President, in communications, forming new Chapters and assist Chapters to recruit new members.

**ARTICLE II - OFFICERS AND ADMINISTRATION**

- 1. The Executive Board of this Association shall consist of a President, Senior Vice President, Regional Vice Presidents, Secretary, Treasurer and the Immediate Past President. All members of the executive Board shall have one vote. The FMCA National Vice President South Central 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, Regional Vice Presidents, Secretary and Treasurer will be for approximately two (2) year(s), or until he/she resigns, or until his/her successor takes office.

The Senior Vice President, Secretary, Treasurer and the Regional Vice Presidents shall be limited to two (2) two year terms. A term of less than two years will not be considered in determining the two term limitation.

- 3. The Executive Board may meet as necessary.
- 4. Chapter officers may serve on the Executive Board. Only 1 member of a FMCA membership may serve as an area officer at any given time.
- 5. 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 governance documents of the Association or FMCA.
- 6. In the event of a vacancy greater than six (6) months, the Board of Directors shall elect a replacement from the slate of candidates presented by the Nominating Committee. A vacancy of six (6) months or less will remain vacant until the next scheduled elections of officers are installed.

7. The principal office of this Association for the transaction of business shall be the address of *FMCA*.

### **ARTICLE III - MEMBERSHIP**

All Chapters of the South Central Area and members of those Chapters are considered members of this Association.

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

1. Each Chapter will have representation on the Six-State Rally Association's Board of Directors.
2. The Board of Directors of this Association is composed of one (1) representative-from each Chapter, and the members of the Executive Board.
3. The National Director elected by the Chapter shall represent the Chapter on the Six-State Rally Association's Board of Directors. In the event the National Director or Alternate National Director is unable to attend the Chapter President must notify in writing the Six-State Rally Association's Secretary prior to the annual meeting of the selection of the chapters voting delegate. In the event the National Director is also an Area Officer the Alternate National Director or the chapter's voting delegate will be seated on the Board of Directors.
4. Each Chapter determines the term of office for the Chapter's designated representative.
5. All members of the Board of Directors shall serve without compensation. Reasonable expenses for related business of the Six-State Rally Association, Inc. may be reimbursed as directed by the Association President, with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing IRS rate.

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

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

### **ARTICLE VI - MEETINGS**

1. There shall be at least one required business meeting held each fiscal year. This will also be the annual meeting. This meeting shall be during the Six-State Rally or duly announced sixty days in advance of the meeting if held otherwise.
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 Regional Vice Presidents in attendance shall select from themselves one to

preside over the meeting. If there are no Regional Vice Presidents in attendance, the directors shall elect a chairperson from the group in attendance to conduct 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. A special meeting may be called if necessary by five (5) members or ten percent (10%) of the membership of the Board of Directors, whichever is greater. Notice of such meeting shall be no less than fourteen days in advance of the meeting date.
4. The annual meeting shall normally be held at the time set by the Area President. Meetings shall normally be held at places within the Area and shall be announced by the President with the concurrence of the Executive Board. Emergency meetings may be called if necessary.

### **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 effective January 1.
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.
3. A mail 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.
4. 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 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 nominated and elected by the Board of 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) 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 and prepare a slate of Association officers from Area Chapters.
- (3) To obtain clear acceptance of the nominees to serve as an Association officer, should they be elected.
- (4) To make certain that nominated candidates are members in good standing in their Chapter and FMCA and are qualified under applicable FMCA Bylaws.
- (5) To nominate candidates to fill vacancies that occur in Association offices.

#### 2. AUDIT COMMITTEE

The President shall appoint an Audit Committee of not less than two members selected from Area Chapters. An audit of the financial records of this Association shall be undertaken within ninety days from the end of the fiscal year, 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 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 Association except in those circumstances in which they are inconsistent with the Constitution and Bylaws of FMCA.

2. Except in authorized circumstances, the Six-State Rally Association shall be without power by its own actions to bind or obligate FMCA in any manner.

## **ARTICLE XII - AMENDMENT OF BYLAWS**

1. Any Family Member or Chapter within the scope of the Association may, through their National Director, submit a proposed amendment to these bylaws by submitting the addition, deletion or change in writing to the President at least 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 30 days. 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.
2. A 65 % majority vote by the Board of Directors present shall be sufficient to amend these bylaws at a properly notified meeting for that purpose.
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**

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