

**BYLAWS OF
SOUTHEAST AREA MOTOR COACH ASSOCIATION, INC.
of the Family Motor Coach Association, Inc.**

Amended February 2017

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**BYLAWS OF SOUTHEAST AREA MOTOR COACH ASSOCIATION, INC.
of the Family Motor Coach Association, Inc.**

ARTICLE I — NAME AND PURPOSE OF THE ASSOCIATION

The name of this non-profit Association is Southeast Area Motor Coach Association, Inc. (SEA). SEA functions within the boundaries of the Southeast Area as defined by the Family Motor Coach Association (FMCA).

SEA is incorporated under the statutes of the State of Florida.

1. The purpose of SEA is to promote and improve the line of communication to and between FMCA and all the FMCA Chapters within the Southeast Area as defined by FMCA.
2. SEA 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. SEA, 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 that will benefit the members of the Chapters within the Area.
4. SEA shall also serve as a resource for assisting FMCA with its International Conventions in the Southeast Area.

ARTICLE II — OFFICERS AND ADMINISTRATION

1. The Executive Board of SEA shall consist of a President, Senior Vice President, six Regional Vice Presidents, Secretary, Treasurer, and Immediate Past President. The FMCA National Area Vice President shall serve as the President.
2. The Regional Vice Presidents shall represent regions within the States of Alabama, Georgia, Florida, and Mississippi. The geographical boundaries of the Regions are Alabama Region, Central Florida Region, North Florida Region; South Florida Region, Georgia and Mississippi Region.
3. The President's term of office is as prescribed by FMCA's Bylaws. The term of office for the Senior Vice President, six Regional Vice Presidents, Secretary, and Treasurer will be for approximately two years, or until he/she resigns, is removed from office, or until his/her successor takes office. There shall be no term limits for the offices of Senior Vice President, Regional Vice President, Secretary, and Treasurer.
4. The Executive Board may meet as necessary.
5. Chapter officers may serve on the Executive Board.
6. The Executive Board shall have general supervision of the affairs of SEA. The Executive Board shall have the authority to act for the Board of Directors on all matters requiring attention between meetings of the Board of Directors. Mail or electronic means may be used to perform these duties, including voting. The Executive Board may not act contrary to any requirement in the governing documents of SEA or FMCA. Unless authorized by the Executive Board, no SEA officer, agent, or employee may make legally-binding commitments for SEA.
7. In the event of a vacancy on the Executive Board, with the exception of the Area Vice President and the Immediate Past President, the Board of Directors shall elect a replacement from the slate of candidates presented by the Nominating Committee. Such appointments shall remain in effect until the next regular elections.
8. In the event of a vacancy of the President of SEA (FMCA Area Vice President), the SEA Senior Vice President will act as temporary President until such time that a newly elected President of SEA (FMCA Area Vice President) takes office. FMCA shall hold a nomination period and election for the replacement of the Area Vice President.
9. The principal office of SEA for the transaction of business shall be the address of the SEA President.

ARTICLE III — MEMBERSHIP

All FMCA members and chapters residing in and/or members of chapters in the Southeast Area are considered members of SEA.

ARTICLE IV — BOARD OF DIRECTORS

1. The Board of Directors of SEA is composed of the National Director from each Chapter and the members of the Executive Board.
2. The National Director or the Alternate National Director elected by each Chapter in the Southeast Area shall be a member of the SEA's Board of Directors.
3. All members of the Board of Directors shall serve without compensation. Reasonable expenses for related business of SEA may be reimbursed as directed by the Area Vice President, with the concurrence of the Executive Board. Reimbursement shall not exceed the prevailing rate as stated in the current FMCA Policy and Procedure.
4. Each Chapter determines the term(s) of office for the Chapter's designated representative(s).

ARTICLE V — FISCAL YEAR

The Fiscal year of SEA shall be from October 1st through September 30th.

ARTICLE VI — MEETINGS

1. There shall be one (1) Annual business meeting held each fiscal year. The annual meeting shall normally be held at the time and place set by the President and approved by the Executive Board. This meeting shall be duly announced sixty (60) days in advance.
2. The Board of Directors of the SEA shall meet annually at the annual rally of the Southeast Area to conduct the business of the Southeast Area Motor Coach Association.
3. Additional or special meetings of the Board of Directors (Executive Board and National 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. 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.
4. The SEA President shall preside over all meetings. In the absence of the SEA President, the SEA Senior Vice President shall conduct the meeting. If the SEA Senior Vice President is not available to preside, the Regional Vice Presidents in attendance shall select from themselves one to preside over the meeting.
5. Special meetings of the SEA Executive Board may be called by the SEA President, or if he/she is absent or refuses to act, by the SEA Senior Vice President, or by any three (3) members of the Executive Board, and such meetings shall be held within the boundaries of the Southeast Area, or if an emergency, may be called outside the SEA Area, if necessary, as designated by the persons calling the meeting.
6. All meetings can be a gathering in one area or where some or all of the members communicate with the other members through electronic means, such as the internet or by telephone that allows members the opportunity for simultaneous aural communication. The notice for an electronic meeting will include an adequate description of how to participate.
7. All SEA meetings shall be governed by the current edition of Robert Rules of Order, Newly Revised, in so far as such rules are not inconsistent, nor in conflict with, the FMCA Constitution and Bylaws and the Bylaws of SEA.

8. SEA shall operate in accordance with the policies and procedures for Area Associations as set forth in FMCA Member and Volunteer Handbook.
9. Except in authorized circumstances, SEA shall be without power by its own actions to bind or obligate FMCA in any manner.

ARTICLE VII — VOTING

1. Each member of the Board of Directors (Executive Board and National Directors) present at the annual or a duly called meeting shall be entitled to vote. A simple majority vote shall be required to approve any matter. A quorum for the purpose of transacting business at any duly called meeting shall be a simple majority of the Executive Board and one-quarter (1/4) of the Board of Directors.
2. If a Chapter is represented by a temporary representative other than designated representative of record, the Secretary of the association must be notified by written notice from the Chapter President no less than 7 days prior to the meeting.
3. Balloting by mail or electronically may be undertaken when a proposed matter is of such importance or urgency as determined by the majority of the Executive Board that a vote of the entire Board of Directors is needed. In this case, no quorum count needs to be taken since all members of the Board of Directors are assumed to be available and eligible to vote.
4. Each member of the Board of Directors physically present at the annual or duly called special meetings shall be eligible to vote on any matter of business presented at such meeting. Absentee ballots shall not be accepted. For mail or electronic balloting, every member listed on the current SEA Board of Directors shall be eligible to vote on the item of business by the means specified.
5. Votes on any item of business shall be tabulated either by tellers, as outlined in the current Robert's Rules of Order, or may be determined on a case-by-case basis by the Executive Board. Unless specified elsewhere in this document, approval by a simple majority of eligible voters is sufficient to pass any item of business.

ARTICLE VIII — DUTIES OF OFFICERS

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

ARTICLE IX — LIABILITY

No member of the Executive Board, Board of Directors, committee member, family members or volunteers shall be personally liable for the debts, liabilities, or obligations of SEA. The Executive Board, Board of Directors or an FMCA member shall be indemnified in accordance with FMCA's Bylaws. This liability clause does not apply if an individual has committed a deliberate and/or malicious fraud or crime. In these cases, the incident and individual will be reported to the FMCA Review Council for review.

ARTICLE X — COMMITTEES

1. NOMINATING COMMITTEE

A. COMPOSITION

- 1) The committee shall consist of not less than five (5) members nominated and elected by the Board of Directors for a two (2) year term. To insure equal representation, the committee shall consist of one (1) member from each Region.
- 2) Election of an individual to the Nominating Committee shall not prohibit that person from being nominated for a position on the SEA Executive Board.

B. DUTIES

- 1) To elect one of its members as chairperson.
- 2) To nominate candidates and prepare a slate of potential SEA Officers selected from the Area Chapters.
- 3) To obtain clear acceptance of the nominees to serve as a SEA 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 National Bylaws.
- 5) To provide a written report of the nominees to the SEA Executive Board.
- 6) To nominate candidates to fill vacancies in SEA offices as necessary.

2. AUDIT COMMITTEE

- A. The president shall appoint an Audit Committee of not less than three members. An audit of the financial records of SEA shall be completed at least five days prior to the Annual Board of Directors Meeting, or if there is a change in the individual holding the position of Treasurer. The results are to 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 Directors.
- B. The Audit Committee shall review all checks written, all income received, and their supporting documents. All checking account statements and saving/investments shall be reviewed. The Executive Board minutes and budgets shall be reviewed for compliance. The committee must submit a written report to the SEA Executive Board. The report should include what was audited, the time period reviewed, and opinions as to the accuracy of the financial records and annual financial statement. The report should include any recommendations for changes to the financial procedure used.

3. BYLAWS COMMITTEE

The Bylaws Committee is appointed by the President of SEA and initiates and/or considers all proposed changes, additions, deletions, amendments, or revisions to the SEA Bylaws and Standing Rules. The Committee presents the proposed amended Bylaws to the FMCA Constitution and Bylaws Committee for review. Once revisions are made to the Bylaws and Standing Rules, the Committee shall forward the proposal, along with comments and recommendations, to the Executive Board for its review, discussion, comments, and recommendations. Once the Executive Board has finalized their review, the Bylaws will then be presented at the next Board of Directors meeting for consideration and approval/disapproval.

4. OTHER COMMITTEES

As the need arises, the SEA President may establish other committees and appoint chairpersons and members thereof. The Chairperson of each committee shall provide to the Executive Board, a written report(s) as appropriate, detailing meetings and actions of the committee. The President shall be an ex-officio member of each committee, except for the Nominating Committee.

ARTICLE XI — AMENDMENT OF THE BYLAWS

1. SUBMITTING A PROPOSED AMENDMENT

A proposal to amend these Bylaws may be initiated by the Board of Directors, the Bylaws Committee, the Executive Board, or any individual member of SEA in good standing. The proposal shall include the proponent's rationale for change and shall be presented to the Bylaws Committee for review. The Committee presents the proposed amended Bylaws to the FMCA Constitution and Bylaws Committee for review. Once revisions are made to the Bylaws, the Committee shall forward the proposal, along with comments and recommendations, to the Executive Board for its review, discussion, comments, and recommendations. Once the Executive Board has finalized their review, the Bylaws will then be presented at the next Board of Directors meeting for consideration and approval/disapproval.

2. VOTING TO AMEND

A minimum two-thirds (2/3) majority vote by the Board of Directors shall be required to amend these Bylaws.

3. EFFECTIVE DATE

Amendment to these Bylaws shall become effective immediately upon adoption or at such time specified in the amendment.

4. DISTRIBUTION

A copy of these Bylaws, as well as any changes, additions, amendments, or revisions to these Bylaws shall be forwarded to the FMCA National Office. The SEA Board of Directors shall be provided with an approved copy of the Bylaws.

ARTICLE XII — STANDING RULES

1. 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.
2. Any member desiring to propose a change to the Standing Rules may present the desired change(s) in writing to the President before the regular scheduled meeting or may bring the desired change up as a new item of business at the regular scheduled SEA meeting. A simple majority vote of those voting members in attendance shall be sufficient to change the Standing Rules. Standing Rules changes are effective immediately.
3. Proposed Standing Rules changes shall be reviewed by at least one member of the Bylaws Committee to ensure there is no conflict with the SEA Bylaws.

ARTICLE XIII — LIQUIDATION AND DISSOLUTION

SEA may be dissolved by a minimum of 2/3 vote by the Board of Directors. In the event of dissolution of the SEA of FMCA, all remaining assets shall be divided equally among the SEA individual Chapters.

ORGANIZED	October 9, 1993
AMENDED	Changed to Association March 31, 1994
AMENDED	February 2, 2009
AMENDED	January 31, 2011
AMENDED	April, 2011
COMPLETE REVISION	January 28, 2014
AMENDED	February, 2015
AMENDED	February, 2017