

Western Motor Home Association, Inc.
Western Area Organization of
Family Motor Coach Association, Inc.

BY LAWS
of
WESTERN MOTOR HOME ASSOCIATION of FMCA, Inc. (WMHA)
a non-profit corporation

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STANDING RULES OF THE WESTERN MOTOR HOME ASSOCIATION

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ARTICLE I - PURPOSE OF THE ORGANIZATION

SECTION 1.01.

The purpose of this Organization (WMHA) is to enhance the line of communication to and between all Member Chapters of the Family Motor Coach Association located within the boundaries of the Western Area of the National Organization as defined by the Governing Board.

SECTION 1.02.

In addition, its purpose is to consolidate the efforts of all member chapters in contributing toward the conduct of area-wide events such as area rallies, RV shows, and to assist FMCA with the production of National Conventions that fall within the confines of the Western Area.

ARTICLE II - OFFICES

SECTION 2.01. PRINCIPAL OFFICE:

The principal office of this corporation for the transaction of business shall be the address of the incumbent president.

ARTICLE III - MEMBERS

SECTION 3.01. DEFINITION:

All members of the Family Motor Coach Association who are members of a Western Area Chapter comprise the membership of WMHA.

ARTICLE IV - DUES

SECTION 4.01. MEMBERSHIP AND DUES

The annual dues and fees for membership in this corporation shall be such amount as the Corporate Board of Directors shall, from time to time, assess the various chapters. These dues shall not exceed more than fifty cents per member without approval of 51% of the entire membership of the Western Motor Home Association.

ARTICLE V - NON-LIABILITY OF MEMBERS AND DIRECTORS

SECTION 5.01. NON-LIABILITY

No member or director of this corporation shall be personally liable for the debts, liabilities or obligations of this corporation.

ARTICLE VI - EXECUTIVE BOARD AND CORPORATION BOARD OF DIRECTORS

SECTION 6.01. EXECUTIVE BOARD

The Executive Board shall consist of the Western Motor Home Association (WMHA) President, a Senior Vice President, 3 Regional Vice Presidents, a Secretary, a Treasurer, and the Immediate Past President.

SECTION 6.02. CORPORATE BOARD OF DIRECTORS

(a) The Board of Directors is composed of the Executive Board plus each Western Area Chapter's President (or, in the absence of the President, by a Vice President) and the National Director (or, in the absence of the National Director, by the Alternate National Director.)

(b) In the event that neither the Chapter President nor Chapter Vice President can attend the President may appoint a chapter member to sit and vote in the President's place.

(c) In the event that neither the Chapter National Director nor Chapter Alternate National Director can attend, the President may appoint a chapter member to sit and vote in the National Director's place.

SECTION 6.03. TERM OF OFFICE

The term of office for the Executive Board shall be two years and continuing until their successors have been elected. Executive Board officers are limited to two terms (two years each), except for the Western Area Vice President, as directed by the National by laws. (Current officers will be eligible to run for one more term effective on the date this change is approved.)

SECTION 6.04. COMPENSATION

The Executive Board shall serve without compensation, except they may be allowed reimbursement for expenses to attend special meetings of the Executive Board, and/or rallies within the area at the direction of the President. The compensation may be reimbursed at the prevailing rate for the most direct route by car or motor home as established by the Executive Board. Compensation may include rally fees by the Chapter visited if possible or feasible. Reimbursement shall not exceed the prevailing rate as established by the By Laws of Family Motor Coach Association.

SECTION 6.05 POWERS

The Corporate Board of Directors of the Western Motor Home Association shall have control and management of the affairs and property of the Corporation. They shall appoint such agents and officers as its business requires which may be either persons or corporations, and shall employ such persons, as may be necessary in the conduct of its affairs. Compensation of such persons shall be fixed from time to time by resolution of the Corporate Board of Directors.

SECTION 6.06 MEETINGS

- (a) Meetings shall be held at such place or places, within or without the State of California, which shall have been designated from time to time as recommended by the President and confirmed by the Executive Board.
- (b) Special meetings of either Board may be called by the President, or if he or she is absent or is unable or refuses to act, by the Senior Vice President, or by any three members of the Executive Board, and such meeting shall be held within or without the State of California, designated by the person or persons calling the meeting.
- (c) Notice of special meetings of the Board/s shall be given to each member of the Board/s, by the person or persons calling the meeting, by telephone, mail, or telegram at least fourteen days prior to the date of the special meeting.
- (d) The annual meeting will take place at a location and on a date as recommended by the President and approved by the Executive Board.
- (e) Quorum: Attendance by at least one Director, (President or National Director) from one third (1/3) of the total chapters of the Western Motor Home Association, plus attendance by two thirds (2/3 %) of the Executive Board, shall constitute a quorum for transaction of business by the Corporate Board of Directors.
- (f) Majority action and Board's action: Every act or decision, done or made by a majority of the Board's members present at a meeting duly held at which a quorum is present, is the act of the Executive Board, or of the Corporate Board of Directors, unless the law, the Articles of Incorporation of this corporation, or the By Laws require a greater number.
- (g) Rule of Order: All meetings shall be governed by the current edition of Robert's Rules of Order, as such rules may be revised from time to time insofar as such rules are not inconsistent with, or in conflict with, FMCA By Laws and Constitution, the Articles of Incorporation, or with the law.
- (h) Presiding Officer: Meetings of a Board shall be presided over by the President or, in the President's absence, by the Senior Vice President, or in their absences, by a chairperson chosen by a majority of the Board's members present.

- (i) Secretary: The Secretary of the Corporation is ex officio Secretary of each of the Boards. The Presiding Officer may appoint any Board Member to act as Secretary for that meeting should the Secretary of the Corporation be absent.
- (j) Distribution of minutes: Within 30 days of any meeting, the Secretary shall mail a copy of the minutes and a copy of the Treasurer's report that was presented at the meeting to the Corporate Board of Directors.

ARTICLE VII - OFFICERS

SECTION 7.01. TITLES

The Officers of this corporation shall be a President, a Senior Vice President, three (3) Regional Vice Presidents, a Secretary, and a Treasurer.

SECTION 7.02. ELECTION AND TERM OF OFFICE

Officers, other than the President shall be elected by mail ballot, with space for write-in candidates, and shall assume their office at the next Executive Board meeting, not later than July 30th. The dates of the mail ballot shall coincide with the election of the National Area Vice President as determined by the President with the approval of the Executive Board. The President, who is also National Area Vice President of the Western Area, shall be elected by the National Directors of the chapters of the Western Area, and the balance of the officers shall be elected by the Corporate Board of Directors.

SECTION 7.03. VACANCIES

Except for that of President, any vacancy in an office enumerated in Section 7.01 shall be filled by the Corporate Board of Directors from among the persons nominated by the Nominating Committee (for the unexpired portion of the term of office).

SECTION 7.04. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation, and shall, in general, subject to the control of the Corporate Board of Directors, supervise and control all of the business affairs of the corporation. He/she shall perform all duties incident to his/her office and other such duties as may be required by law, by the Articles of Incorporation, or by these By Laws, or which may be assigned to him/her from time to time by the Corporate Board of Directors. He/she shall staff and oversee all RV or RVIA shows in his area that have been endorsed by FMCA. He/she shall act as rally master for the Area rallies held in his/her area.

SECTION 7.05. DUTIES OF THE SENIOR VICE PRESIDENT

The Senior Vice President shall, in the absence or disability, of the President, or in the event of his refusal to act, perform all the duties of the President, and when so acting, shall have the powers of and be subject to the restrictions of the President. Also, the Senior Vice President assists the President and performs the duties assigned by the President, the Executive Board and or the Corporate Board of Directors. The Senior Vice President shall be the assistant rally master of all area rallies. In the absence of the President

and Senior Vice President or if they refuse or are unable to act, the officer elected by the Executive Board shall perform all the duties described above.

SECTION 7.06 REGIONS

Western Motor Home Association shall be formed into three (3) geographical regions as established (from time to time) by the Executive Board. The purpose of the regions is to assist the President in enhancing communication to and between all chapters.

SECTION 7.07. DUTIES OF THE REGIONAL VICE PRESIDENTS

The Vice Presidents shall perform all duties and directives as designated by the WMHA President. They shall represent WMHA to the Chapters in their areas and also represent the Chapters in their areas to WMHA. They should be responsible for securing volunteers for National Conventions held in the Western Area and chair duties as requested by the President of WMHA for the production of a Western Area Rally.

SECTION 7.08 DUTIES OF THE TREASURER

The Treasurer shall receive all funds and pay all bills of the corporation under the direction of its officers and directors. The Treasurer shall make a financial report for each meeting. Within one month after the expiration of his/her term of office shall deliver to the incoming Treasurer all monies, vouchers, books, and papers of the corporation in his/her custody, with all posting made to date of delivery. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Board and shall render to the President and the Directors whenever they request it an account of any and all of his/her transactions as Treasurer and the financial conditions of the Corporation. In general, he/she shall perform all duties incident to the office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation, or by these By Laws, which may be assigned to him/her from time to time by the Corporate Board of Directors. At the expiration of his/her term of office, the Treasurer shall, within 30 days, submit his/her records for examination and approval by an examiner selected by the Executive Board.

SECTION 7.09. DUTIES OF THE SECRETARY

The Secretary shall take and keep the minutes of all meetings, maintain a record of the members of the Corporate Board of Directors, have access (with the President's help) to the membership rosters of all WMHA Chapters, be custodian of the permanent records of WMHA, send out notices and carry on correspondence, and perform all duties required by Law, the Articles of Incorporation, these By Laws, or by the Corporate Board of Directors.

SECTION 7.10. DUTIES OF ALL WMHA OFFICERS

All WMHA officers will make chapter visits and other duties, as directed by the President, in order to improve communications with the chapters.

ARTICLE VIII - COMMITTEES

SECTION 8.01. APPOINTMENT AND REPORTS

Save for the Nominating Committee, the President establishes or dissolves committees and appoints the members thereof. The Chairperson of each committee shall be a member of the Corporate Board of Directors. All reports of committees shall be submitted to the President and to the Senior Vice President. Any member of WMHA may request (through a Chapter President or National Director) and receive such reports. The President is an ex-officio member of each committee (save for the Nominating Committee).

SECTION 8.02 NOMINATING COMMITTEE

The Corporate Board of Directors is to annually nominate and elect a nominating committee of 5 members to serve during the association year and to make nominations to fill whatever offices that needs to be filled.

SECTION 8.03. NOMINATING COMMITTEE DUTIES

- (a) To select one of its members as Nominating Committee Chairman.
- (b) To nominate candidates for the WMHA offices of Senior Vice President, three Regional Vice Presidents, Secretary, and Treasurer.
- (c) To select a slate of officers for the new year to be presented for voting by the Corporate Board.
- (d) To obtain clear acceptance of the nominees to serve WMHA should they be elected.
- (e) To make certain that nominated candidates are members in good standing and qualified under applicable National and WMHA By Laws.
- (f) To nominate candidates to fill vacancies which occur in elected WMHA offices.

ARTICLE IX - CONVENTIONS AND RALLIES

SECION 9.01.

The Executive Board, with the approval of the Corporate Board of Directors, may schedule as many rallies or other activities for members each year as they deem suitable. The Executive Board and the rest of the Corporate Board of Directors shall make or cause to be made all arrangements and programming for such events.

ARTICLE X - GENERAL MATTERS

SECTION 10.01 EXECUTION OF INSTRUMENTS

The Corporate Board of Directors save as otherwise provided in these By Laws, may authorize agents of the Corporation to enter into contracts and to execute and deliver instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to purchase for credit, or to render the Corporation pecuniary liable for any purpose.

SECTION 10.02. FISCAL YEAR

The fiscal year for the Corporation shall commence May 1 and end April 30.

SECTION 10.03. PREPARATION OF ANNUAL BUDGET

- (a) The President, Senior Vice President and Treasurer will prepare a preliminary draft of a budget for the ensuing fiscal year and forward it to the Executive Board prior to the annual meeting of WMHA. Recommendations will be solicited from the Regional Vice Presidents prior to preparation of the preliminary draft of the budget.
- (b) The Executive Board shall consider the proposed annual budget in relation to the income reasonably expected within the coming fiscal year, and shall arrive at a final recommended draft of the annual budget. The Executive Board shall forward the proposed budget to the Corporate Board of Directors for review.
- (c) Thirty days prior to the annual meeting of WMHA, the Executive Board shall submit the final annual budget report to the Board of Directors in preparation for approval at the annual meeting.

SECTION 10.04. BY LAWS

- (a) These By Laws shall become effective immediately upon their adoption. Amendments to these By Laws shall become effective immediately upon their adoption, or at such later time as specified in the amendment.
- (b) The Organization accepts and agrees that the Organization By Laws shall conform with any mandatory requirements stipulated in the National Constitution and By Laws of FMCA.
- (c) Amendments applicable to the Organization operations shall be automatically adopted as may be required by mandatory amendments to the National FMCA Constitution and By Laws. Such mandatory amendments are not subject to voting by the Corporate Board of Directors.

SECTION 10.05 AMENDMENTS

- (a) Any member desiring to propose an amendment to these By Laws may submit same in writing to the President at least sixty days prior to a regularly scheduled meeting. The proposal shall include the proponent's rationale for acceptance.
- (b) The President will submit the amendment to the Executive Board within 30 days who shall approve or disapprove. The Executive Board will submit the proposal (with their rationale for acceptance or rejection) at the next scheduled meeting, providing that prior notice of at least thirty days has been given of the proposal(s) to amend, of the Corporate Board of Directors for a vote. It shall take 66% affirmative vote of those present and voting (a quorum being present) to adopt, change, amend, revise or repeal the By Laws.

SECTION 10.06. LIQUIDATION AND DISSOLUTION

In the event of dissolution of this Area of FMCA, by majority vote of the Corporate Board of Directors, all of the remaining assets of the Area shall be contributed to the purpose(s) for which the Area is organized, or to a qualified non-profit charity or charities.

SECTION 10.07. ANNUAL AUDIT

An annual audit of the Area Organization's financial books and records shall be undertaken and reported to the Corporate Board of Directors.

SECTION 10.08. STANDING RULES

This section authorizes the Western Motor Home Association of the Family Motor Coach Association, Inc. Standing Rules and grants the Executive Board the authority to regulate the day to day business and operation through the Western Motor Home Association Standing Rules.