

April 11, 2024

Dear Governing Board members,

In accordance with National Bylaws Article XXI, Amendments and Interpretations, "Governing Board shall receive proposed Bylaws amendments no less than 120 days prior to the Governing Board Meeting."

Proposals to amend these Bylaws shall be adopted by a 65% affirmative vote of all votes cast by the Governing Board."

The Governing Board will be voting on seven proposed National Bylaws Amendments during the August 14, 2024, Governing Board meeting in Redmond, Oregon. The amendments are enclosed for your review.

Respectfully submitted,



Pamela Richard
National Secretary



**CONSTITUTION AND BYLAWS COMMITTEE
REPORT TO THE EXECUTIVE BOARD
MARCH 16, 2024**

The Constitution and Bylaws Committee held a video conference meeting on December 19, 2023, and the committee is forwarding the following proposed National Bylaws Amendments to the Executive Board:

1. A proposed Bylaws Amendment to Article XVI, Area Association, Paragraph (4) – This amendment simplifies the title of the National Officer with a more explicit title of their elected position. Each officer serves as a member of the FMCA Executive Board and the FMCA Board of Directors and is the President of his/her area association.
2. A proposed Bylaws Amendment to Article IX – Executive Board Paragraph (2), (5), (6), (9) and (12) – This proposed amendment changes the title of Senior Vice President because if Proposal #1 is approved by the Governing Board, there will only be one vice president on the Executive Board. The word “Senior” is no longer needed.
3. A proposed Bylaws Amendment to Article IX, Executive Board, Paragraph (8) – This proposed amendment changes the procedure for filling a vacancy in the officer of Area President to be filled by the Area Senior Vice President.
4. A proposed Bylaws Amendment to Article XXI – Amendments and Interpretations, Paragraph (2) – This proposed amendment changes the submission date to receive Bylaws Amendments to March 1 instead of January 1 and calls for the Governing Board to receive those proposed amendments in no less than 60 days.
5. A proposed Bylaws Amendment to Article XXII – Strategic Plan – This proposed amendment updates the wording to allow for all FMCA members. Considering that the Governing Board approved the Pathfinder category of membership, who may not be RV owners.
6. A proposed Bylaws Amendment to Article I – FMCA Mission and Purpose Paragraph (2) – This proposed amendment updates the wording in the purpose statement to the identical wording that was approved by the membership during the December 2023 Constitution vote.
7. A proposed Bylaws Amendment to Article XVI – Area Associations – This proposed amendment changes the method by which a vacancy is filled for the office of Area President.

2024 PROPOSED BYLAWS AMENDMENT

PROPOSAL #1

The Constitution and Bylaws Committee moves to change the title of the national “Area Vice President” to “Area President.” This Amendment would affect Article IX and Article XVI.

PROPOSER’S RATIONALE:

This is to simplify the title of the National Officer with a more explicit title for his/her elected position. Each serves as a member of the FMCA Executive Board and the FMC Board of Directors as well as the President of his/her area association.

This same amendment applies to Article IX – Executive Board Paragraphs (2), (4), (5), (7), (8), (10), and (15).

Article XVI – Area Association, Paragraph (4)

Amend this article to read:

(4) The Area **Vice** President, ~~who also serves as the area association president,~~ shall preside at area association meetings and/or conduct issue forums at FMCA conventions and serves on FMCA’s Executive Board.

COMMITTEE RATIONALE:

With the change of the title, the deleted words are no longer necessary.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISOS:

Approval of this proposed Bylaws Amendment will cause changes in the following P&Ps:

P&P #1021, Member Emeritus

P&P #2004, Executive Board Meetings

P&P #2005, Executive Board, Nominations and Elections

P&P #2015, Governing Board Voting Procedures

P&P #2017, Legal Action Fund

P&P #2023, Area Vice President's Responsibilities
P&P #2025, Senior Vice President's Responsibilities
P&P #2029, Guide to the Writing and Presentation of the Candidate for an elected Office
P&P #2031, Reimbursement of Travel Costs for Individuals Traveling on Official Business
P&P #2031/A, National Vice Presidents' Allocation of Expenses for Travel
P&P #3000, Area Associations – Creation and Operation
P&P #3001, Area Rallies
P&P #3003, Setting Area Rally Dates
P&P #3004, Area Rally Programs
P&P #3005, Area Rally Registration
P&P #3006, Area Bylaws Format
P&P #3007, Solicitation of Area and Chapter Rally Sponsorships
P&P #3012, Chapter Anniversary Presentations
P&P #3015, Chapter Membership Promotion
P&P #3025, Non-Chapter Member Mailing
P&P #3026, New Chapter Presentation
P&P #3027, Media Liability Insurance Coverage
P&P #4004, Convention Committee Responsibilities
P&P #4008, Nominating Committee Election and Responsibilities

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #2**

Amend this article to read:

Article IX – Executive Board, Paragraph (2), (5), (6), (9) and (12)

- (2) The national officers of FMCA are the President, ~~Senior~~ Vice President, Secretary, Treasurer, and Area Vice Presidents.
- (5) The President, ~~Senior~~ Vice President, Secretary, and Treasurer of FMCA shall be elected for a two-year term. These officers and the Area Vice Presidents shall take office immediately following the Annual Membership Meeting in the year in which they are elected.
- (6) An individual shall not serve more than 2 two-year terms or exceed a total of four years in each of the positions of President, ~~Senior~~ Vice President, Secretary, and Treasurer, respectively, in a lifetime. A term of service of less than one year in any officer position shall not be counted as part of the term or year limit requirement.
- (9) The Governing Board shall elect the President, ~~Senior~~ Vice President, Secretary, and Treasurer by majority vote. In the event that more than two candidates run and none receives a majority vote, the two candidates receiving the highest number of votes shall have a run-off election.
- (12) The ~~Senior~~ Vice President shall perform the duties assigned by the President, the Executive Board, or the Governing Board. The ~~Senior~~ Vice President fulfills the President’s duties in his/her absence.

Also affected by this change are the following Bylaws Articles, and will be changed if this Proposed Amendment passes:

- Article VIII – Governing Board, Paragraph (1) (d)
- Article X – Chief Executive Officer, Paragraph (4)
- Article XII – Committees, Paragraph (2), (2)(a)
- Article XIII – Nomination and Elections paragraph (1)

COMMITTEE RATIONALE:

If proposal #1 passes, the nationally elected Senior Vice President will be the only Vice President on the Executive Board and therefore does not need “Senior” in the title of the office held.

With the change of the Area Presidents’ title, the deleted word is no longer necessary.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISOS:

P&P #2005, Executive Board Nominations and Elections

P&P #2025, Senior Vice President’s Responsibilities

P&P #2029, Guide to Writing and Presentation

P&P #2031, Travel Costs for Individuals Traveling on Official Business, Reimbursement of

P&P #4008, Nominating Committee Election and Responsibilities

P&P #4012, Wage Review Board

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #3**

Amend this article to read:

Article IX – Executive Board, Paragraph (8)

- (8) In the event of a permanent vacancy in the office of President, the ~~Senior~~-Vice President shall become President to fill the President’s unexpired term. In the event of a permanent vacancy in the office of ~~Senior~~-Vice President, Secretary, or Treasurer, respectively, the President, subject to the advice and consent of the Executive Board, shall fill the vacancy from a slate of nominees presented by the Nominating Committee. Such appointments shall remain in effect until the next regular election of officers. In the event of a vacancy in the office of Area ~~Vice~~-President, ~~the national directors within that area shall elect an individual to fill the unexpired term.~~the Area Senior Vice President shall become Area President to fill the Area President’s unexpired term if that person meets all other requirements to hold the position.

The Constitution and Bylaws Committee moves to change the procedure for filling a vacancy in the office of Area President to be filled by the Area Senior Vice President if that person meets all other requirements to hold the position.

COMMITTEE RATIONALE:

In the last several years, we have had four (4) areas that had a vacancy in the office of Area President. The Senior Vice President of the Area becomes the “acting Area President” until the National Directors within that area elect an individual to fill the unexpired term. To hold an election, the national office submits to the National Directors of the area a request for nominations. After sufficient time (normally 30 days) for receiving nominations, the national office mails the ballots out to the National Directors in that area. The National Directors have 30 days to return their ballots. Because it is through the mail, additional days are allowed before the ballots are counted by a CPA firm. This process takes approximately 90 days to complete and incurs additional costs and employee time. The area is without a voting representative on the FMCA Executive Board and Board of Directors during this time. The “acting Area President” is allowed to attend the meetings, sit at the table, and speak, but is not allowed to vote on any item.

This Amendment brings the Area President vacancy procedures in line with the vacancy procedures for FMCA President and Chapter Presidents. This allows the area to have a

continuous voice on the Executive Board and Board of Directors. This also eliminates the employee time and associated costs in holding an election in the case of a vacancy.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISO

P&P #2005, Executive Board Nominations and Elections

P&P #3006, Area Bylaws Format

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #4**

The Constitution and Bylaws Committee moves to change the date for receiving proposed Bylaws amendments from January 1st to March 1st and for the Governing Board members to receive proposed Bylaws amendments not later than 60 days versus 120 days prior to the Governing Board meeting.

Article XXI - Amendments and Interpretations, Paragraph (2)

- (2) Proposed amendments, ~~with rationale,~~ to the Bylaws, with rationale, shall be received in writing at the National Office, ~~in writing~~ no later than ~~January 1~~ March 1 preceding the Governing Board ~~Meeting~~ meeting at which they are to be discussed. All proposed changes, additions, revisions, or amendments shall be voted on immediately following the presentation and discussion during the Governing Board ~~Meeting~~ meeting by those Governing Board members in attendance. Governing Board members shall receive proposed Bylaws amendments no less than ~~120~~ 60 days prior to the Governing Board ~~Meeting~~ meeting.

COMMITTEE RATIONALE:

With the Governing Board meeting normally being held in late summer and new committees being assigned approximately a month later, that leaves only three months to draft and submit any proposed Bylaws amendments. Those three months have two major holidays restricting the availability of people working on those documents. Giving an additional two months will allow our members sufficient time to research and develop proposals. Extending the due date for submissions requires changing the time.

This gives sufficient time for those proposing Bylaws amendments to work with the Constitution and Bylaws Committee in developing proposed Bylaws Amendments that should not require any adjustments or rewriting by the Governing Board members during the Governing Board Meeting.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISOS:

P&P #1000, Bylaws Amendments

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #5**

The Constitution and Bylaws Committee moves to update the wording in this article to include the new Pathfinder category of membership.

Article XXII - Strategic Plan

FMCA shall adopt a written Strategic Plan for the objective of positioning and maintaining the organization as the premiere organization that promotes family, fun, and fellowship for ~~recreational vehicle owners~~ all FMCA members. The Executive Board shall have the responsibility and authority to oversee, evaluate, modify, and facilitate the implementation of the Strategic Plan and shall recommend the modifications for Governing Board approval to ensure that:

- (a) The Strategic Plan continues to recognize the needs of FMCA and its members, and
- (b) The Strategic Plan stimulates the creativity of all members, volunteers, and staff in achieving the mission and purpose of FMCA.

COMMITTEE RATIONALE:

At the 2023 Governing Board meeting, the Pathfinder membership category was approved. A Pathfinder member does not need to own a recreational vehicle to be a member of FMCA.

This updates the requirements of the Strategic Plan to cover all FMCA members and not just those who own a recreational vehicle.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISOS:

P&P #1026, Strategic Plan

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #6**

The Constitution and Bylaws Committee moves to update the wording in the Bylaws to be consistent with the Purpose statement in the FMCA Constitution.

Article I – FMCA Mission and Purpose – Paragraph (2)

- (1) The mission of Family Motor Coach Association (FMCA) is to educate, support, and encourage family and social RV lifestyles.
- (2) The purpose of FMCA is to promote good fellowship and cooperation among all FMCA members, ~~represent recreational vehicle owners as a group and promote their best interests, foster the improvement of recreational vehicles and recreational facilities, promote effective communication for the common good of members, assist in the formation of chapters, and strive for a high standard of conduct resulting in a favorable public image of FMCA and its members.~~ and provide services to meet the needs of the RV community.
- (3) FMCA, with approval of the Governing Board, may establish subsidiary organizations, cooperate with other organizations, and engage in any activity that may be lawfully conducted by a non-profit corporation.

COMMITTEE RATIONALE:

The general membership of FMCA approved a new purpose statement in the Constitution. The Bylaws need to be updated to the new purpose statement.

This brings the Bylaws into agreement with the Constitution.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

**2024 PROPOSED BYLAWS AMENDMENT
PROPOSAL #7**

The Constitution and Bylaws Committee moves to amend Article XVI – Area Associations, paragraph (5) to include the requirements for electing the Area Senior Vice President. That position is to be filled by a person that is qualified to fill a vacancy in the officer of Area President.

Article XVI – Area Associations, Paragraph (5)

Amend this article to read:

(5) An area association shall elect officers to assist the Area President. An area association's officers may also serve as chapter officers. The office of Senior Vice President is to be filled with an individual who meets all the requirements to hold the position of Area President.

COMMITTEE RATIONALE:

This brings the Area President vacancy procedures in line with the vacancy procedures for FMCA President and Chapter Presidents. This allows the area to have a continuous voice on the Executive Board and Board of Directors. This also eliminates the employee time and associated costs in holding an election.

This proposal is to be presented only if the proposed amendment to Article IX – Executive Board, paragraph (8) is approved by the Governing Board.

In the last several years we have had four (4) areas that had a vacancy in the office of Area President. The Senior Vice President of the Area becomes the “acting Area President” until the National Directors within that area elect an individual to fill the unexpired term. To hold an election, the national office submits to the National Directors of the area a request for nominations. After sufficient time (normally 30 days) for receiving nominations, the national office mails the ballots out to the National Directors in that area. The National Directors have 30 days to return their ballots. Because it is through the mail, additional days are allowed before the ballots are counted by a CPA firm. This process takes approximately 90 days to complete and incurs additional costs and employee time. The area is without a voting representative on the FMCA Executive Board and Board of Directors. The “acting Area President” is allowed to attend the meetings, sit at the table, and speak, but does not vote on any item.

The Constitution and Bylaws Committee recommends adoption of this amendment.

The Executive Board recommends adoption of this amendment.

PROVISOS:

P&P #2005, Executive Board Nominations and Elections