

Member Vote: Proposed Changes To FMCA's Articles Of Incorporation & Constitution

During its meeting on July 12, 2017, FMCA's Governing Board passed a motion to amend the FMCA Articles of Incorporation and the FMCA Constitution so as to change the words "motor coach or motor home" to "recreation vehicle." If approved by the membership, this will result in owners of the following vehicle definition being eligible for membership in Family Motor Coach Association:

"The term 'recreation vehicle,' as used herein, is defined as a self-contained wheeled vehicle that includes permanently installed cooking, sleeping, and sanitary facilities."

The Governing Board approved this motion with the following rationale:

- As the RV community continues to evolve, FMCA needs to ensure that its mission statement is sufficiently broad to allow the Governing Board to take new and innovative steps to meet the needs and expectations of the membership. This could

include the formation of new subsidiaries and associating with other organizations in the RV field.

- Evolution in the RV industry results in sales of different types of RVs fluctuating, so that in some periods sales of motorhomes decline in favor of other RV types.
- Many times friends and relatives who share the RV lifestyle and enjoy traveling together are owners of different types of RVs and, as a result of current policies, forgo membership in FMCA.

If the majority of members who return a ballot approve this proposal, FMCA will become an organization not only for motorhome owners but also for owners of other recreation vehicles that meet the above criteria.

Please vote by completing the ballot below and returning it to Mandel and Associates Inc., 431 Ohio Pike, Suite 201, Cincinnati, OH 45255 by November 30, 2017.

ARTICLES OF INCORPORATION & CONSTITUTION — BALLOT

INSTRUCTIONS: Printed in this issue of the magazine are proposed changes to the current Family Motor Coach Association Articles of Incorporation and Constitution. This is the return ballot. You may vote for ONE (1). Mark your ballot by placing an "X" in the box, remove the ballot, and mail (postal mail only) to:

MANDEL AND ASSOCIATES INC. • 431 OHIO PIKE, SUITE 201 • CINCINNATI, OH 45255

Full, Full Lifetime, Life, or Honorary members who have advanced from one of these classes are entitled to cast a vote. One vote per FMCA member number. Ballot must be filled out completely to be valid.

Accept The Changes To The Articles
Of Incorporation & Constitution

YES NO

NAME AND FMCA MEMBER NUMBER

CITY AND STATE/PROVINCE OF MEMBER

SIGNATURE

BALLOT MUST BE RECEIVED BY THE CERTIFIED PUBLIC ACCOUNTANT BY NOVEMBER 30, 2017

ARTICLES OF INCORPORATION OF FAMILY MOTOR COACH ASSOCIATION, INC.

(Name of Corporation)

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Family Motor Coach Association, Inc.

SECOND. The place in Ohio where the principal office of the corporation is to be located is

Anderson Township Hamilton County

(City, Village or Township)

THIRD. The purpose or purposes for which said corporation is formed are:

- To promote good fellowship and cooperation among all ~~Family Motor Coach~~ recreation vehicle owners, to represent them as a group and promote their best interests, to assist in protecting their rights as ~~private coach~~ recreation vehicle owners, and to foster development of better ~~motor-homes~~ recreation vehicles and recreation facilities.
- To promote such meetings as will most effectively provide for interchange of information and devices for the common good of ~~Family Motor Coach owners~~ members.
- To assist in the formation of Regional Chapters of ~~Family Motor Coach owners~~ members to disseminate information on the benefits of such groups and to suggest methods of organization and operation.
- To cooperate with other organizations in initiating and furthering actions to resolve problems of concern to all ~~Family Motor Coach owners~~ members.
- To work for the establishment and development of privately owned areas suited to the use of ~~Family Motor Coach owners~~ members.
- To strive for a uniformly high standard of conduct and a favorable public image for ~~Family Motor Coach owners~~ members.
- To possess all of the rights, powers and privileges now or hereafter conferred by the laws of the State of Ohio on not-for-profit corporations and to carry on any of the activities that a not-for-profit corporation may engage in under the laws of Ohio. **FMC**

PROPOSED CHANGES ARE INDICATED BY THE FOLLOWING MARKS

Addition **red text**
Deletion **blue text with a strikethrough**

Constitution Of The Family Motor Coach Association

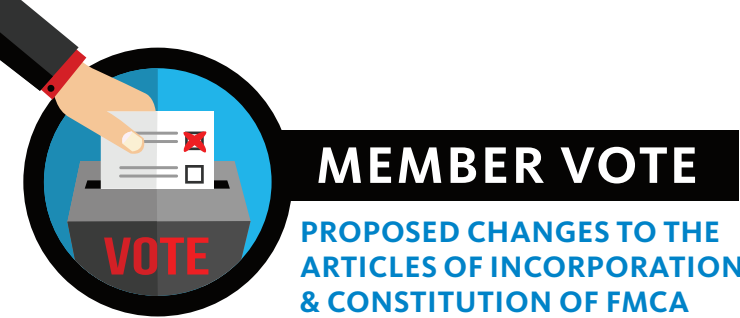
AS APPROVED BY
THE MEMBERSHIP –
JANUARY 24, 2003

CONSTITUTION PROLOGUE

The following classical definition of a Corporation given by Chief Justice Marshall in the famous Dartmouth College case, which incidentally did not involve a business corporation, will help the reader to better understand these governing regulations.

"A corporation is an artificial being, invisible, intangible, and existing only in contemplation of law. Being the mere creature of law, it possesses only those properties which the charter of its creation confers upon it, either expressly or as incidental to its very existence. These are such as are supposed best calculated to effect the object for which it was created. Among the most important are immortality, and if the expression may be allowed, individuality, properties by which a perpetual succession of many persons are considered as the same, and may act as a single individual. They enable a corporation to manage its own affairs, and to hold property without the perplexing intricacies,

continued »



the hazardous and endless necessity of perpetual conveyances for the purpose of transmitting it from hand to hand. It is chiefly for the purpose of clothing bodies of men in succession with these qualities and capacities that corporations were invented, and are in use. By these means, a perpetual succession of individuals are capable of acting for the promotion of the particular object, like one immortal thing.”

The definition brings out a point to remember in thinking of the corporation as a legal entity: The corporation exists only by virtue of law. In other words, without a law to give it life, a corporation could not exist.

The basic and fundamental law which governs FMCA must be in accordance and compliance with the Articles of Incorporation. Once established by the Incorporation, the Constitution can only be changed or amended by a referendum ballot of the entire membership, and even then, care must be taken to be absolutely sure that there is no illegal deviation from the Articles of Incorporation.

A corporation may amend its charter for the purpose of incorporating into it provisions authorized by subsequent legislative enactments.

When an amendment is tendered to the secretary of state for filing, he must see that it contains all the information prescribed by statute. If it appears from the face of the amendment that required statements of fact and information are not included, or if the amendment provides for the exercise of powers contrary to express or implied provisions of law, the secretary of state must refuse to file the amendment.

CONSTITUTION

ARTICLE I

NAME, STATUS, AND PURPOSES

1. Name:
The name of this Corporation, as stated in the Articles of Incorporation, is Family Motor Coach Association, Inc., hereinafter referred to as FMCA.
2. Organizational Status:
 - A. FMCA is organized as a Corporation for an indefinite period under the laws of the State of Ohio.
 - B. FMCA is a non-profit corporation having no capital stock whatsoever. If there should be any net earnings from any activities, the same shall accrue solely to FMCA and no part shall inure to any member.

C. FMCA National Headquarters will be located at such locations within or without the State of Incorporation as the Governing Board may designate.

3. Mission and Purpose:

A. The Mission of FMCA is to bring together **motor-coach recreation vehicle** owners who share similar interests in congenial traveling, recreational, and social activities in order to preserve and perpetuate the traditional ideals and spirit of friendly and wholesome family fellowship as manifested by the founders of FMCA.

B. The Purpose of FMCA is:

- i. Promote good fellowship and cooperation among all FMCA members, represent **motor-coach recreation vehicle** owners as a group and promote their best interests, foster the improvement of **motor coaches recreation 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;
- ii. Acquire real and personal property of every nature and description by purchase, gift, deed, mortgage, lease or by other lawful method; and to develop, improve, and operate and to dispose of by sale, conveyance, or any other lawful method such property as decided by the Governing Board or as specified in the Bylaws; and
- iii. Enter into contracts, to issue notes, pledges or mortgages of FMCA, to promote the interest of same consistent with the purposes of FMCA; and to perform all acts necessary, incidental, and appropriate for the accomplishment of the purposes stated.
- iv. Other specific purposes shall be in accordance with the provisions of the Bylaws.

4. Fiscal Year:

The Fiscal Year of FMCA shall be as specified in the Bylaws.

ARTICLE II

FMCA MEMBERSHIP

1. Categories of Membership:
The categories of membership shall be as specified in the Bylaws.
2. Application for Membership:
Application for membership shall be in such form and manner as specified in the Member and Volunteer Handbook.

3. Duties of FMCA Members:
Each member shall acknowledge and act in accordance with the FMCA Member Code of Ethics.

4. Rights of Members of FMCA:

- A.
 - i. All members have the right to attend National and Area meetings, participate in discussion, read the minutes of such meetings, and receive all publications.
 - ii. All members have the right to present proposals to the Governing Board.
 - iii. All individuals owning at least a 1/3 interest in a **Qualifying Motor Coach recreation vehicle** have the right to cast one (1) vote per member number in Constitutional matters.
- B. No members shall become vested of any right or title to or interest in any property of FMCA except as provided by law. Membership is deemed a personal privilege, and is not to be subject to sale, transfer, assignment or inheritance. No member is entitled to any refund of initiation fees or dues upon severing connections with FMCA.
- C. Such other rights and privileges shall be as specified in the Bylaws and the Member and Volunteer Handbook.

5. Dues:

The annual dues for each category of membership shall be established in accordance with the provision specified in the Bylaws and the Member and Volunteer Handbook.

6. Special Assessment:

No segment of the membership of FMCA shall be subjected to a “Special Assessment” of any kind unless first approved by at least 75% of the votes cast by the Governing Board. If approved, the proposed assessment plan must be submitted to the voting membership of FMCA in the manner prescribed in Article X, Sections 3 and 4, dealing with amendments to the Constitution, except that, any proposal on an assessment shall require the affirmative votes of at least 75% of the ballots returned before any such assessment shall be allowed.

ARTICLE III

GOVERNMENT OF FMCA

1. Source of Authority:
 - A. The governing authority of FMCA, hereinafter referred to as the Governing Board, is derived from its members.
 - B. Members of the Governing Board are elected in accordance with the requirements and procedures specified in the Bylaws.

2. Composition of the Governing Board:

- A. The Governing Board shall consist of members as specified in the Bylaws.
- B. No person receiving financial remuneration, other than expenses, from FMCA or any subsidiary organization, may serve either as a member of the Governing Board or as a member of a Managing Board of any subsidiary of FMCA.

3. Meetings:

An annual regular meeting of the Governing Board, and other regular or special meetings, shall be held as specified in the Bylaws and the Member and Volunteer Handbook.

4. Quorum:

A quorum for transaction of business shall be as specified in the Bylaws.

5. Duties of the Governing Board:

- Duties of the Governing Board shall be as specified in the Bylaws.
- A. The Governing Board shall make provision in the Bylaws assuring proper handling of FMCA's finances and the reporting and auditing of the accounts thereof.
 - B. The Governing Board shall adopt an FMCA Member Code of Ethics. This Code shall be made available to every member.

ARTICLE IV

NATIONAL OFFICERS OF FMCA

1. The National Officers shall consist of those officers specified in the Bylaws. Said officers shall be nominated and elected by ballot according to the procedure specified in the Bylaws and the Member and Volunteer Handbook.
2. The term of office of the National Officers shall be specified in the Bylaws.
3. The National Officers of FMCA shall perform the customary duties of their offices, and those legally adhering to their respective offices under the laws of the State of Incorporation, as well as those required by the Bylaws and the Governing Board, and stipulated in the Member and Volunteer Handbook.
4. The National Officers shall comprise the voting members of the FMCA Executive Board.
5. While certain officers are elected by the National Directors from the Areas they represent as specified in the Bylaws, they shall represent the best interests of the entire membership of FMCA.

continued »



MEMBER VOTE

PROPOSED CHANGES TO THE ARTICLES OF INCORPORATION & CONSTITUTION OF FMCA

ARTICLE V REQUIRED RECORDS

1. Minutes of Meetings:
A formal record of the proceedings — usually called minutes — of each meeting of the Governing Board and the Executive Board are to be kept and distributed as specified in the Bylaws and the Member and Volunteer Handbook.
2. Financial and Membership Records:
Accurate books of Account and Membership Rolls shall be properly filed and safely stored by FMCA.
3. Privacy of Membership Records:
No list of members with the addresses shall be sold or used for other than FMCA purposes.

ARTICLE VI

FMCA NUMBERED IDENTIFICATION EMBLEMS

The FMCA Emblem is a horizontal, oval design at the center of which is a vintage Flxible motor coach design surrounded by the words “Family Motor Coach Assoc.”

ARTICLE VII AREA ASSOCIATIONS

Authorization:

The Bylaws may provide for the authorization, qualification and establishment of area associations of FMCA.

ARTICLE VIII CHAPTERS OF FMCA

Authorization:

The Bylaws may provide for the authorization, qualification and establishment of Chapters of FMCA.

- A. The Governing Board may suspend or revoke the charter of any Chapter found to be violating the provisions of the Constitution and/or Bylaws.
- B. Chapters which fail to maintain requirements relating to Chapters may be temporarily classified as inactive Chapters of not fully accredited status, in accordance with the Bylaws.

ARTICLE IX ENFORCEMENT OF FMCA CONSTITUTION, BYLAWS AND REGULATIONS

The Governing Board may censure, discipline, recall, suspend or expel officers or members as specified in the Bylaws.

ARTICLE X AMENDING THE CONSTITUTION

1. Submitting Proposals:
 - A. Any 20 voting memberships, the Governing Board, the Executive Board, or the Constitution and Bylaws Committee, may propose an amendment to the Constitution.
 - B. Proposed amendments with rationale shall be clearly set forth in writing.
 - C. Proposals shall be sent to the Secretary and a duplicate to the President.
2. Preliminary Consideration:
The text of any proposed amendment to the Constitution shall be referred to the Constitution and Bylaws Committee for its review and recommendation. The Committee shall present proposed Constitution amendments to the Executive Board for its review, discussion and comment. The proposal, along with any recommendations, shall be forwarded to the Governing Board.
3. Submission to the Membership:
If approved, the text of a proposed amendment shall be submitted to the membership of FMCA by publication of its text in the FMCA publication, along with an appropriate ballot.
4. Action on Referenda:
 - A. Ninety (90) days from the magazine’s mailing date, the ballots returned shall be validated, counted and the results announced.
 - B. It shall require an affirmative vote of at least a majority of the votes returned by the membership to adopt any change in the Constitution. Amendments adopted take effect immediately, and shall be published in the FMCA publication.

ARTICLE XI DISCONTINUANCE OF FMCA

FMCA shall not be discontinued by any method, other than that as specified in the Bylaws. **FMC**