

Tennessee Motor Coach Association (Updated 2016)

Bylaws

Name of the organization

Object or Purpose

Members

Board of Directors

Officers

Meetings

Committees

Parliamentary Authority

Amendment of Bylaws

Dissolution

ARTICLE I

NAME AND OFFICE

Name. The name of this organization shall be the Tennessee Motor Coach Association Incorporated. This organization hereinafter shall be referred to as "TMCA"

Location. the location and registered office of the organization , , shall be at designated by the Board of Directors.

ARTICLE II

OBJECT or PURPOSE

TMCA is organized to:

Promote and encourage safety and develop clear understanding in commercial passenger transportation between operators and the Tennessee Department of Transportation and Tennessee division of the Federal Motor Carrier Safety Administration.

Promote the general welfare of its members through and by such means as the Association shall determine from time to time.

Engage in any lawful business activities through conventions, educational and/or safety programs, and social activities to bring about a greater awareness of the industry.

ARTICLE III

Membership

Application for membership shall be made in the manner prescribed by the board of directors. The association shall have the following classifications of membership.

Operator Member. Any person, firm, or corporation owning and/or operating motorcoaches as defined by the U.S. Department of Transportation with domiciled office within the State of Tennessee with the purpose of transporting passengers .

Affiliated Operator. Any person, firm, or corporation, owning and/or operating motorcoaches as defined by the U.S. Department of Transportation headquartered outside of Tennessee with the purpose of transporting passengers .

Associate. Any person, firm or corporation engaged in the business of manufacturing, selling or servicing motorcoaches or allied equipment, provides tour and travel services and/or travel-related ancillary services to charter-party carriers and/or passenger-stage corporations.

Emeritus. Any person who has retired from the industry and requests to continue activity in the association. This membership requires board approval and is non-voting.

,

2.2 Approval of Members. Upon receipt of payment and a complete application, the Board of Directors will approve or disapprove applicants at the next board meeting. If any board member casts a negative vote on a new member, they must supply a detailed reason. The membership will be on hold until the Board convenes to discuss the discrepancy. Following the board discussion, a ballot vote will be taken. If the simple majority vote in the negative the prospective member will be declined at that time. .

2.3 Resignation of Members. A company member may resign from TMCA at any time; effective on the date notice is received .

2.4 Expulsion and Suspension. -A member may be suspended or expelled for causes such as violation of the Bylaws, Code of Ethics, failure to remit annual dues or other fees on a timely basis, or failure to maintain the requirements for membership. The member may be expelled or suspended by a simple majority of the Board of Directors after the member is provided notice of action at least fifteen (15) days before final action is taken. . The notice shall include the time and place of the meeting at which withdrawal is being considered, and the member shall have the opportunity to appear in person and present any defense before action is taken.

2.5

2.5 Dues

Members shall pay the Annual Dues established by the Board of Directors.

Membership dues will be assessed according to the membership categories:

Membership renewal date will be determined by the Board of Directors.

2.6 Voting. Each member in good standing is eligible to vote in the affairs of the association.

ARTICLE IV

Board of Directors

5.1 General Powers. The business and affairs of the TMCA shall be charged by the Board of Directors. The Directors shall determine the organizational policies or changes therein within the limits of the Bylaws, actively prosecute its purposes, and have discretion in the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may deem necessary.

5.2 Members and Terms. The Board of Directors shall be comprised of a minimum of three officers; the President, Vice President and the Immediate Past President and thirteen (13) directors. In the event of a vacancy on the Board, an interim appointee will be chosen from the nomination report at the last Annual Meeting, by majority vote of the Board. . The thirteen (13) directors will be made up of six (6) Tennessee Based Operator Companies and serve a three (3) years term; two (2) Affiliated Operator Companies serve a two (2) year term; two (2) Tour Planner Members serve a two (2) year term; one (1) Associate Member Tour & Travel, one (1) Associate Member Supplier, and one (1) Associate Member OEM (original equipment manufacturer). serve a one-year term. No more than one company representative may be on the Board , . . Emeritus board members may be invited by the board in a nonvoting, advisory capacity.

5.3 Election of Directors. ; The board seats with expired terms shall be elected at the annual meeting of members each year. The Annual Meeting Notice of time and place shall be provided to the membership at least thirty (30) days prior. Newly elected directors will assume their office at the close of the Annual Business Meeting.

Eligibility

A fully paid Active Operator member is eligible for election to the TMCA Board of Directors. No Operator Member company shall be represented by more than one individual on the Board at any one time.

5.4 Ex-Officio Directors. The secretary, treasurer, and executive director shall serve as ex-officio members of the Board of Directors. Ex-Officio Directors shall have no voting power. .

5.5 Removal. Any director may be removed with cause by a vote of a majority of the regular members. If any directors are removed, new directors may be elected at the same meeting. .

5.6 Vacancies. Any vacancy occurring in a Director position may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill the vacancy shall be elected for the unexpired term of the office.

5.7 Compensation. Members of the Board shall not receive any compensation for their services on the Board, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

ARTICLE V

Officers

6.1 Officers. The officers of TMCA shall consist of a President, Vice President, Secretary, and Treasurer, and Immediate Past President. . No officer may act in more than one capacity where the actions of two or more officers are required.

6.2 Election and Term. The officers of TMCA shall be elected by the board members and serve a two-year term.

6.4

6.3 Duties.

President. The President shall be chief executive officer of TMCA and shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall have general supervision, direction and control of the business and affairs of the association. The President shall preside at all membership, Committee, and Board of Directors meetings. In addition, they shall perform all duties as assigned by the Board of Directors. Except as otherwise specifically provided, the President and the Secretary shall execute all deeds, bonds, and contracts of TMCA. With approval of the Executive Committee, the Executive Director of TMCA, may execute deeds, bonds and contracts of TMCA.

Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. At the conclusion of the President's term of office, the Vice President automatically succeeds to the office of President.

Secretary. The Secretary shall keep the minutes of the general membership and Board of Directors meetings. When requested, they shall also act as secretary of the meeting of any committee. The Secretary shall maintain all minutes on file, keep a full and complete record of the proceedings of the Board of Directors, have custody of the deeds, leases, contracts and other important TMCA documents and books, records, and papers of TMCA relating to its organization and management as a Corporation. The Secretary shall have custody of the seal of TMCA and affix it to papers and instruments as may be required in the regular course of business.

The Secretary shall keep a register of each member by member category and a membership count report filed regularly with the Board of Directors. The Secretary may perform other duties from time to time as may be assigned by the President or by the Board of Directors .

Treasurer. The Treasurer will keep or cause to be kept a full and accurate account of all receipts and disbursements of WSBA. The Treasurer shall see that or cause to see that reports on the financial condition of WSBA are prepared monthly and for each meeting of the Board of Directors.

The Treasurer shall review the WSBA books annually, arrange for an audit or review when appropriate, and be responsible for or cause to see that all required government reports are filed. The books shall be open at all times for inspection by the Board of Directors.

Immediate Past-President.

The Immediate Past-President shall serve as a member of the Board and Chairperson of the Nominations Committee and shall serve in other capacities as requested by the board upon mutual agreement.

Article VI

Meetings

4.1 Place of Meeting. All meetings of members shall be held , as designated by the Board of Directors.

4.2 Annual Meetings. The annual meeting of members, , shall be held at the time and place designated by the Board of Directors. notice of the meeting shall be sent to the members no less than thirty (30) days prior to such meeting, and shall include the time and place, agenda, and list of Officers and Directors of TMCA.

4.3 Special Meetings. Special meetings for any purpose may be called by the President or upon written request of at least 5 (five) members. Notice of the meeting will be provided immediately after being scheduled, indicating the time, place, and purpose of the meeting.

4.4

[Roberts Rules of Order for the meeting process is not meant to be quoted in bylaws.]

4.5 Quorum. A simple majority of the TMCA membership present in person or by written proxy at any scheduled TMCA meeting shall constitute a quorum .

4.6 Proxies. Members may vote through a representative authorized by a written proxy executed by the member A proxy is not valid after the meeting adjourns.

4.7 Is this really desired?

7.1 Regular Meetings. A regular meeting of the Board of Directors shall be held immediately before or after, and at the same place as, and general membership meeting. In addition, the Board of Directors may provide, by resolution, the time and place within or without the State of Tennessee for the holding of additional regular meeting.

7.2 Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. Such a meeting may be held within or out the State of Tennessee as fixed by the person or person calling the meeting.

7.3 Notice of Meetings. Regular meeting of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication. Notice of a regular or special meeting need not specify the purpose for which the meeting is called.

7.4 Quorum. A majority of the directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7.5 Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7.6 Presumption of Assent. A director of the TMCA who is present at a meeting of the Board of Directors at which acting on any TMCA matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files written dissent to such action with the Secretary before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the TMCA immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

7.7 Informal Action by Directors. Action taken by a majority of the directors without a meeting is never less action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

7.8 Participation by Telephone. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communication device that allows all persons participating in the meeting to hear each other. Participation by this means shall be deemed presence in person at the meeting.

ARTICLE VII

Committees

8.1 Executive Committee. (a) The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate from among its members an Executive Committee, which shall consist of not less than three Directors, including, but not limited to, the President and Vice President. When the Board of Directors is not in season, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by the bylaws, provided that the Executive Committee Shall not have power:

- (I) To approve an amendment to the Articles of Incorporation of the TMCA;
- (II) To approve a plan of dissolution, merger or consolidation;
- (III) To approve the sale, lease or exchange of all or substantially all of the property of the TMCA;
- (IV) To fill vacancies in the Board of Directors;
- (V) To fix the compensation of directors for serving on the Board of Directors or any committee;
- (VI) To attend or repeal the bylaws, or adopt new bylaws;
- (VII) To amend, or repeal any resolution of the Board of Directors which by its terms is not so amendable or repealed; or
- (VIII) To take any action expressly prohibited in a resolution of the Board of Directors.

(b) The Executive Committee shall report at a regular or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board of Directors since the last regular or special meeting of the Board of Directors.

8.2 Nominating Committee. The nominating committee shall consist of the President, Vice-President, and Immediate Past President.

8.3 Other Committees. The Board of Directors by a duly adopted resolution or the President in the furtherance of their executive duties may establish such other standing or special committees as they might deem advisable, consisting of not less than two directors. The members, term and authority of such committees shall be as set forth in Board resolutions or Presidential actions establishing them.

8.4 Meetings. Regular and special meetings of any committee established pursuant to the Article VII may be called and held subject to the same requirements with respect to time, place and notice as are specified in these bylaws for regular and special meeting of the Board of Directors.

8.5 Quorum and Manner of Action. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

8.6 Resignation and Removal. Any member of the Board of Director's or President's committee may resign at any time by given written notice of his intention to do so to the President or the Secretary of the TMCA, or may be removed, with reasonable cause, at any time by the Board of Directors or President, whichever originally appointed the member.

8.7 Vacancies. Any vacancy occurring in a committee resulting from any cause whatever may be filled by the Board of Directors or President, whoever established the committee.

ARTICLE VIII

Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the business proceedings of TMCA except when otherwise specified in these Bylaws.

ARTICLE IX

Amendments to Bylaws

Adoption of Bylaws - These bylaws shall be adopted by the affirmative vote of a majority of the entire Board of Directors.

Amendment of Bylaws - Except as otherwise provided by law, by the Articles of Incorporation or herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors. Any proposed bylaw amendment shall have been submitted to the entire Board at least twenty days prior to the meeting at which bylaw changes are proposed to be adopted.

ARTICLE X

Dissolution

In the event of the dissolution of the association, the assets shall be liquidated and distributed to charity(s) from a list of recommendations by the board. No funds shall inure to the benefit of individual members.