

Tennessee Motor Coach Association

Bylaws

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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 designated by the Board of Directors.

ARTICLE II

PURPOSE

TMCA is organized to:

1. 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.
2. Promote the general welfare of its members through and by such means as the Association shall determine from time to time.
3. 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.

1. **Operator.** Any person, firm, or corporation owning and/or operating motorcoaches as defined by the U.S. Department of Transportation and a domiciled office within the State of Tennessee with the purpose of transporting passengers.
2. **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.
3. **Associate.** Any person, firm or corporation engaged in the business of manufacturing, selling, or servicing motorcoaches or equipment, providing tour and travel services and/or travel-related ancillary services to charter-party carriers and/or passenger-stage corporations.
4. **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.

Upon receipt of payment and a complete application, the Board of Directors will approve or disapprove applicants at the next regular board meeting. The membership is retained by the person or corporation, whichever provided payment for the membership dues. If any board member casts a negative vote on a new member, they must supply a detailed reason. The membership status will be incomplete 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.

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

Expulsion and Suspension. A member may be suspended or expelled for failure to maintain the requirements for membership. The member may additionally 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 board meeting at which withdrawal is being considered, and the member shall have the opportunity to appear in person or provide defense documentation before action is taken.

Dues

1. Members shall pay the Annual Dues established by the Board of Directors.
2. Membership dues will be assessed according to the membership categories.
3. Membership renewal date will be determined by the Board of Directors.

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

ARTICLE IV

BOARD OF DIRECTORS

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.

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 fifteen (15) directors. In the event of a vacancy on the Board, an interim appointee may be chosen from the nomination report at the last Annual Meeting, by majority vote of the Board. The fifteen (15) directors will be made up of six (6) Tennessee Based Operator Companies and serve a three (3) year term. Two-year terms are available for the following membership types: two (2) Affiliated Operator Companies; two (2) Tour Planners; one (1) Supplier; two (2) Tour & Travel Suppliers. A one-year term is available to one (1) OEM representative (original equipment manufacturer) and one (1) DMO representative for the following annual conference destination. No more than one company representative may be on the Board at any one time. Emeritus board members may be invited by the board in a nonvoting, advisory capacity.

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, place and nominations for directors 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 and begin serving immediately.

Eligibility.

A fully paid Active Operator member is eligible for election to the TMCA Board of Directors for a three-year term. Fully paid active Affiliate Operators, Tour Planners, Suppliers, and OEM representatives are eligible for election to the board for a two-year seat.

Vice President.

A nominee for the seat of Vice President must be a Motorcoach Operator Member who has served on the Board of Directors for a minimum of one (1) full year within the previous three (3) years prior to nomination.

Meetings.

1. The Board of Directors shall meet at least annually at the site of the Annual Meeting and shall report its actions to the membership.
2. Additional meetings may be held when the Board deems them necessary.
3. Each member of the governing body is required to attend at least three meetings per year to maintain eligibility of serving on the board. If a member fails to meet this requirement, the board of directors may ask the member to step down.

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.

Vacancies. Any vacancy occurring in a Director position may be filled by the affirmative vote of a simple 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.

Board Seats. Each Director is elected as an individual and serves in their personal capacity. A Board seat belongs to the elected Director and not to the Director's employer or member company. A member company has no authority to appoint or replace a Director. If a Director resigns, is removed, or otherwise vacates the office, the vacancy shall be filled in accordance with these bylaws.

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**

The officers are the Executive Board of TMCA and 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. The Executive Board shall report at the next regular or special meeting of the Board of Directors, all actions taken on behalf of the Board of Directors since the last regular or special meeting.

Election and Term. The President, Vice-President, and Immediate Past President officers serve a two-year term in each position, consecutively, starting when elected as Vice-President. The Secretary or Treasurer prescribed duties may be delegated to the office of the Executive Director by action of the Board of Directors.

Duties.

1. 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 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 Board, the Executive Director of TMCA, may execute deeds, bonds, and contracts of TMCA. At the conclusion of the term in office, the President automatically succeeds to Immediate Past President.
2. 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.
3. 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 retain all minutes on file, keep a full and complete record of the proceedings of the Board of Directors, have custody of any deeds, leases, contracts, all organization documents including books, records, and papers relating to the organization and management. 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 as may be assigned by the President or by the Board of Directors.
4. Treasurer. The Treasurer will keep or cause to be kept a full and accurate account of all receipts and disbursements of TMCA. The Treasurer shall see that reports on the financial condition of TMCA are prepared as requested by a board member and provided at each meeting of the Board of Directors. The Treasurer shall review the TMCA books annually, arrange for an audit or review when appropriate, and be responsible for filing all required government reports. The books shall be open at all times for inspection by the Board of Directors.

5. Immediate Past President. The Immediate Past President shall serve as a member of the Board. They shall serve in other capacities as requested by the board upon mutual agreement.

ARTICLE VI **MEETINGS**

Place of Meeting. All meetings of members shall be held at a location designated by the Board of Directors.

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, nomination lists and nominating form.

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.

Quorum. A simple majority of the TMCA membership present in person or by written proxy at any scheduled TMCA meeting shall constitute a quorum. The Board of Directors meeting votes shall be conducted by board members only.

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

ARTICLE VII **COMMITTEES**

The President may appoint such committees as they deem advisable to assist in the advancement of TMCA, if not otherwise stated in these bylaws.

Nominating Committee. The nominating committee shall consist of the President, Secretary, Treasurer, and one board member whose term is not expiring at the current election, to be determined by the President.

Resignation and Removal. Committee members may resign by written notice to the President or Secretary or may be removed with reasonable cause at any time by the Board of Directors or President, whichever originally appointed the member.

Vacancies. Any vacancy occurring in a committee 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**

Adoption of Bylaws. These bylaws shall be adopted by affirmative vote of a simple 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 simple majority of the entire Board of Directors. Any proposed bylaw amendment shall have been submitted to the entire Board at least ten 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 benefit individual members.