

**BYLAWS  
OF  
NATIONAL ASSOCIATION OF MOTORCOACH OPERATORS' INC**

Adopted: February 9, 2010  
Amended April 14, 2020

**ARTICLE I  
NAME AND LOCATION**

The name of the Corporation shall be **NATIONAL ASSOCIATION OF MOTORCOACH OPERATORS** (the "Association"). The principal office of the Association in the State of Virginia shall be in, City of Alexandria (P.O Box 320266, Alexandria, VA 22320). The Association may have such other offices, either within or without the State of Maryland, as the Board of Directors may designate or as the business of the Association may require from time to time.

**ARTICLE II  
PURPOSE**

**THE PURPOSE OF THE CORPORATION SHALL BE TO:**

- (a) Advocate and promote fairness/protection for members.
- (b) Promote and provide success models.
- (c) Promote networking.
- (d) Promote and provide safety awareness.
- (e) Promote standards of superior service
- (f) Become transportation solution providers.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1. MEMBERSHIP CLASSIFICATIONS.**

- a. Active Members
- b. Associate Members
- c. Honorary Members

**SECTION 2. ACTIVE MEMBER.** Any individual, firm, corporation, or business venture owning and/or lawfully operating one or more motor coaches. Member companies must be engaged in the business of transporting passengers in commercial motor vehicles within the United States and Canada. They must operate within D.O.T. Rules and regulations.

**SECTION 3. ASSOCIATE MEMBER.** Any individual, firm, corporation, or business venture engaged in any major business incident to the Motorcoach Industry.

**SECTION 4. HONORARY MEMBER.** A membership awarded by the Board of Directors to any individual, firm, corporation, or business venture who has made an exemplary contribution to the Motorcoach Industry.

**SECTION 5. APPLICATION FOR MEMBERSHIP.**

- a. Application for membership as an active member in the Association shall be made in writing, accompanied by such information as determined appropriate by the Board of Directors from time to time.
- b. Application for membership as an associate member in the Association shall be made in writing, accompanied by such information as determined appropriate by the Board of Directors from time to time.
- c. Application for membership in the Association shall be accompanied by the number of prescribed dues. Upon acceptance to the Association, members shall abide by the Articles of Incorporation /Bylaws of the Association and faithfully discharge all duties and obligations imposed thereby its members.
- d. Application for membership in the Association shall be forwarded to the Association's office. The application shall be approved or rejected as determined by the Board of Directors.

**SECTION 6. DUES.**

- a. Annual dues for all membership classifications shall be as determined by the Board of Directors.
- b. Honorary members shall pay no dues.
- c. The fiscal year of the Association shall be set by the Board of Directors.

**SECTION 7. VOTING PRIVILEGES.**

- a. Active members in good standing shall have one vote for the purpose of deciding such issues proposed for membership vote. Each active member/member company (firm, corporation, or business venture) is entitled to only one vote (in person or by written proxy).
- b. Associate members shall have no voting privileges.
- c. Honorary members shall have no voting privileges.

**SECTION 8. EXPULSION OR SUSPENSION OF MEMBERS.**

Any class of Member maybe expelled or suspended in the best interest of the Association for good cause show, by no less than a three-fourths vote of the Board of Directors at an open meeting called for this purpose. Charges for suspending or expelling a Member must be brought by an Active Member in good standing and shall be read and heard by the Board of Directors not less than thirty (30) days after notice of the specific charges filed against such Member and the time and place of such meeting has been given to the Member involved and the Members of the Board of Directors by

the Secretary. A full opportunity to be heard shall be afforded all parties concerned, with or without representation. After a full hearing, a final decision shall be rendered by the Board of Directors.

#### **SECTION 9. MEMBERSHIP MEETINGS.**

- a. **ANNUAL MEETINGS.** An annual meeting/conference of the Association shall be held at such place and at such time each year as the Board of Directors may decide, for the transaction of such business as may come before the meeting. Each member shall be given notice at least sixty (60) days prior to such meeting.
- b. **SPECIAL MEETINGS.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman, by the Board of Directors, or not less than fifty-one (51) percent of the Active Members. At a Special Meeting, no business shall be transacted, and no action shall be taken other than that stated in the notice of such meeting.
- c. **NOTICE OF MEETINGS.** Written notice stating the place, day, and hour of Special meetings, Committee meetings, and conference calls shall be provided to the appropriate members at least fifteen (15) days before the date of the meeting/conference call. In the case of a Special meeting, the purpose, or purposes for which the meeting is called shall unless otherwise prescribed by statute be stated within the notice.
- d. **SPECIAL BALLOTING.** Whenever, in the judgment of the Board of Directors, it is advisable to submit any question to the membership for formal decision, without convening a special meeting for the purpose, the Board of Directors may submit such question to the voting members of the Association by a mail, facsimile, or electronic ballot. Thirty (30) days shall be given for the return of ballots. A simple majority of the votes cast shall be decisive on any question thus submitted, (excluding amendments to the Bylaws).

**SECTION 10. QUORUM.** One-third of the Active Members in person or by proxy shall constitute a quorum for the transaction of business.

#### **ARTICLE IV BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The business and affairs of the Association shall be managed by its Board of Directors and except as otherwise expressly provided by law or by these By-Laws all the powers of the Association shall be vested in said Board. The officers on the Board of Directors shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, Sergeant-At-Arms, and Chaplain. These positions are elected by majority

vote of the Board of Directors every two years during the Annual Meeting/Conference.

#### **SECTION 2. OFFICERS**

- a. **Chairman.** The Chairman shall serve a two (2) year term and shall preside at meetings of the Board of Directors. He/she shall perform all duties incident to the office of Chairman, exercise executive management control over the affairs of the Association and shall perform other duties as may be prescribed by the Board of Directors from time to time.
- b. **Vice Chairman.** The Vice Chairman shall preside at Board Meetings in the absence of the Chairman. In the event the Chairman becomes incapacitated or unable to fulfill his/her duties, the Vice Chairman assumes the office of Chairman. The Vice Chairman shall preside as Chairman of at least one of the Association's Standing Committees. The Vice Chairman shall also perform other duties as may be prescribed by the Chairman or by the Board of Directors.
- c. **Secretary.** The Secretary shall be responsible for the minutes of the meetings of the Board of Directors; shall confer with the other Standing Committees; and in general, shall perform all duties incident to the office of Secretary. The Secretary shall also perform other duties as may be assigned to him/her by the Chairman or by the Board of Directors.
- d. **Treasurer.** The Treasurer shall be responsible for the financial books and records of the Association; and preside as the Chairman of the Finance Committee. The Treasurer shall also perform all duties incident to the office of Treasurer and such duties as may be assigned to him/her by the Board of Directors.
- e. **Sergeant-at-Arms.** The Sergeant-at-Arms shall be responsible for insuring order during all Association meetings. He/she acts as the Association's chief parliamentarian and shall decide all issues of parliamentary procedure according to Robert's Rules of Order. The Sergeant-at-Arms shall also perform such duties as may be assigned to him/her by the Board of Directors.
- f. **Chaplain.** The Chaplain shall be responsible for opening and closing prayer at all meetings and general sessions of the Association. He/she shall provide spiritual guidance and insight to the Association. The Chaplain shall offer spiritual support to members of the Association during crisis, bereavement, or as the need arises. He/she shall also

perform other duties as may be assigned to him/her by the Board of Directors.

### **SECTION 3. NUMBER, TENURE, QUALIFICATIONS, AND NOMINATIONS.**

- a. **NUMBER.** The number of directors of the Association shall consist of eleven ~~(11)~~ (13) Active Members and one (1) Associate Member (appointed by the Board of Directors).
- b. **TENURE.** The terms of office for all Board of Directors shall be three (3) years staggered.
- c. **QUALIFICATIONS.** A member shall not be qualified to serve on the Board of Directors unless he/she has been a member in good standing for a minimum of two (2) years prior to his/her nomination and has served on an association committee at least one (1) year.
- d. **NOMINATIONS.** All nominations for election shall be made in writing by any active member in good standing.

**SECTION 4. ELECTION OF DIRECTORS.** The Directors shall be elected from the Active membership. Four (4) directors shall be elected each year (for two consecutive years) and three (3) directors shall be elected on the third year. Any active member who desires an election to the board of directors shall request his/her intention in writing to the Association not later than March 30th of the year in which he/she intends to run for election. The elections shall be completed no later than 30 days prior to the Annual Meeting/Conference. Newly elected Board of Directors shall be seated at the next Annual Meeting/Conference. Should the Board be unable to secure new qualified directors each year, a director who would otherwise be rotated from the Board may be permitted by the Board of Directors to serve an additional term.

**SECTION 5. REMOVAL OF DIRECTORS.** All directors are required to attend at least 50% of the Association's Board Meetings in person or face removal from the Board by a majority vote of the Board of Directors. Extenuating circumstances may be considered by the Board before invoking removal of a member in such an action. Any director may face removal from the Board for "conduct detrimental to the good of the Association" by a majority vote of the Board of Directors. Any appeals in this case, will be heard by the Board of Directors. The decision by the Board of Directors in all appeals is final.

**SECTION 6. BOARD VACANCIES.** Any vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise shall be appointed by the Board of Directors for the unexpired term.

**SECTION 7. REGULAR MEETINGS.** The Board of Directors shall provide the time and place for the holding of regular meetings, by resolution or upon the call of the Chairman. The Secretary or representative performing

his/her duties shall give due notice by telephone, fax, email or letter of all meetings of the Directors.

**SECTION 8. SPECIAL MEETINGS/CONFERENCE CALLS.** Special meetings and or conference calls of the Board of Directors may be called by or at the request of the Chairman or any two Directors. The person or persons authorized to call special meetings/conference calls of the Board of Directors may fix the place and time for the event.

**SECTION 9. Compensation.** The Board of Directors shall determine the Compensation, if any of an Officer or Employee of the Association.

### **ARTICLE V COMMITTEES**

**Section 1. Finance Committee.** The Finance Committee is a standing committee comprised of at least three (3) and not more than five (5) members knowledgeable in business matters and good accounting practices. The committee is responsible for reviewing and providing guidance for the organization's financial matters. Specifically, the committee assures internal controls, independent audit, and financial analysis for the Association. This committee shall review all financial statements and reports on financial activity to the full board. This committee shall regularly review the organization's revenues and expenditures, balance sheet, investments and other matters related to its continued solvency. The Finance Committee shall develop the annual budget and submit it to the full Board for approval. The Chairman of the Finance Committee shall be the Treasurer of the Board of Directors. The Finance Committee's duties also include other duties as may be assigned by the Board of Directors.

**Section 2. Legislative Committee.** The Legislative Committee is a standing committee comprised of at least three (3) members. The committee is responsible for coordinating legislative involvement, promptly communicating with the officers and membership about state or federal legislation concerning the motorcoach industry and encouraging understanding and involvement of members in the legislative process. The members of the committee are responsible for representing the Association at legislative functions concerning the welfare of our industry. The Chairman of the Legislative Committee shall be a member of the Board of Directors. The Legislative Committee's duties also include other duties as may be assigned by the Board of Directors.

**Section 3. Marketing/Membership Committee.** The Marketing/Membership committee is a standing committee comprised of at least five (5) members.

The committee's responsibility is to welcome all new members into the Association. The committee members communicate with individuals/companies that have requested information regarding the Association. This committee is also responsible for the marketing efforts of the Association. The committee shall approve all published brochures for conferences and or events. The committee shall also ensure that association events and news are published in appropriate trade journals, newspapers, and publications. The Chairman of the Marketing/Membership Committee shall be a member of the Board of Directors. The Marketing/Membership Committee's duties also include other duties as may be assigned by the Board of Directors. When applicable, the committee shall collaborate its efforts with the association management firm hired by the Association so as to avoid a duplication of tasks.

**Section 4. Nominating Committee.** The Nominating Committee is a standing committee comprised of at least five (5) members. The committee's responsibility is to lead the recruitment process for suitable members for the board. Other duties include:

- Becoming familiar with the association by-laws and policies regarding recruiting and nominating new board members
- Ensuring the board and individual board members are evaluated on a regular basis
- Maintaining records of current directors' skills, experiences, and terms of service
- Screening suitable candidates according to the nominating criteria and recommending successful individuals to the board of directors and
- Ensuring the new board members receive proper orientation and other necessary training.

The Chairman of the Nominating Committee shall be a member of the Board of Directors. The Nominating Committee's duties also include other duties as may be assigned by the Board of Directors. When applicable, the committee shall collaborate its efforts with the association management firm hired by the Association to avoid a duplication of tasks.

**Section 5. Meetings Committee.** The Meetings Committee is a standing committee comprised of at least five (5) members. The committee's responsibility is to give input on site selection, keynote speakers, scheduling and programming of the annual conference that is consistent to the Association's short/long range plan objectives.

**Goals**

- Look at meeting & conference schedule
- Select keynote speaker
- Involve local members in Annual event

- Support all stakeholders (exhibitors, attendees, and organization) with the annual conference
- Review conference survey

The Meetings Committee will meet on a quarterly basis. Pre-site visits may sometimes be required. The committee chairman will produce a conference planning report prior to every formal board meeting and will send to all committee members for their input. The Chairman of the Meetings Committee shall be a member of the Board of Directors. The Nominating Committee's duties shall also include other duties as may be assigned by the Board of Directors. When applicable, the committee shall collaborate its efforts with the association management firm hired by the Association to avoid a duplication of tasks.

#### **ARTICLE VI INDEMNITY**

**SECTION 1.** Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding to which he/she may be made a party. This provision includes any person that serves or was serving at the request of the Association as a director, officer, employee, or agent of the Association at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association.

**SECTION 2.** The Association shall provide to any person who is or was a director, officer, employee, or agent of the Association the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

**SECTION 3.** The Board of Directors shall direct the purchase of liability insurance by way of implementing the provisions of this Article.

#### **ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. Contracts.** The Board of Directors shall authorize any officer(s) or agent(s) to enter any contract or execute and deliver an instrument in the name of and on behalf of the Association. Such Authority may be general or confined to specific instances.

**SECTION 2. Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless

authorized by the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3. Checks/Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agent(s) of Association and in such manner as shall from time to time be determined by the Board of Directors.

**SECTION 4. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trusted companies or other depositories as the Board of Directors shall select.

**ARTICLE VIII  
CORPORATE SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

**ARTICLE IX  
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever an notice is required to be given to any shareholder or director of the Association under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X  
AMMENDMENTS**

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meetings of the Board of Directors. The above By-Laws are certified to have been adopted by the Board of Directors of the Association on the 9t day of February 2010.



Marcia Milton, Chairperson National Association of Motorcoach Operators  
By-Laws/NAMO /Amended April 14, 2020