

# Bylaws

## SCOPE AND PURPOSE

To promote and improve the motorcoach industry of Alabama through the collective efforts and activities of its members and to enhance the safety and image of motorcoach travel in Alabama.

## ARTICLE I. OFFICES

### SECTION 1. Principal Office.

The principal office of the Alabama Motorcoach Association, hereinafter called the AMA, shall be located at the address of the Executive Director, or at such other location designated by the Board of Directors.

### SECTION 2. Registered Offices.

The registered office of the AMA, required by law to be maintained in the State of Alabama may be, but need not be, identical with the principal office.

### SECTION 3. Other Offices.

The AMA may have offices at such other places within the State of Alabama, as the Board of Directors may designate or as the affairs of the AMA may require from time to time.

## ARTICLE II. MEMBERS

### SECTION 1. Operator Members.

Any Alabama motorcoach owner and operator desiring consideration for operator membership in AMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

1A. The applicant has:

- (1) been certified as a motorcoach owner and operator conducting business within Alabama;
- (2) been qualified under applicable federal and state operating authority requirements; and
- (3) been properly and adequately insured as a motorcoach owner and operator.

1B. The applicant has read, understood and signed a copy of the most recent version of the AMA Code of Ethics for Operator Members ("Code of Ethics"), the

terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any operator applying for membership.

## **SECTION 2. Associate Members.**

Any person, firm, trade association, partnership or corporation desiring consideration for associate membership in AMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

2A. The applicant, for a minimum of one year before application date, has continuously been engaged in a business, which supplies products or services of interest to operator members of AMA, but does not own or operate motor coaches.

2B. The applicant has obtained two letters of recommendation from current members.

2C. The applicant has read, understood and signed a copy of the most recent version of the AMA Code of Ethics for Associate Members ('Code of Ethics'), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any Associate applying for membership.

## **SECTION 3. Tour Operator Members**

Tour Operator is defined as a person or company who plans or packages tours requiring charter services and, in some circumstances, other services offered by the motorcoach owners/operators. Tour Operator Members shall have all privileges afforded Associate Members and shall be granted market place privileges as a buyer. Any person, or company described above desiring consideration for associate membership in AMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

3A. The applicant, for a minimum of one year before application, has been packaging tours requiring charter services of operator members of AMA, but does not own or operate motor coaches.

3B. The applicant has obtained two letters of recommendation from current members.

3C. The applicant has read, understood and signed a copy of the most recent version of the AMA Code of Ethics for Tour Operator Members ('Code of Ethics'), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any Tour Operator applying for

membership.

3D. The applicant has provided a copy of his/her business license and a federal identification number or Social Security number.

#### **SECTION 4. Non-Resident Operator Members.**

Any motorcoach owner and operator from a state other than Alabama desiring consideration for operator membership in AMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

4A. The applicant, for a minimum of one year before the application date, has continuously:

- (1) been certified as a motorcoach owner and operator;
- (2) been a member of their home state association, if one exists;
- (3) qualified under applicable federal and state operating authority requirements; and
- (4) been properly and adequately insured as a motorcoach owner and operator.

4B. The applicant has obtained two letters of recommendation from current AMA operator members.

4C. The applicant has read, understood and signed a copy of the most recent version of the AMA Code of Ethics for Operator Members ("Code of Ethics"), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any operator applying for membership.

4D. The applicant has otherwise complied with any other membership qualification requirements determined by the Board of Directors.

4E. Non-Resident Operator Members shall enjoy all of the rights and privileges of a in-state Operator member with the following exceptions:

- (1) Non-Resident Operator Members will have no voting rights.
- (2) Non-Resident Operator Members may not serve on the Board of Directors.
- (3) Non-Resident Operator Members may not issue letters of recommendation for the purpose of qualifying other memberships in AMA.

4F. Non-Resident Operator Membership applications must be considered at physical meetings of the AMA Board of Directors.

#### **Section 5. Life Member**

Any person, who performs an exceptional act to the motorcoach industry in the state of Alabama and has retired, shall be eligible for Life Membership, as

approved by the majority of the members of the board of directors. Life members shall be granted waiver of dues and registration fees for the annual membership meeting and any other event sponsored by the Alabama Motorcoach Association.

### **SECTION 6. Admission to Membership**

Upon receipt of a complete membership application, the Board of Directors shall determine whether the applicant has satisfied the applicable membership criteria and, upon majority vote admit or deny membership to the applicant. In the event of an admission to membership, the applicant shall become a member upon payment of annual dues for the next membership year. In the event of a denial of membership, the Board of Directors shall promptly notify the applicant in writing of the reasons for such denial and provide an opportunity to submit, within ten days, a written request for reconsideration of its application addressing the reasons for such denial. At its regular meetings, after receiving a written request for reconsideration the Board of Directors shall review all membership application information and, upon majority vote, admit or deny membership to the applicant, which vote shall be final and binding.

### **SECTION 7. Resignation of Members.**

A member may by written notice resign from the AMA at any time, effective on the date such notice is received by the AMA.

### **SECTION 8. Censure, Suspension and Expulsion of Members.**

The Board of Directors shall, in its discretion, have the authority to censure, suspend or expel any operator or associate member for cause. For purposes of this Section 5, the term "cause" shall include, without limitation, a violation of the AMA Bylaws or the applicable Code of Ethics, failure to maintain compliance with applicable membership criteria, or failure to timely pay dues or other membership fees and assessments.

At any regular or special meeting, the Board of Directors shall, upon motion of any director or upon prior written request of any current member, review and consider information that may show or establish cause for censure, suspension or expulsion of a member. The Board of Directors may, in its sole discretion, determine that no cause for censure, suspension or expulsion exists or that further inquiry is justified, in which case the Board of Directors shall send written notice to the member subject to inquiry briefly summarizing the nature of the assertions against the member and the information on which they are based. The notice shall also request a written response within ten days. In addition, the

Board of Directors may conduct such other investigation as it deems appropriate. At its next regular or special meeting, the Board of Directors shall review and consider all information obtained or submitted with respect to the assertions against the member, including, without limitation, any response received from the member. The Board of Directors may, in its sole discretion, determine that no cause for censure, suspension or expulsion exists or notify the member in writing of a proposed action to censure, suspend or expel such member and the reasons therefore and setting a time and place for the member to appear before the Board of Directors in order to respond to the proposed action. The member may also submit any additional written information or materials prior to or at this meeting. Within ten days after such meeting, the Board of Directors shall in its discretion, determine, which determination shall be final, whether to censure, suspend or expel the member or to take no further action and issue a written notice of such decision to the member. Until final action to censure, suspend or expel a member shall be effective upon issuance of such notice. All information and communications regarding such matters shall be strictly confidential and revealed to no person other than the member subject to the action or his/her duly appointed agent or attorney, members of the Board and its attorney and employees, who shall be under confidential obligation.

## **ARTICLE III. DUES**

### **SECTION 1. Annual Dues.**

The Board of Directors may determine from time to time the amount of annual dues payable to the AMA by Operator, Associate and Tour Operator members. Membership dues may be waived, at the discretion of the Board of Directors, in special circumstances.

### **SECTION 2. Payment of Dues.**

Dues shall be payable in advance on or before the first day of February in each year.

### **SECTION 3. Default and Termination of Membership.**

When any member shall be in default in the payment of dues for a period of 30 days from February 1, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 5.

## **ARTICLE IV. GENERAL MEMBERSHIP MEETINGS**

### **SECTION 1. Place of Meetings.**

All meetings of members shall be held at such place, either within or without the State of Alabama, as may be designated by the AMA Board of Directors.

### **SECTION 2. Who can attend the meetings.**

Any regular member as defined in Article II, Section 1 and their full time, paid employees, any associate member as defined in Article II, Section 2 and their paid employees, and any Tour Operator member as defined in Article II, Section 3 and their paid employees.

### **SECTION 3. Annual Meetings.**

The annual meeting of members, for the election of Directors and the transaction of any other business properly brought before the meeting, shall be held at the time and place designated by the Board of Directors by written notice to the members no less than 15 days prior to such meeting.

### **SECTION 4. Special Meetings.**

Special meetings of the members for any purpose or purposes may be called at any time by the President or upon written request of at least 51% of the members stating the matters to be discussed or decided at said meetings

### **SECTION 5. Notice of Meetings.**

5A. Written or printed notice stating the place, day and hour of every general membership meeting shall be mailed to each member no less than 15 days nor more than 90 days before the date of the meeting. Notice shall be given by or at the direction of the President, the Board of Directors or other members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the record of members of the AMA, with postage prepaid.

5B. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called, and no business shall be transacted or AMA action taken other than that in the notice unless a waiver of notice is obtained from all members. In the case of regularly scheduled general membership, or substitute general meeting or other regularly scheduled meeting, the notice of meeting need not specifically state the business to be transacted thereat unless a statement is required by the provisions of applicable laws of the

State of Alabama.

5C. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

#### **SECTION 6. Quorum.**

A majority of the regular members of the AMA represented in person or by written proxy shall constitute a quorum at a general membership meeting.

#### **SECTION 7. Proxies.**

Regular members may vote through a representative either in person or by an agent authorized by written proxy executed by the regular member or by his/her duly authorized attorney in fact. A proxy is not valid after the expiration of 11 months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting. No proxy shall be valid after 10 years from the date of its execution.

#### **SECTION 8. Informal Action by Regular Members.**

Any action which may be taken at a general membership meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all regular members and filed with the Secretary to be kept as part of the AMA records, whether done before or after the action so taken.

### **ARTICLE V. BOARD OF DIRECTORS**

#### **SECTION 1. General Powers.**

The business and affairs of the AMA shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Article of Incorporation or these bylaws, all of the power of the AMA shall be vested in the Board of Directors.

#### **SECTION 2. Number, Term and Qualifications.**

The number of directors constituting the Board of Directors shall be eleven (11), five (5) of whom shall be the president, vice president, secretary, treasurer and the immediate past president, and six (6) directors who shall be elected to serve three-year terms with two director terms expiring each year. The directors shall

continue in office until their death, resignation, retirement, removal, disqualification, or their successor shall have been elected and qualified. No member company shall be represented by more than one individual on the Board at any one time. Not more than two seats on the board may be occupied by a representative of any company holding group.

### **SECTION 3. Election of Directors.**

Except as provided in Article V, Section 5 and 6, two (2) of the six (6) directors elected to serve a three (3) year term shall be elected at the annual meeting of members each year.

### **SECTION 4. Associate Directors.**

The Board of Directors may appoint as many as six associate members to serve as a member of the Board to represent the associate members. An associate member shall serve for a period of one (1) year beginning at the conclusion of the annual meeting. Associate Directors shall have voting power on the Board of Directors.

### **SECTION 5. Removal.**

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

### **SECTION 6. Vacancies.**

Any vacancy occurring in a Director position may be filled by 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 a vacancy shall be elected for the unexpired term of his/her predecessor in office.

### **SECTION 7. Compensation.**

The Board of Directors shall not compensate directors for their services as such but may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

## **ARTICLE VI. MEETINGS OF DIRECTORS**

### **SECTION 1. Regular Meetings.**

A regular meeting of the Board of Directors shall be held immediately before or after, and at the same place as, any general membership meeting. In addition, the Board of Directors may provide, by resolution, the time and place within or



without the State of Alabama for the holding of additional regular meetings.

## **SECTION 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 without the State of Alabama as fixed by the person calling the meeting.

## **SECTION 3. Notice of Meetings.**

Regular meetings 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 regular or special meeting need not specify the purpose for which the meeting is called. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed 10 days in any one adjournment.

## **SECTION 4. Waiver of Notice.**

Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary for the AMA records or as part of the minutes of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **SECTION 5. Quorum.**

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

## **SECTION 6. 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.

## **SECTION 7. Presumption of Assent.**

A director of the AMA who is present at a meeting of the Board of Directors at which action on any AMA matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she either files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his/her written dissent

by registered mail to the Secretary of the AMA immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

### **SECTION 8. Informal Action by Directors.**

Action taken by a majority of the directors without a meeting is nevertheless 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.

### **SECTION 9. Participation by Telephone.**

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

### **SECTION 10. Attendance by Directors.**

If a member of the Board of Directors fails to attend two consecutive meetings of the Board of Directors, service is terminated subject to review by the Board of Directors.

## **ARTICLE VII. COMMITTEES**

### **SECTION 1. Nominating Committee.**

The nominating committee shall be appointed by the President and approved by the Directors.

### **SECTION 2. Other Committees.**

The Board of Directors by a duly adopted resolution of 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, terms and authority of such committees shall be as set forth in Board resolutions or Presidential actions establishing them.

### **SECTION 3. Meetings.**

Regular and special meetings of any committee established pursuant to this 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

meetings of the Board of Directors.

#### **SECTION 4. Quorum and Manner of Acting.**

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.

#### **SECTION 5. Resignation and Removal.**

Any member of a Board of Directors' or President's committee may resign at any time by giving written notice of his/her intention to do so to the President or the Secretary of the AMA, or may be removed, with or without cause, at any time by the Board of Directors or President, whichever originally appointed the member.

#### **SECTION 6. Vacancies.**

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

### **ARTICLE VIII. OFFICERS**

#### **SECTION 1. Officers of the AMA.**

The officers of the AMA shall consist of a President, Vice-President, Secretary, Treasurer and Immediate Past President. Any two or more offices, except President, Secretary, and Treasurer, may be held by the same person. No officer may act in more than one capacity where the actions of two or more officers is required.

#### **SECTION 2. Election and Term.**

The officers of the AMA shall be elected as follows:

2A. President and Vice-President. The President and Vice-President shall be elected by the regular members at the annual meeting of members for a term of two (2) years and hold office until their death, resignation, retirement, removal or disqualification or until their successor shall have been elected and qualified.

2B. All Other Officers.

All other officers shall be elected by the Board of Directors and hold office for a term of one (1) year and may be re-elected without limitation on the number of terms, provided they are qualified and eligible and shall hold office until their death, resignation, retirement, removal or disqualification or until his/her

successor shall have been elected and qualified.

### **SECTION 3. Removal.**

Any officer or agent elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the AMA will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **SECTION 4. President.**

The President shall be the chief executive officer of the AMA and shall be primarily responsible for the implementation of policies of the Board of Directors. He/she shall have authority over the general management and direction of the business and operations of the AMA subject only to the ultimate authority of the Board of Directors. Except as otherwise provided in these bylaws or in the resolutions establishing such committees, he/she shall be an ex-officio member of all committees. The President shall preside at all AMA general membership and Board of Directors meetings. He/she may sign and execute in the name of the AMA bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the AMA or shall be required by law otherwise to be signed or executed. In addition, he/she shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him/her by the Board of Directors.

### **SECTION 5. Vice-President.**

The Vice-President shall have such powers and duties as may from time to time be assigned to him/her by the President or the Board of Directors. The Vice-President may sign and execute in the name of the AMA bonds, contracts, or other instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other officer or agent of the AMA or shall be required by law or otherwise to be signed or executed. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

### **SECTION 6. Secretary.**

The Secretary shall insure that the following duties and responsibilities are

performed:

6A. Take minutes of the general membership meetings, meetings of the Board of Directors and meetings of any committee.

6B. Maintain all minutes on file.

6C. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

6D. Maintain custody of deeds, leases, contracts and other important AMA documents and books, records and papers of the AMA relating to its organization and management as a corporation.

6E. Maintain the seal of the AMA and see that the seal of the AMA is affixed to all documents on behalf of the AMA and duly authorized under its seal.

6F. Maintain a register of the address of each member which shall be furnished by such member, maintain a record of the AMA's members including the name and address of all members at the registered office or principal place of business of AMA and prepare voting lists prior to each meeting of eligible voting members as required by law.

#### **SECTION 7. Treasurer.**

The Treasurer shall insure that the following duties and responsibilities are performed:

7A. Maintain records of and be responsible for all funds and securities, receipts and disbursements of the AMA and deposit all monies and securities of the AMA in such banks and depositories as shall be designated by the Board of Directors.

7B. Maintain adequate financial accounts and records in accordance with generally accepted accounting practices, prepare appropriate operating budget and financial statements, prepare and file all tax returns as required by law, prepare a true statement of the AMA's assets and liabilities as of the close of each fiscal year, all in reasonable detail, and file such statement at the AMA's registered office or principle place of business in the State of Alabama within four months after the end of such fiscal year for a period of at least ten years.

7C. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or the bylaws.

#### **SECTION 8. Beginning Term of Office.**

Officers who are elected to serve a regular full term of office and who are not elected to fill an unexpired term shall begin their term of office at the conclusion

of the annual meeting of members.

### **SECTION 9. Attendance by Officers.**

If an officer of the Association fails to attend two consecutive meetings of the Board of Directors, service is terminated subject to review by the Board of Directors.

## **ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **SECTION 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AMA, and such authority may be general or confined to specific instances.

### **SECTION 2. Loans.**

No loans shall be contracted on behalf of the AMA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **SECTION 3. Checks and Drafts.**

All checks, drafts or other orders for the payment of money, issued in the name of the AMA, shall be signed by such officer or officers, agent or agents or employees of the AMA and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

### **SECTION 4. Deposits.**

All funds of the AMA not otherwise employed shall be deposited from time to time to the credit of the AMA in such depositories as the Board of Directors may elect.

## **ARTICLE X. GENERAL PROVISIONS**

### **SECTION 1. Seal.**

The corporation seal of the AMA shall consist of two concentric circles between which is the name of the AMA (with abbreviations, if necessary) and in the center of which is inscribed "SEAL"; and such seal (facsimile) as impressed on the margin hereof, is hereby adopted as the corporate seal of the AMA.

## **SECTION 2. Waiver of Notice.**

Whenever any notice is required to be given to any member or director by law, by the charter or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **SECTION 3. Fiscal Year.**

The fiscal year of the AMA shall begin July 1.

## **SECTION 4. Adoption of Bylaws.**

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

## **SECTION 5. Amendment of Bylaws.**

Except as otherwise provided by law, 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 (20) days prior to the meeting at which bylaw is proposed to be adopted.

## **SECTION 6. Audit.**

The financial records of the AMA shall be compiled annually by an independent accountant. The annual compilation is to be conducted in July of each year and the report shall be approved by the Board.

## **SECTION 7. Assessments.**

When deemed necessary, the Board of Directors may, in addition to the annual dues, assess each regular member. Failure to pay any assessments may result in expulsion of the regular member pursuant to Article II, Section 5.

# **ARTICLE XI. LIABILITY**

## **SECTION 1. Liability.**

To the full extent from time to time permitted by Alabama law, no person who is serving or has served as a director, officer, or other representative of the corporation shall be personally liable under any proceeding for breach of his/her duty as a director, officer, or other representative and such person shall be fully indemnified, entitled to expense reimbursement, and granted immunity to the fullest extent permitted under such law. Neither the amendment or repeal of this

Article, nor the adoption of any provision of these Articles of incorporation inconsistent with this Article, shall eliminate or reduce the indemnification, immunity, expense reimbursement, and other protection afforded by this Article and the law to a director, officer, or other representative of the corporation with respect to any matter which occurred, or any cause of action, suit, claim or proceeding which but for this Article would have accrued or arisen, prior to such amendment, repeal, or adoption.

Amended and approved November 2003, amended and approved August 2004, amendments recommended and approved June 2006, amendments recommended and approved August 2006, amendments recommended and approved August 2011, amendments recommended and approved January 2012.