

Bylaws of the Florida Motorcoach Association

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ARTICLE I – OFFICERS

SECTION 1. The address for the principal place of business of the Association and its statutory agent shall be 4630 South Kirkman Road, #760, Orlando, Florida 32811. The Association may change the location of its place of business or its statutory agent, or both.

ARTICLE II - OBJECTS AND PURPOSES

SECTION 1. The objects and purposes of the Association are:

- (a) To promote and develop the business of transporting passengers by Motorcoach and, if determined to be appropriate by the board of directors, to promote other related businesses in which the Association becomes involved.
- (b) To advocate the adoption of just and reasonable laws and regulations applicable to the transportation of passengers by motor vehicle.
- (c) To improve transportation to the public by promoting cooperation among members of the Association.
- (d) To promote friendly relations with and to secure the cooperation and goodwill of the public.
- (e) To cooperate with public officials in securing the enforcement of laws, rules and regulations affecting motorcoach transportation.

ARTICLE III – MEMBERSHIP

SECTION 1. Membership in the Association shall be divided into three (3) categories:

- (a) Motorcoach Operators
- (b) Associates
- (c) Tour Operators

SECTION 2. Membership categories defined.

(a) Motorcoach Operators.

Motorcoach Operator members include any individual, partnership, company, corporation, or group of such companies engaged in the business of transporting persons for hire in vehicles over the public highways as a common or contract carrier, either directly or as a managing agent, except that "Motorcoach Operators" as a full active membership does not include any entity which is owned, operated or subsidized by a State, municipality, public agency, or any local public body. A motorcoach operator shall meet the following criteria for membership eligibility:

- 1. Applicant must provide proof of operating authority.
- 2. Applicant must provide proof of adequate insurance coverage required for motorcoach operators by state (intrastate) and/or federal (interstate) regulations.
- 3. Applicant must sign the FMA Code of Ethics for motorcoach operators.

(b) Associate Members.

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

- 1. The applicant is engaged in a business which supplies products or services of interest to motorcoach operator members of FMA, but does not own or operate motor coaches.
- 2. The applicant must sign the FMA Code of Ethics for Associate Members.

(c) Tour Operators.

A Tour Operator member is an organization registered as a "seller of travel" in the State of Florida which plans, advertises, and/or provides receptive services for any group for the purpose of selling motorcoach transportation. Any person, or company as described above desiring consideration for tour operator membership in FMA may submit a written application to the board of directors demonstrating that the following membership criteria have been satisfied:

- 1. The applicant is engaged in packaging tours requiring charter services of motorcoach operator members of FMA, but does not own or operate motor coaches.
- 2. The applicant must sign a copy of the FMA Code of Ethics for Tour Operator Members.
- 3. The applicant must supply a copy of their "Seller of Travel Certificate."

ARTICLE IV - MEMBERSHIP DUES

SECTION 1. The annual dues of the Association shall be determined by the board of directors, which shall also determine the method of payment and period to be covered by the dues.

SECTION 2. Default and Termination of Membership.

Annual Dues for all classes of membership are payable by January 1st of each year. When any member shall be in default in the payment of dues for a period of 20 days from January 1, membership may thereupon be terminated by the board of directors.

ARTICLE V - VOTING RIGHTS

SECTION 1. Each motorcoach operator member shall have the right to participate and vote in the election of all directors and officers.

SECTION 2. All Associate members shall have the right to participate and vote in the election of Associate directors, and Tour Operator director.

SECTION 3. Voting by proxy shall be permitted with said proxy certified by the Secretary/Treasurer or his/her designee.

SECTION 4. Each motorcoach operator, tour operator, and associate member will be allowed one vote per company.

SECTION 5. All voting members shall be in good standing.

SECTION 6. All members in good standing present at any annual meeting or special meeting shall be entitled to vote. At all meetings of the Association, the attending eligible voters shall constitute a quorum for the transaction of business. The majority of those attendees shall prevail.

ARTICLE VI - MEETINGS OF MEMBERS

SECTION 1. Meetings of the Association shall be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2. The annual meeting of the members of the Association shall be held at such time and place and on such date as shall be determined by the board of directors.

SECTION 3. Special meetings of the Association may be called by the board of directors on such notice as the Board deems proper and shall be called upon the members of the Association. Notice of any such special meeting shall specify the purpose for which the meeting is called.

SECTION 4. Written or printed notice of each annual or special meeting of the Association stating the time, place, and object thereof, shall be given to each member in good standing as shown by the records of the Secretary/Treasurer of the Association by leaving such notice with him/her at the residence or usual place of business, or by mailing a copy thereof to him/her at the known post office address. Notices may be sent electronically.

SECTION 5. At every meeting of the Association, the president, or, in his/her absence, a person or persons designated by the Association, shall act as Chairman. The Secretary/Treasurer of the Association shall act as Secretary at all meetings of the Association.

ARTICLE VII – DIRECTORS

SECTION 1. The president shall appoint a nominating committee of five (5) members. The nominating committee shall present nominations for directors and officers at the annual meeting.

SECTION 2. The number of directors, which shall constitute the whole Board shall be twelve (12). Motorcoach Operators shall constitute eight (8) members of the Board, including immediate past president. One (1) member shall be a Tour Operator. Three (3) members shall be Associate Members. One (1) associate member shall represent the OEM Advisory Committee consisting of the board-approved OEMs, who shall have one vote. The directors shall be elected by members and shall hold office for a period of two years or until their successors have been elected and qualified or until their prior resignation or removal.

SECTION 3. Any vacancy in the board of directors of the Association may be filled by the remaining board of directors at any regular or special meeting of the Board.

SECTION 4. The business of the Association shall be managed by its board of directors, which may exercise all such powers of the Association and do all such lawful acts and actions that may not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised by the members.

SECTION 5. Meetings and notice of meetings.

(a) The board of directors of the Association may hold meetings, both regular and special, as the board of directors from time to time may determine.

(b) A meeting of the board of directors shall be held during or immediately following the Annual Meeting of the Association. There shall also be at least one other meeting during the year and such other meetings as the Board may deem necessary. Meetings may be called by the President and shall be called by the Secretary/Treasurer upon written request of two members of the board of directors.

At least ten days' notice of each regular meeting, and five days' notice of each special meeting, including the purpose for which it is called, shall be sent to each member of the board of directors. The notice shall be sent by United States mail, facsimile or electronically, but in the case of a special meeting, the notice may be sent via overnight mail, fax, telephone, or electronic delivery.

(c) Notice of any meeting need not be given to any director, however, if waived by him in writing. Any meeting of the board of directors shall be a legal meeting without any notice thereof having been given if all directors shall be present thereat.

SECTION 6. At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors. If a quorum shall not be present thereat, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 7. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board, or of such committee as the case may be, consent thereto in writing, and such writing is filed with the minutes of proceedings of the board of directors.

SECTION 8. 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.

SECTION 9. Any director may be removed, either with or without cause, at any time by the affirmative vote of a majority of the directors of record of the Association entitled to vote, at a regular or special meeting of the board called for the purpose and the vacancy in the board caused by such removal may be filled by the members of such meeting. Any director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Association and such resignation shall take effect at the time specified in such notice.

ARTICLE VIII – OFFICERS

SECTION 1. The officers of the Association shall be elected by the members and shall be a President, Vice President, Secretary/ Treasurer, and such other officers as the members may deem advisable. The positions of President, Vice President, and Secretary/Treasurer are reserved for Motorcoach Operators.

4SECTION 2. Term of Office.

At each annual meeting of the Association, the motorcoach operator members shall elect a slate of officers for a two-year term. Each officer shall hold office until his successor has been duly chosen and qualified.

SECTION 3. Compensation.

Officers and directors of the Association shall be unsalaried.

SECTION 4. Any vacancy in an office of the Association may be filled by the board of directors.

SECTION 5. The President shall preside at all meetings of the members and shall have general supervision over the business of the Association subject, however, to the control of the board of directors. He may sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts, or other instruments, subject to the provisions of these Bylaws, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Association; and in general, he 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 by the board of directors.

SECTION 6. The Secretary, subject to the supervision of the President, shall keep the minutes of the Association and of the board of directors, and shall be the custodian of the records and of the seal of the Association. The secretary shall see that the seal is affixed to all documents when use of the seal is required and authorized in accordance with the provisions of these Bylaws.

SECTION 7. The Treasurer shall have general oversight over the financial transactions of the Association, shall render a statement of the condition of the finances of the Association at all regular meetings of the board of directors and a full financial report at the annual meeting of the Association; and shall have access to the books and records of the Association and may order a special audit of the accounts of the Association at any time deemed necessary.

SECTION 8. The Vice President, shall have such powers and duties as may from time to time be assigned to him by the President or the board of directors. The Vice President may sign and execute in the name of FMA 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 or some other officer or agent of FMA 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 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.

ARTICLE IX – COMMITTEES

SECTION 1. The President shall have authority to appoint such committees as deemed necessary for the proper functioning of the Association. The members, including the chairman, of each committee shall serve until relieved by order of the President. The President or his appointee shall be a member of each committee and shall be entitled to vote.

SECTION 2. The duties of all committees shall be specified by the board of directors or the President. In performing their functions, such committees, other than the Nominating Committee, shall be subject to the direction and control of the President.

ARTICLE X - CONTRACTS, CHECKS, EXPENDITURES, BANK ACCOUNTS, ETC.

SECTION 1. The President, or such officer or officers to whom he shall delegate the power, may make or authorize to be made, capital expenditures, investments or advances, execute contracts or leases, establish or increase salaries, and make or authorize retirements and sales of capital items, write-offs of accounts, and settlement of claims in such manner and subject to such limitations as shall be determined from time to time by resolution of the board of directors.

SECTION 2. All funds of the Association shall be deposited from time to time to the credit of the Association with such bankers, trust companies, or other depositories as the board of directors may select or as may be selected by any officer or officers, agent or agents of the Association to whom such power may be delegated from time to time by the board of directors.

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SECTION 3. Audit.

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

ARTICLE XI - FISCAL YEAR

SECTION 1. The fiscal year of the Association shall end on the 31st day of December of each year.

ARTICLE XII - SUSPENSION OR EXPULSION OF MEMBERS

SECTION 1. The board of directors shall have the authority to suspend or expel any member for nonpayment of dues.

ARTICLE XIII – AMENDMENTS

SECTION 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the board of directors, at any regular or special meeting, provided notice of proposed alteration, amendment or repeal of the proposed Bylaws be included in the notice of such meeting.

ARTICLE XIV - SUPREMACY OF LAWS AND ARTICLES OF INCORPORATION

SECTION 1. Nothing in these Bylaws shall be deemed to contravene any applicable provision of law or of the Articles of Incorporation.

Amended October 1996; amended October 2006; amended February 2008, amended March 2009.