

VMA Bylaws

BYLAWS of VIRGINIA MOTORCOACH ASSOCIATION, INC.

ARTICLE I: Name and Location

Section I. Name

The name of the Association shall be VIRGINIA MOTORCOACH ASSOCIATION, INC. (hereinafter the "Association").

Section II. Location

The principal office of the Association shall be located in the City of Richmond, Virginia or such other city or county in the State of Virginia as approved by the Board of Directors. The administrative office (for mail) for the Association may be referenced in the city and state of the serving Executive Director for ease of management only – Richmond will remain the stated Principal "home office".

ARTICLE II: Purposes

The purposes of the Association shall be as follows:

1. To promote safe, convenient motorcoach transportation and encourage the business of transporting persons by motor vehicle between fixed terminal, or regular schedules, or for special purposes, to the end that it may fully serve the best interests and welfare of the public and the members of the Association.
2. To advocate the enactment of just and proper laws regulating the motor transportation business.
3. To promote efforts to protect the members of the Association from encroachments, discriminations, undue and improper interference, and inequitable and improper taxation through lobbying efforts, the Association's Code of Ethics, cooperation with other industry organizations, or other legal means.
4. To promote closer relations and cordial cooperation among the members.
5. To promote friendly relations with and secure the cooperation and good will of the public.
6. To promote safe transportation service by members' adherence to these Bylaws and the Association's Code of Ethics.
7. To promote the construction of roads and streets of proper width and grade and of such material and over such routes that will promote the maintenance, repair and improvement of all roads and streets used for motor transportation.
8. To cooperate with the Virginia Department of Motor Vehicles, State Corporation Commission of Virginia, Department of Rail and Public Transportation (DRPT), and other regulatory entities having jurisdiction and supervision of carriers by motor vehicle, including, but not limited to, mass transit concerns.

9. To promote motorcoach tourism and good working relationships among motorcoach operators, tour operators, receptive operators, and suppliers within the Association.
10. To provide timely resources and educational opportunities to the membership throughout the year.

ARTICLE III: Membership

Section I. Categories of Membership

The categories of membership of the Association shall consist of the following:

1. Motorcoach Operator
2. Associate and Receptive Operator
3. Tour Operator (buyer)
4. Life Member

Section II. Motorcoach Operator

Any person, firm, corporation, or business venture of any form owning and/or operating one or more motorcoaches within the State of Virginia, or surrounding states, for the purpose of transporting passengers on schedules regulated by State or local authority, or charter or sightseeing service pursuant to State authority. A Motorcoach Operator shall meet the following criteria for membership eligibility:

1. Applicant must provide proof of operating authority.
2. Applicant must have been in business at least one year from the date of operating authority.
3. Applicant must provide proof of adequate insurance coverage required for motorcoach operators by state (intrastate) and federal (interstate) regulations.
4. Applicant must sign the Association's Code of Ethics for Motorcoach Operators.

Section III. Associate and Receptive Operator Members

Any person, firm, corporation, or business venture engaged in any major business incident to the motorcoach industry in the State of Virginia shall be eligible for membership.

Section IV. Tour Operator

Any person, firm, corporation, or business venture that engages packaged passenger travel.

Section V. Life Member

1. Any person who performs an exceptional act to the motorcoach industry in the State of Virginia and has retired, or at the discretion of the board of directors, shall be eligible for Life Membership. The President may, at his/her discretion nominate a person who has been a member of the association in good standing for 20 years or more or has reached the age of 75. Life Membership shall be approved by a majority vote of the Board of Directors. Life Members shall be granted waiver of registration fees for the annual convention and any other event sponsored by the Association. Life Membership may be revoked upon a three-fourths vote of the Board of Directors.

2. Waiver of registration fee is null and void for any life member who returns to the industry.

Section VI. Approval of Membership

The Board of Directors, by a majority vote, may approve any application which satisfies the membership requirements. Applications for membership shall be made upon such forms as the Board of Directors from time to time may prescribe and shall be accompanied by annual dues.

Section VII. Voting

Only Motorcoach Operator Members, whose dues are current, shall be entitled to vote for any purpose whatsoever. Each Motorcoach Operator Member shall have one vote per firm, corporation, or business entity as set forth in Section II.

Section VIII. Expulsion or Suspension of Members

Any member may be expelled or suspended in the best interest of the Association, for non-payment of dues or for good cause shown, upon a three-fourths vote of the Board of Directors at an open meeting called for that purpose, after a full hearing. Charges for suspending or expelling a member must be brought by a Motorcoach Operator Member in good standing and shall be read and heard by the Board of Directors no 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, to the member bringing the charges, and to the Board of Directors by the Secretary–Treasurer. A full opportunity to be heard shall be afforded all parties concerned, with or without representation.

ARTICLE IV: Dues

Section I. Motorcoach Operator Members

The Board of Directors may determine from time to time the amount of dues and assessment payable by the Motorcoach Operator Members.

Section II. Associate or Receptive Operator Members

The Board of Directors may determine from time to time the amount of dues and assessment payable by the **Associate or Receptive Operator Members**.

Section III. Tour Operator Members

The Board of Directors may determine from time to time the amount of dues and assessment payable by the Tour Operator Members.

Section IV. Payment of Dues

All membership dues shall be on an annual basis and made payable by April 30th of the present year in order to remain current. A late fee of \$25 shall be assessed for any member who pays their dues after May 15 of the present year. This late fee may be waived at the discretion of the Board of Directors on a case by case, or full membership basis.

Section V. Default of Payment

When any member shall be in default in the payment of dues as late as June 30, the Board of Directors may, after written notification by mail or facsimile to the offending party, terminate membership.

ARTICLE V: Meeting of Members

Section I. Places of Meetings

All meetings of the members and the annual convention shall be held at such time and place as may be fixed, from time to time, by the Board of Directors.

Section II. Special Meetings

Special meetings of the members for any purpose or purposes may be called at any time by the President, by a majority of the Board of Directors, or by a majority of 51% (fifty-one percent) of the Motorcoach Operator Members at the time. At a special meeting no business shall be transacted, and no action shall be taken other than stated in the notice of such meeting.

Section III. Notice of Meeting

Notice of the time and place of every meeting shall be mailed or electronically forwarded at least ten (10) days prior to the meeting to each Motorcoach Operator Member who shall have furnished a written address to the Secretary–Treasurer of the Association.

Section IV. Quorum

One-fourth of the Motorcoach Operator Membership, present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction or business.

Section V. Voting

At any meeting of the members, each Motorcoach Operator Member shall be entitled to one vote in person or by written proxy, providing those dues are current.

ARTICLE VI: Directors

Section I. General Powers

The property, affairs and business of the Association shall be managed by the Board of Directors and, except as otherwise expressly provided by law, by the Articles of Incorporation, as amended, or by these Bylaws, all the powers of the Association shall be vested in the Board of Directors.

Section II. Number and Qualification

There shall be 17 Directors on the Board of Directors as follows:

1. President.
2. Vice President.
3. Secretary – Treasurer.
4. Immediate Past President.
5. Nine individuals associated with Motorcoach Operator Members. There shall be no more than one Director associated with a specific Motorcoach Operator Member in this category of 9 Directors.
6. One individual associated with an Associate Member who shall have been elected by the Associate Members.
7. One individual associated with an Associate Member who shall be appointed by the President.

One individual associated with one of the leading OEM's (MCI, Prevost, ABC, Daimler, Temsa then Irizar) shall be serve in **1 year** rotation.

Section III. Election of Directors

The Directors, with the exception of the Director elected by the Associate Members annually, shall be associated with a Motorcoach Operator Member and shall be elected at large at the annual meeting of members. Directors shall be elected each year on a rotating basis for a two-year term and may be eligible for additional terms. The election shall be managed via the Nomination Committee and the Executive Director. No member of the nomination committee may also be one of the nominated members to ensure fairness and proper protocols. A nomination timeline will be created each year and published to all members in the call for nominations.

A motorcoach operator member, who has been a member for three years consecutively, may submit a nominee from his/her company to serve as a director. Via the nomination process, the nomination shall be made in writing to the Board of Directors at least 30 calendar days prior to the first scheduled day of the annual meeting of members. A nomination acceptance form will be sent to all nominees asking for a brief biographical information and a copy of the nominee's criminal background check (if nominee has not already served on the board. All nominees are expected to attend the annual membership business meeting to present himself/herself orally to the membership. In the event that a Director vacates his/her seat on the Board of Directors, all Motorcoach Operator Members may put forth a nomination to fill the vacancy.

The Associate Director shall be elected by ballot vote at the convention or, if unable to attend the convention, may vote by ballot submitted to the Secretary-Treasurer or the Executive Director at least 15 days prior to the first day of the convention. Ballots shall be submitted by email, fax, or U.S. mail and will be submitted for count at the convention.

The Motorcoach Operator Members, at any meeting, by a majority vote, may remove any Director. All vacancies shall be filled by the Directors then in office or by the Motorcoach Operator Members at an annual or special meeting, but until the vacancies are filled, the total number of Directors of the Association for the purpose of determining a quorum shall be the number of Directors actually elected and serving at the time of any given meeting.

Any Director may be immediately removed from the Board of Directors upon a three-fourths vote of the Board of Directors.

Section IV. Meetings of Directors

Meetings of the Board of Directors shall be held at places and at times fixed by resolution of the Board or upon call of the President. The Secretary-Treasurer, or officer performing his/her duties, shall give due notice of all meetings of the Directors.

Section V. Attendance

Directors are encouraged to participate and attend all meetings that are scheduled by the Board of Directors. A minimum annual attendance policy of 75% of all scheduled meetings is required of all elected Directors. A proxy for voting purposes does not substitute for the attendance requirement. Any Director who cannot meet the minimum attendance policy may be removed from his/her elected position upon majority vote and be replaced upon majority vote of the Board of Directors until the next annual meeting of members takes place. The company member may send a representative to act on behalf of the board member to satisfy the attendance requirement.

Compensation, if any, to any director, officer or staff of the Association shall be fixed by the Board of Directors

Section VI. Voting

Any Director who cannot attend a meeting of the Board of Directors may send a representative from his/her company or may designate another board member to represent him/her in voting. The director must notify the Secretary-Treasurer or the Executive Director of the designee by written notice (email is acceptable).

The President shall vote only in event necessary to break a tie vote. In such circumstances, the President may vote even in the event that there are other Directors associated with the President's Motorcoach Operator Member.

In the event that a Motorcoach Operator Member has more than one person associated with the member on the Board of Directors, only one of the Directors may vote. The Motorcoach Operator Member may designate the one Director who shall be eligible to vote.

All references to majority vote or three-fourths vote shall refer to the vote of those present at a properly called meeting at which a quorum is present, including all voting directors.

The Board of Directors may also take any permitted action by written unanimous consent. For this purpose, e-mail or facsimile may be used to create and document written consent.

ARTICLE VII: Officers

Section I. Election

The officers of the Association shall consist of a President, Vice President, Secretary-Treasurer and the Immediate Past President. Other officers as may be appointed by the Board of Directors as provided in Section II of this Article. The President, Vice President, and the Secretary-Treasurer shall be elected at the regular annual meeting of the members from among the Directors and shall hold office as hereinafter provided until the next regular annual meeting or until their successors are elected and qualify. The President and Secretary-Treasurer may not be the same person. All Officers and Board Members shall serve a two-year term.

The Vice President shall become the President when the President shall have served his/her elected term. A new Vice President shall be nominated and elected from any current Director. This progression is subject to the authority of the Directors to remove and replace officers as provided in Section VI below.

A nomination committee shall be created 2 months prior to elections to oversee the nomination process. To promote an unbiased and fair election, no member of the Board serving as an officer may serve on the Nomination Committee. Further, the Executive Director shall act as the impartial administrator of the election process.

Section II. Staff

Staff, including a Director of Government Affairs, an Executive Director, and Counsel or legal advisor, shall serve such time as may be designated by the Board of Directors. Staff of the Association shall serve at the discretion of the Board of Directors.

Section III. Duties

The officers of the Association shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the Board of Directors.

Section IV. Compensation

The compensation, if any, to any officer, director, or staff of the Association shall be fixed by the Board of Directors. As previously voted by the Board, the President shall be reimbursed for any travel outside of the State of Virginia while representing the Virginia Motorcoach Association after gaining approval from the Officers of the Board. Further, if the President nominates another Officer of the Board to attend in his / her place, that person will be reimbursed for the portion of their travel related to VMA business (as approved by the Officers of the Board).

Section V. Vacancies

Should the office of President become vacant during any term, the Vice President shall assume the office of President and the Board of Directors shall appoint from the members of the Board of Directors a Vice President for the remainder of the unexpired term or until the next annual meeting of the Association, whichever comes first at which time new officers will be elected in accordance with these Bylaws as provided in Article VI, Section III.

Section VI. Removal

Notwithstanding the above, any officer may be removed at any time upon a majority vote of the Motorcoach Operator Members or upon a three-fourths vote of the Board of Directors. Any vacant office may then be filled by a majority vote of the Board of Directors.

ARTICLE VIII: Seal

The corporate seal of the Association shall consist of two concentric circles between which are the words "Virginia Motorcoach Association Inc." and in the center of the word "Seal".

ARTICLE IX: Amendments

These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of a quorum at any regular meeting of the Motorcoach Operator Members or at any special meeting of the Motorcoach Operator Members when such action has been announced in the call and notice of such meeting.

ARTICLE X: Fiscal Responsibility

There shall be an annual review, compilation, or an audit of the records of the Treasurer by an auditor who shall be appointed by the Board of Directors. Annually, the Board of Directors shall have discretion to determine if the records of the Treasurer shall be a review, compilation, or an audit. The auditor shall complete the review, compilation, or audit in a timely manner to meet the deadline determined by the Board of Directors. The executive committee (president, first vice president, second vice president, secretary-treasurer, and immediate past president) shall review the annual review, compilation, or audit.

Further, the Executive Director shall be empowered to process the financials each month followed by a financial package report to be submitted by the 5th of the following month. The Secretary / Treasurer shall have full access to all accounts, records and may request a detailed report / audit at any time.

Bylaws amended September 2004

Article VI amended June 2005

Bylaws amended August 2006

Article VI amended August 2007

Article III amended March 2008

Bylaws amendments approved by Board of Directors June 2012

Bylaws amendments approved by Board of Directors March 1, 2016

Published to the Operator Membership, April 1, 2016 and approved by vote April 11, 2016

Bylaws amended August 8, 2018.

Bylaws amended July 2021, and approved by Board vote August 3, 2021