

ELECTIONS AND BY-LAWS CHANGES

(Full text of revised by-laws starts on page 3)

Shortly you should have received your ballot for the 2009 elections. Ballots went to members in all regions this year, even though only three regions are electing a new regional vice president, because there are some changes in the By-Laws proposed.

It is no secret that there are severe changes taking place in the motor home industry in general and with the parent company of Beaver in particular. Events move so quickly that it would be fruitless to try to give you a current status, given the interval between which this must be written and when you receive it. But when your Board was considering the budget for this fiscal year at the meetings in Owatanna last summer it was clear that the level of support we would receive from Monaco would be significantly reduced. Events since then have certainly underscored this.

Several steps were taken at the Owatanna meetings to reduce expenses. We moved to put the annual membership directory on the website, sending printed copies to only those members who request them. We eliminated the fuel reimbursement program for all but the national officers whose responsibilities make attendance at the Board meetings essential.

One change that looked sensible required a change in the By-Laws. About ten years ago there was a contested election in which the campaigns got out of hand and there were some allegations of fraud, or attempted fraud. We built an election process designed to make sure that this situation was never repeated. But since then we have never had a contested election, so we spend a lot of money sending out ballots when there is very little chance of them making a real difference. It seemed reasonable to avoid this cost (\$1000-\$2000) each year. The P&R Committee was charged with exploring the matter, and at the Moultrie Board meeting the proposal in your ballot was approved. It changes the voting process from paper ballots mailed to members to either voice or secret ballots at the corporate meetings, with a provision that the Board can revert to the mailed ballot process if there are issues where this would be warranted. It also opens the way for using electronic voting in such a process.

In the process of doing this work, it became clear that some other changes to the By-Laws would be in order. Last year we effectively used email to remind members that dues had not been received, and this cut down significantly on the number of second notices we had to mail (using a stamp that costs 42¢ and rising). It seems that we could save some money by emailing the dues notices to those members who have email addresses on file. But the By-Laws require mailing. So a change is proposed. This year we will take a half-step, emailing the dues notices but still sending them US mail for members who have not paid by the August 20 deadline. (There is an article on this elsewhere in this issue of BT.)

One procedural item that was addressed is the number of Board members required for a quorum. We are proposing to change it from seven to six, a simple majority of voting members of the Board. With the cost of travel on the rise, and our inability to continue the fuel reimbursement program for all officers, this reduces the chance that the Board would be unable to function due to lack of a quorum.

Another change mirrors discussion that has been going on at FMCA about the potential for moving from two to one FMCA international convention each year, and reducing the number of chapter membership meetings required from two to one. While we do not think that FMCA is going to cut out either of the semi-annual conventions, it does seem sensible to give ourselves the flexibility to hold only one BAC Corporate meeting a year, and the By-Laws changes do this. The change is provisional, because unless the FMCA Governing Board approves the chapter change in its meeting in July, FMCA will still require two. And it is our intention to continue to have two large rallies each year.

A corollary of this is untying our “lead-in” rallies from the FMCA International conventions. We have encountered situations where scheduling concerns for BAC rallies, uncertainty about the scheduling and location of FMCA conventions, and other factors have raised the possibility that our big BAC rally might not be immediately before the FMCA convention. So the proposed By-Laws changes accommodate this by shifting our term from “lead-in” to “international” rally.

These changes certainly do not address all of the financial problems facing the club, but they will help. At Moultrie, President Willis Lotts appointed a task force to explore what will be necessary to keep BAC a vibrant organization as we move forward. There is little doubt that this can be done; the question is just what it will take. The task force is charged with reporting back to the Board at the July meeting in Lima, OH. If you have any ideas on the subject, please get them to one of the members of the task force: Tim Bentley, Gerald Farris, Randy Hopper, Lamar Keck, Willis Lotts (ex officio), George Morlan, Rett Porter, Mike Randolph, and Jack Whitmill.

ARTICLE III MEMBERSHIP

Section 2 – Membership Requirements

Regular membership – Any person qualifying as a member in good standing of the FMCA as set forth in its By-Laws, who is the current owner of a Beaver Motor Coach upon meeting the dues requirements, may become a Regular Member of BAC upon full compliance with all regulations and provisions of its Constitution and By-Laws.

Associate Member – A regular member in good standing who no longer owns a Beaver Motor Coach may continue uninterrupted membership in BAC as an Associate Member provided, however, such member shall meet all dues requirements, continue to abide by the provisions of the Constitution and By-Laws of BAC, and retain FMCA membership. Such member may not vote or hold club office and is not eligible for club discounts but will continue to receive Beaver Tales and may participate in organized rallies and club activities.

Commercial Member – Any business organization, agent, or person certified as such to BAC by Monaco Coach Corporation (or its successors) meeting the dues requirement and being in full compliance with the provisions of the Constitution and By-Laws of BAC may become a Commercial Member provided, however, that such Member may not vote or hold a BAC office and is not eligible for discounts.

Life Member – A Regular Member in good standing who owns a Beaver Motor Coach may purchase a Life Membership and be free of any further annual dues requirements as long as that member owns a Beaver Motor Coach and maintains eligibility as a Regular Member. Life Membership may be purchased from BAC only and is not assignable. This Life Membership designation supersedes all such prior membership programs and designations.

ARTICLE V DUES

Section 2 – Payable

b. Subject to change by the Board of Directors, each member shall be notified of the dues due for the coming year on or before August 20 of the current fiscal year. A statement of unpaid dues shall be given on or before October 15 to any member whose dues remain unpaid as of that date, which member shall be deemed delinquent and no longer in good standing. Any member who shall remain delinquent in the payment of dues as of December 1 shall be deemed to have forfeited membership in BAC effective without further act and shall forthwith cease to have any right, title, or interest in the affairs of the BAC.

ARTICLE VII
OFFICERS AND DIRECTORS

Section 8 –Terms

- b. The term of office for all elected Officers and Directors, appointed Committee members and all Board appointed positions shall begin on October 1 of each year. Members of the Nominating Committee shall assume their duties immediately upon election and continue until their successors are qualified and elected.

ARTICLE VIII
MEETINGS

Section 2 – Board of Directors

- a. Business meetings – At least one (1) Board of Directors meetings shall be held during each fiscal year, at a BAC International Rally Special meetings of the Board of Directors may be called by the President or any two Vice Presidents upon ten (10) days prior notice or upon obtaining a waiver of such notice consenting thereto executed by a majority of Directors entitled to vote at the meeting.
- b. Consent – Any Action which may be taken at a regular or special Board of Directors meeting may be consented to in writing by a two-thirds (2/3) majority of all voting Board members, which action shall have the same validity and effect as if acted upon at a duly convened or special meeting.
- c. Quorum – A quorum shall consist of six (6) voting Board members attending any duly convened meeting. A majority vote of those Directors attending such a meeting shall be necessary for the adoption and passage of any motion or resolution.

Motions and Resolutions – All motions shall be made, seconded, and recorded by the Secretary. Routine motions may be passed by voice vote. Resolutions shall be adopted by roll call vote and may be amended, modified, or repealed only in the same manner.

Section 3 – Corporation Meetings

Meetings of the membership shall be scheduled during the international rallies. If more than one national rally is held per year, the meeting held during the summer shall be the annual meeting of the Corporation.

ARTICLE IX
NOMINATIONS

- a. At a regularly scheduled corporation meeting international rally, the membership shall elect a Nominating Committee of no less than five (5) nor more than seven (7) members, with at least one (1) member from each region, to select a slate of nominees for the offices to be filled. Regional Nominating Committee members will be elected for a two (2) -year term to parallel the terms of the Vice Presidents of the Region they represent. The Nominating Committee shall, from its elected members, select a Chairman to govern its activities and shall advise the President to that effect. In the event a winter corporation is held, the Nominating Committee shall be elected at that time. If a corporation meeting is held only in the summer, the Nominating Committee shall be elected at that time.
- b. The Nominating Committee's recommended slate of candidates for all offices to be filled shall be forwarded to the President prior to a winter BAC international rally who shall submit the recommendations to the membership for consideration at the next regularly scheduled business meeting; or in the absence of winter national rally, the Nominating Committee shall forward its recommendation to the President in sufficient time to ensure its publication in the March 1st issue of the Club newsletter. Members desiring to nominate additional candidates may do so by securing the written consent of the nominees and an endorsement of five members by April 1st. The Nominating Committee shall recommend, with the nominee's consent, the best candidates available for the particular position(s) to be filled and shall consider second terms for all incumbent Officers and Directors eligible for such terms. When possible, Vice President candidates shall have had prior rally experience. Nominations from the floor may be made during the regularly scheduled meeting. All nominees shall have consented to serve if elected.

ARTICLE X
VOTING

Section 1 – Types of Elections

- a. Elections of the BAC shall be held either by a voice vote or closed ballot vote at a corporation meeting (Section 2) or via a ballot made available to all members of the Club.
- b. The Board of Directors shall determine which method of election shall be employed each year after the candidates and other issues are determined. While it is within the discretion of the Board to select which type of election shall be used, consideration shall be given to how many, if any, positions have multiple candidates and if any ballot measures are likely to be contested. The goal of the election process is to enfranchise and involve as many members as possible, while recognizing that uncontested elections determined by ballots mailed to members are an unnecessary expense.
- c. The Secretary shall cause a notice of the election, candidates for the offices to be filled, and amendments to the Articles of Incorporation or By-Laws to be voted upon, along with an explanation in an issue of the Club newsletter available to members at least twenty (20) days prior to the election.
- d. The form of all closed ballots, whether at a corporation meeting or provided to all members, shall be determined by the President, Secretary and Chairman of the Nominating Committee. The ballots shall provide for write-in candidates for each office.
- e. Each adult family unit member shall be entitled to cast one (1) vote on any matter requiring a vote. In elections for regional vice presidents, only those members residing in or attached to that region shall be eligible to vote.
- f. A majority of all votes cast shall be sufficient to elect a candidate for office or to approve and pass all other matters.

Section 2 – Method for Elections at a Corporation Meeting

- a. For positions without opposition, voice votes will be allowed. For contested elections and amendments to Articles of Incorporation and By-Laws a closed ballot shall be used.
- b. The President shall appoint a Tally Committee to tabulate the results of a closed ballot vote and announce the results at the meeting or as soon thereafter as possible.
- c. A member who cannot attend the corporation meeting may request a ballot from the Secretary. The ballot shall be returned in a sealed envelope inside of a second envelope. The family unit's FMCA number must appear on the outside of the second envelope. The outside envelope shall not be opened until it can be determined that the member (identified by FMCA number) is not present at the rally during which the corporation meeting is held.

Section 3 – Method for Elections with a Corporation- Wide Ballot

- a. Should the Board of Directors determine that a ballot shall be provided to all members, the Secretary shall provide such a ballot to each family unit, with provision for each adult member to cast a vote. Such ballot shall be provided on or before May 1. The ballot shall include a resume for each candidate for elected office.
- b. Ballots shall be returned, postmarked on or before June 15 or such later date as the Board of Directors may determine, in a sealed envelope inside of a second envelope. The family unit's FMCA number must appear on the outside of the second envelope. The ballots shall be returned to an independent person or organization designated by the Board of Directors. This person or organization shall cause the FMCA numbers to be compared to a list of such numbers for members eligible to vote and for the separation of the sealed inner envelopes from the outer ones.
- c. Sealed mail ballots shall be opened and counted by a Tally Committee appointed by the President, who shall designate the date, time and place for each tabulation, such date to be not sooner than ten (10) days after the required postmark date. The results of the vote shall be announced at the next corporation meeting and reported to the membership at the next corporation meeting.
- d. The Board may specify electronic means for delivery of ballots, provided however that ballots shall be provided by US Mail to any member for whom the Membership Director does not have an address for electronic mail or for whom the electronic means fails. Any member may request the Secretary to provide a ballot by US Mail.
- e. The Board of Directors may authorize elections to be conducted through electronic means without return of a printed ballot. Such authorization shall use reasonable means to ensure the integrity of the election.

ARTICLE XIV
AMENDMENTS

Section 1 – Amendments

The By-Laws of BAC may be amended at any time by the membership casting a vote as herein provided.

Section 2 – Procedure.

- b. Action – Upon receipt of a recommendation from the P&R Committee, the Board of Directors shall either approve or deny the proposed amendment. If approved, the proposal shall be submitted for a ~~mail~~ vote to the membership at the time of the next election of a President or at such earlier time as the Board of Directors may determine. Upon denial of the proposed amendment by the Board of Directors, the proposing member(s) shall be advised accordingly within thirty (30) days thereafter. Approval or denial of a proposed amendment shall require a majority vote of all directors.

- c. Veto – A denied proposed amendment may be reinstated within thirty (30) days thereafter upon submission to the BAC President of a petition containing no less than twenty (20) family unit members requesting reinstatement of the proposal in which event the amendment shall be submitted to the membership for consideration by a ballot as if it had been originally approved by the Board of Directors.