

BYLAWS
OF THE
SOUTH CENTRAL MOTORCOACH ASSOCIATION

SCOPE AND PURPOSE

To promote and improve the motorcoach industry of **Arkansas, Louisiana, Mississippi, and Texas** through the collective efforts and activities of its members and to enhance the safety and image of motorcoach travel in this four-state region. In addition, each of the four states will individually address local issues through direction of individual state committees established for such purpose.

ARTICLE I. OFFICES

SECTION 1. Principal Office.

The principal office of the **South Central Motorcoach Association** hereinafter called the **SCMA**, shall be located at P.O. Box 740235, New Orleans, Louisiana 70174, or at such location within the four-state region or at any location designated by the Board of Directors.

SECTION 2. Registered Office.

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

SECTION 3. Other Offices.

The **SCMA** may have offices at such other places within the four state region, as the Board of Directors may designate or as the affairs of the **SCMA** may require from time to time.

ARTICLE II. MEMBERS

SECTION 1. Operator Members.

Any motorcoach owner and operator in Louisiana, Mississippi, Arkansas and Texas desiring consideration for operator membership in **SCMA** may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

- 1.A. The applicant, for a minimum of one year before the application date, has continuously:
 - (1) been certified as a motorcoach owner and operator conducting business within the four-state region;
 - (2) qualified under applicable federal and state operating authority requirements; and
 - (3) been properly and adequately insured as a

motorcoach owner and operator.

- 1.B. The applicant has read, understood and signed a copy of the most recent version of the **SCMA** Code of Ethics for Operator Members (**See Attachment A** “Code of Ethics.”), the terms of which are incorporated by reference herein as if fully set forth.

SECTION 2. Associate Members.

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

- 2.A. The applicant, for a minimum of one year before application date, has continuously been engaged in a business that supplies products or services of interest to operator members of **SCMA**, but does not own or operate motorcoaches.
- 2.B. The applicant has read, understood and signed a copy of the most recent version of the **SCMA** Code of Ethics for Associate Members (See Attachment B, “Code of Ethics.”), the terms of which are incorporated by reference herein as if fully set forth.

SECTION 3. 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 next regular meeting, 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 4. Resignation of Members.

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

SECTION 5. Censure, Suspension and Expulsion of Members.

The Board of Directions 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 **SCMA** 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, the information on which they are based, and requesting 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 written 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. Any final action to censure, suspend or expel a member shall be effective upon issuance of such notice.

ARTICLE III. DUES

SECTION 1. Annual Dues.

The Board of Directors will determine the amount of dues on an annual basis (See Attachment C.), payable to the **SCMA** by operator and associate members.

SECTION 2. Payment of Dues.

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

SECTION 3. Default and Termination of Membership.

When any members shall be in default in the payment of dues for a period of 20 days from June 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 any location designated by the Board of Directors.

SECTION 2. Meeting Attendance.

Any operator member as defined in Article II, Section 1 and their full time, paid employees and any associate member as defined in Article II, Section 2 and their paid employees may attend meetings of **SCMA**.

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 that 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 a least 51% of the members.

SECTION 5. Notice of Meetings.

- 5.A. Written or printed notice stating the place, day and hour of every general membership meeting shall be mailed or electronically forwarded 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 address as it appears on the record of members of the **SCMA**, with postage prepaid.
- 5.B. 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 **SCMA** action taken other than that stated 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.
- 5.C. 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 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 operator members of the **SCMA** represented in person or by written proxy shall constitute a quorum at a general membership meeting.

SECTION 7. Proxies.

Operator members may vote through a representative either in person or by an agent authorized by written proxy executed by the operator member or by his duly authorized attorney in fact. A proxy is not valid after the expiration of eleven 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 ten years from the date of its execution.

SECTION 8. Informal Action by Operator 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 operator members and filed with the Secretary to be kept as part of the **SCMA** 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 **SCMA** shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these bylaws, all of the power of the **SCMA** 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 eight who shall **include two from each state in the four-state region and** hold office for a term of three years. The directors shall continue in office until their death, resignation, retirement, removal, disqualification, or their successor shall have been elected and qualified.

If a state, or states, within the 4-state region does not have one or more operator members in **SCMA**, at-large directors will be elected from the other states who are represented in the operator membership to fill any director vacancies.

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, Sections 5 and 6, four of the eight directors elected to serve a three year term shall be elected at the annual

meeting of members each year.

SECTION 4. Associate Directors.

The Board of Directors shall appoint at least one associate member representing coach manufacturers or coach service to serve as an Associate Director member of the Board to represent the associate members. Other associate directors may be appointed by the Board of Directors. An associate director shall serve for a period of one year beginning at the conclusion of the annual meeting. Associate Directors shall be entitled to vote.

SECTION 5. Treasurer.

The Board of Directors shall assign the duties of Treasurer to staff, who shall be accountable to the Board of Directors as provided in Article VIII, Section 7.

SECTION 6. Removal.

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

SECTION 7. 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 predecessor in office.

SECTION 8. 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 four-state region 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 four-state region 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 ten 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 **SCMA** 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. A proxy for the purpose of voting shall be in writing and received by the Secretary or other person designated by the Board of Directors prior to the convening of the meeting. A quorum shall include any proxy received as set forth in this section of the bylaws.

SECTION 6. Manner.

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 **SCMA** who is present at a meeting of the Board of Directors at which action on any **SCMA** matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the **SCMA** 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 all shall be deemed presence 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 termination is subject to review of the Board of Directors.

ARTICLE VII. COMMITTEES

SECTION 1. Nominating Committee.

The President shall appoint the nominating committee.

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 intention to do so to the President or the Secretary of the **SCMA**, or may be removed, with or without causes, 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, whoever established the committee.

ARTICLE VIII. OFFICERS

SECTION 1. Officers of the *SCMA*.

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

SECTION 2. Election and Term.

The officers of the ***SCMA*** shall be elected as follows:

2.A. President and Vice President

The President and Vice President shall be elected by the operator members by ballot at the annual meeting of members for a term of one year and hold office until their death, resignation, retirement, removal or disqualification or until their successor shall have been elected and qualified. The President and Vice President may be elected for additional terms, not to exceed three one-year terms.

2.B. All Other Officers.

All other officers shall be elected by the Board of Directors and hold office for a term of one 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 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 ***SCMA*** 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 ***SCMA*** and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall have authority over the general management and direction of the business and operations of the ***SCMA*** 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 shall be an ex-officio member of all committees. The President shall preside at all ***SCMA*** general membership and Board of Directors meetings. He may sign and execute in the name of the

SCMA 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 **SCMA** or shall be required by law otherwise to be signed or executed. In addition, 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 5. Vice President.

The Vice President, shall have such powers and duties as may from time to time to assigned to him by the President of the Board of Directors. The Vice President may sign and execute in the name of the **SCMA** 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 **SCMA** 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.

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 the 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 **SCMA** documents and books, records and papers of the **SCMA** relating to its organization and management as a corporation.
- 6E. Maintain the seal of the SCMA and see that the seal of the SCMA is affixed to all documents executed on behalf of the SCMA 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 **SCMA's** members including the name and address of all members at the registered office or principal place of business of **SCMA** and prepare voting lists prior to each meeting of eligible voting members as required by law.
- 6G. Perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or these bylaws.

SECTION 7. Treasurer.

- 7A. Maintain records of and be responsible for all funds and securities, receipts and disbursements of the **SCMA** and deposit all monies and securities of the **SCMA** 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 **SCMA**'s assets and liabilities as of the close of each fiscal year, all in reasonable detail, and file such statement as the **SCMA**'s registered office or principal place of business in the State of Louisiana 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 these 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 **SCMA**, and such authority may be general or confined to specific instances.

SECTION 2. Loans.

No loans shall be contracted on behalf of the **SCMA** 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 **SCMA**, shall be signed by such officer or officers, agent or agents or employees of the **SCMA** 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 **SCMA** not otherwise employed shall be deposited from time to time to the credit of the **SCMA** in such depositories as the Board of Directors may elect.

ARTICLEX. GENERAL PROVISIONS

SECTION 1. Seal.

The corporate seal of the **SCMA** shall consist of two concentric circles between which is the name of the **SCMA** (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 **SCMA**.

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 **SCMA** 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, by 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 days prior to the meeting at which bylaw is proposed to be adopted.

SECTION 6. Audit.

The financial records of the **SCMA** shall be compiled annually by

an independent accountant. The annual compilation is to be conducted ~~in July~~ at the time of tax return preparation 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 operator 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 Louisiana law, no person who is serving or who has served as a director, officer, or other representative of the corporation shall be personally liable under any proceeding for the breach of his or her duty as a director, officer, or other representative and such person 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 the 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.

Recommended 09/16/2006, revised 12/08, board approved 12/08.