

**BYLAWS  
of the  
United Motorcoach Association, Inc.**

**ARTICLE I. NAME AND LOCATION**

- A. The name of the corporation shall be United Motorcoach Association, Inc., a District of Columbia nonprofit corporation (the "Association").
- B. The headquarters of the Association shall be maintained in or around Washington, D.C. or at such other location as the Board of Directors determines.

**ARTICLE II. OBJECTS AND PURPOSES**

- A. The purpose of the Association is to protect and promote the interests and welfare of carriers of passengers by commercial motor vehicle, which purpose shall include:
  - 1. Assistance in promoting beneficial and remedial legislation, which is deemed necessary and essential for the advancement and protection of its members.
  - 2. Assistance to members in obtaining uniform, just and proper rules and regulations promulgated by regulatory bodies governing the bus industry.
  - 3. Assistance to members in whatever way possible to maintain a healthy economic posture in order to insure the maintenance for the public of freedom of choice in selecting appropriate and adequate ground passenger transportation services in all parts of North America.
  - 4. Representation of member carriers in regulatory and legislative issues affecting the industry provided, however, that the Association shall not participate in any adversary proceeding wherein a dispute exists between any of its constituent members, unless the proceeding affects the membership as a whole, or a recognized segment of the membership.
  - 5. Promotion of friendly relations with and securing the cooperation and goodwill of the public.
  - 6. Establishment of liaison between commercial motor vehicle passenger carriers and manufacturers or suppliers for the purpose of specification, or commentary on design and engineering or equipment to be used by members.
  - 7. The exchange of administrative, operative and technical information among members to promote maximum efficiency of each member's operation.
  - 8. Encourage mutual aid among members to render assistance to a member needing emergency mechanical, advisory or operational assistance, when feasible.

9. Such other objectives or purposes, which may from time to time be beneficial to the interest of the members.
10. The taking of whatever action indicated that would tend to promote the safety, convenience and betterment of the business of members and their passengers, and do whatever possible to serve the interest and welfare of members of the Association and the riding public at large.

### **ARTICLE III. MEMBERSHIP**

#### *A. Membership Classifications*

1. *Active Membership.* Any individual, partnership, privately owned company or corporation lawfully engaged in the business of transporting persons in commercial motor vehicles in the U.S. and Canada may apply for active membership.
2. *Associate Membership.* Manufacturers or suppliers of materials and/or services to commercial motor vehicle passenger carriers ("CMVPC"), as defined by federal statute, or other persons, firms or corporations having business dealings of a general nature with CMVPCs may apply for associate membership.
3. *Honorary Membership.* Honorary memberships for unusual contributions to the welfare of the industry and the Association may be awarded by the Board of Directors.
4. Membership in any other transportation association shall not be a deterrent for qualification or admission to the Association.

#### *B. Eligibility for Membership*

1. The Board of Directors shall from time to time establish the criteria for membership in accordance with these Bylaws.
2. The Board of Directors may remove or otherwise sanction, by a two-thirds majority vote of those Directors present, any member who fails to satisfy the membership criteria or to comply with the governing documents or policies and procedures of the Association, provided that such member shall be given written notice of the proposed action and an opportunity to respond.

#### *C. Voting Privileges*

1. Each active member company shall have one vote for purposes of electing directors and for the purpose of deciding such issues proposed for membership vote by the Board of Directors.
2. Associate members shall have no voting privileges except as defined in Article VI.
3. Honorary members shall have no voting privileges.

*D. Application for Membership*

1. Application for membership as an active member in the Association shall be made in writing, accompanied by such information as determined appropriate by the Board of Directors from time to time.
2. Application for membership as an associate member in the Association shall be made in writing, accompanied by such information as determined appropriate by the Board of Directors from time to time.
3. Application for membership in the Association shall be accompanied by the amount of prescribed dues, and constitute an agreement, upon acceptance to membership, to become bound and to abide by the Articles of Incorporation and Bylaws of the Association and to faithfully discharge all duties and obligations imposed thereby on members.
4. Application for membership in the Association shall be forwarded to the Association's headquarters. The application may be approved or rejected as determined by the Board of Directors.
5. Honorary memberships shall be awarded by the Board of Directors.

**ARTICLE IV. DUES**

1. Annual dues for all membership classifications shall be determined by the Board of Directors.
2. Honorary members shall pay no dues.
3. The fiscal year of the Association shall be set by the Board of Directors.

**ARTICLE V. MEMBER MEETINGS**

*A. Annual and Special Meetings*

An annual meeting of the Association shall be held at such place and at such time in each year as the Board of Directors may decide, provided that each active member is given notice at least fifteen (15) days prior to such meeting. Special meetings of the Association may be held upon the written order of the Board of Directors. Notice of special meetings shall be given by the President and Chief Executive Officer at least fifteen (15) days before the time of the meeting and all such notices shall specify the business to be brought to the attention of the meeting.

*B. Quorum and Manner of Acting*

The active members present shall constitute a quorum. The affirmative vote of the majority of the active members represented at the meeting and entitled to vote on a matter shall be the act of the active members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

C. *Special Balloting*

Whenever, in the judgment of the Board of Directors, it is advisable to submit any question to the membership for formal decision, without convening a special meeting for the purpose, the President and Chief Executive Officer may submit such question to the voting members of the Association by a mail, facsimile or electronic ballot." Thirty days shall be given for the return of ballots. A simple majority of the votes cast shall be decisive on any question thus submitted, with the exceptions that amendments to these Bylaws shall become effective only by the approval of two-thirds of the votes cast.

## ARTICLE VI. DIRECTORS

A. *General*

1. The affairs of the Association shall be under the direction and control of a Board of Directors consisting of up to twenty-one (21) individuals. These shall be 19 active members of the Association whose principal place of business shall be contained within the region which they represent, as well as one (1) associate member who is a coachbuilder and one (1) associate member who is not a coachbuilder.

2. a.) There shall be a total of 19 elected regional directors comprised of six directors from each of the Regions I, II and III and one director from Region IV elected for three year staggered terms.

b.) One non-coachbuilder associate director shall serve on the Board for a term of three years. This associate director shall be selected by fellow associate members at the annual meeting of associate members held in conjunction with the Association's annual meeting.

c.) One coachbuilder associate director shall serve on the Board for a term of three years. The coachbuilder associate director shall be selected by fellow coachbuilder associate members who are primarily engaged in the business of manufacturing or sales of commercial bus and motorcoach vehicles. Election shall be held at the annual meeting of associate members held in conjunction with the Association's annual meeting.

3. The three regional areas are defined thusly:

**REGION I:** CA, ND, OR, SD, WA, NE, HI, KS, AK, OK, ID, TX, NV, MN, AZ, IA, CO, MO, NM, UT, LA, MT, WI, WY, AR, MI.

**REGION II:** IL, IN, MS, AL, KY, VA, TN, NC, SC, GA, FL, DC.

**REGION III:** ME, VT, NH, MA, RI, CT, NY, NJ, DE, PA, MD, OH, WV.

**REGION IV:** All Provinces and Territories in Canada.

*[NOTE: To maintain equality in the exercise of voting power within the Board of Directors, regions are comprised of groups of states which, when combined, contain*

*approximately equal numbers of UMA active member companies. Regional composition is subject to annual review and adjustment by the Board of Directors to maintain voting parity]*

4.
  - a.) A member shall not be qualified to serve on the Board of Directors unless he has been a member in good standing for a minimum of one year prior to his nomination.
  - b.) The directors must be actively involved in the day-to-day operation of the member's entity.
  - c.) All directors are required to attend at least 50% of the association's board meetings in person or face removal from the board; extenuating circumstances may be taken into account by the Board before invoking removal of a member in such an action.
5. Meetings shall be held at such place or places and at such time or times as may be determined by the Board. Special meetings of the Board shall be called upon the written request of a quorum of the Board.
6. Notice of any special meeting of the board of directors shall be given at least fifteen days previously thereto by written notice delivered personally or sent by mail or facsimile transmission to each director. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid in the United States mail. If notice be given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any director may waive notice of any meeting.
7. Eleven members present shall constitute a quorum of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall constitute the formal action of the Board of Directors, except where otherwise provided by law or by these Bylaws.
8. Directors may not vote by proxy.
9. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.
10. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating only for purposes of conducting the business of the association. It does not, however, release a Director from his/her obligations under Article VI Section A.4,c.
11. Members of the Board of Directors of the Association shall serve without monetary compensation.

12. Should any vacancy occur in any office or in the Board of Directors, other than a vacancy in the coachbuilder associate director or non-coachbuilder associate director by reason of death, resignation or otherwise, such vacancy shall be filled by the Board for the unexpired term. Vacancies in the position of coachbuilder associate director or non-coachbuilder associate director shall be filled by members of that respective classification at the next annual meeting of associates.
13. Any director who, at the discretion of the Board, fails to fulfill the duties and obligations of the directorship, may be removed from the Board of Directors by a two-thirds vote of the entire Board.
14. Not more than one seat on the Board may be occupied by a representative of any company, holding group or otherwise financially affiliated organization. Questions arising on this issue would be referred to the Bylaws and Membership Committee for resolution.

*B. Procedure for the Conduct of Election of Active Member Regional Directors:*

1. Nominations are solicited by use of the Association's official publication, beginning with the July issue. Letters of Nomination must be transmitted to the Association, with all nominations to be postmarked no later than forty-five (45) days after the date the July issue was mailed to active members. Candidates may be nominated by another active Association member who is eligible to vote in the same Association region, or by the nominee himself. Candidates must represent an Association member company in good standing and meet the requirements of Article VI, Section A. 4(a).
2. Nomination subcommittees shall be appointed from each region by the Board of Directors' Membership & Bylaws Committee. Such subcommittees shall consist of one director from each region to serve as chairman and a representative of an active member from that region who is neither a Director nor a nominee for election. The President and Chief Executive Officer or his appointee shall assist each committee. Nominating Committees shall discard any nominee who is ineligible to hold the position of Director or who shall decline the nomination. Nominating subcommittees in each region shall meet at a time and place agreeable to all concerned to produce a list of eligible candidates no later than October 1 or the date set by the Board of Directors.
3. The names of all valid nominees and an official voting ballot shall be presented to all members of the Association, either by direct letter or by publication in the Association's official publication, no later than fifteen days after the deadline date in Paragraph 2, with instructions that ballots must be returned to the Association no later than forty-five days after the deadline date in Paragraph 2. All ballots shall be original and shall bear a means to uniquely identify the voting member as a member eligible to cast a vote in that region. All ineligible ballots shall be discarded. Associate members may not vote.
4. Ballots shall be tallied and election winners will be announced in the December edition of the Association's official publication. In case of a tie vote or the need for

a run-off election, such instance shall also be announced and runoff ballots shall be included in the Association's official publication. All runoff election ballots must be postmarked no later than December 15 or other date set by the Board of Directors. Runoff winners will be announced in the January edition of the Association's official publication.

5. Newly-elected Directors will be seated at the next annual meeting of the Association's Board of Directors.

## **ARTICLE VII. OFFICERS**

### **A. *Officers***

The officers of the Association shall be a Chairman, a Vice Chairman, a Treasurer and a Secretary as well as such other officers as may be appointed by the Board of Directors. The Vice Chairman, Treasurer and Secretary shall be elected by the Board of Directors from among the members of the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem necessary or prudent, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. The same person shall not serve as the Chairman and Secretary.

### **B. *Election and Term of Office***

Commencing with the Annual Meeting in January 2002, the Vice Chairman shall be elected by the Board of Directors at the Board's annual meeting occurring in even numbered years for a two (2) year term and shall serve until his or her successor has been elected and qualified. The Treasurer and Secretary shall be elected each year at the Board's annual meeting for a one (1) year term and shall serve until their successors have been elected and qualified. The Treasurer and Secretary shall serve no more than three consecutive terms. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. The Chairman and Vice Chairman shall continue to serve as directors for the Regions from which they were elected during the term that they serve as Chairman and Vice Chairman pursuant to Article VI, Subsection A. 2 a.

### **C. *Removal***

Any officer may be removed whenever in the Board of Directors judgment the best interests of the Association would be served by a two-thirds vote of the total membership of the Board.

### **D. *Vacancies***

A vacancy in any office because of death, resignation, removal, disqualification or otherwise maybe filled by the Board of Directors for the unexpired portion.

### **E. *Chairman and Term of Office***

The Chairman shall serve a two (2) year term and shall preside at meetings of the Board of Directors. He or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

F. *Vice Chairman*

The Vice Chairman shall automatically succeed to the office of Chairman at the end of the prior Chairman's term without the necessity of any further action or vote by the Board of Directors. The Vice Chairman shall preside at Board meetings in the absence of the Chairman.

G. *Secretary*

The Secretary shall be responsible for the minutes of the meetings of the Board of Directors; shall confer with the Membership and Bylaws Committee; and in general shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

H. *Treasurer*

The Treasurer shall be responsible for the financial books and records of the Association; shall confer with the Finance Committee and President and Chief Executive Officer in undertaking his or her duties; shall be an ex-officio non-voting member of the Finance Committee; and shall perform all duties incident to the office of Treasurer and such duties as may be assigned to him or her by the Board of Directors from time to time.

**ARTICLE VIII. PROFESSIONAL STAFF**

A. *President and Chief Executive Officer*

The Board shall appoint a President and Chief Executive Officer of the Association. The President and Chief Executive Officer shall be selected by the Board to serve at the pleasure of the Board of Directors and shall serve as an ex-officio non-voting member of the Board of Directors and all standing or special committees and subcommittees of the Board. The President and Chief Executive Officer shall exercise executive management control over the affairs of the Association and shall perform such duties as assigned to him or her by the Board of Directors from time to time.

B. *Chief Operating Officer*

The President and Chief Executive Officer may appoint a Chief Operating Officer to have such duties as prescribed by the President and Chief Executive Officer.

C. *Indemnification of Directors, Officers and Employees*

Every Director, officer, committee member or employee of the Association shall be indemnified by the Association to the fullest extent permitted by law. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, committee member or employee may be entitled.

D. *Surety Bonds*

The Directors, President and Chief Executive Officer, Secretary, Treasurer and any other officer or employee handling or having access to the funds or securities of this Association

shall be bonded at the expense of the Association, in such amount, and with such sureties, as the Board of Directors may from time to time prescribe.

## **ARTICLE IX. COMMITTEES**

### *A. Finance Committee*

The Finance Committee shall be comprised of three members of the Board (including one from each Region), selected by the Board of Directors at its annual meeting. The Treasurer shall serve as an ex-officio non-voting member.

- a. Duties of the Finance Committee shall be to review, on a continuing basis, the financial structure, affairs and needs of the Association and to make recommendations to the Board of Directors as may be necessary for adequate financing of the administration of the Association's business. The Finance Committee will, as well, recommend any and all necessary budgetary controls.

### *B. Appointment Authority*

The Board of Directors shall have authority to appoint all standing committees and such special committees as may be deemed necessary or desirable, or as may be prescribed by the Board of the Association.

1. Personnel of standing and special committees, including the Chairman, shall be subject to the approval of the Board of Directors and shall serve until relieved by order of the Board or, until by report to the Board of Directors or membership, the committees' activities are terminated.
2. Each committee chairman shall see that a record of his or her committee's proceedings are kept and shall report the same either to the Board of Directors at its regular or special meetings or to the annual meeting of the members, according to the wishes of the Board of Directors.
3. In creating committees, the Board of Directors shall, at its discretion, appoint the personnel either from the membership of the Board or from the membership of the Association.
4. The President and Chief Executive Officer shall be an ex-officio member of each of the committees, and under instruction from the Board or committee chairman, shall call all meetings.

### *C. Limitations*

Unless defined herein, the duties of all committees shall be specified by the Board at the time of their creation and in performing their functions, such committees shall at all times be subject to the instruction and direction of the Board of Directors.

## **ARTICLE X. INUREMENT AND DISSOLUTION.**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Association. Upon the dissolution or final liquidation of the Association, the Board of Directors, shall after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner as the Board of Directors shall determine in compliance with Section 501(c)(6) of the Internal Revenue Code.

#### **ARTICLE XI. AMENDMENTS**

- A. Any proposed amendment shall first be submitted to the Board of Directors and if approved by a two-thirds vote of the voting members present at a meeting of the Board, shall then be submitted to the members of the Association. If submitted to the members of the Association at a meeting, at least 30-days' notice of the proposed amendment shall be given.
- B. Those Bylaws may be amended at an annual meeting or special meeting of the Association by a two-thirds vote of the voting members present or in a mail, facsimile or electronic ballot by a two-thirds vote of the voting members responding in accordance with Articles III and V of these Bylaws.

#### **ARTICLE XII. PARLIAMENTARY PROCEDURE**

The order of business at membership and Board meetings of the Association shall be governed by Roberts' Rules of Order.

Last Revised: 01-2009