

**BY-LAWS OF THE BEAVER AMBASSADOR CLUB
AN OREGON MUTUAL BENEFIT NON-PROFIT CORPORATION**

As Amended March 2015 in Hemet, CA

The Constitution of the Family Motor Coach Association (FMCA) as approved by its membership on January 24, 2003 is hereby acknowledged as the governing document of recognized chapters of FMCA members and as such is hereby adopted in its entirety this 11th day of August 2006 as the governing Constitution of the Beaver Ambassador Club, a recognized chapter of FMCA, being organized and classified as "International" and officially designated and known as the Beaver Ambassador Club (BAC) evidenced by charter dated September 24, 1983.

The BAC accordingly accepts and agrees to be governed by the provisions of the FMCA Constitution and applicable rules and regulations of its By-Laws.

The By-Laws of BAC have been amended from time to time and are hereby further amended.

**ARTICLE I
NAME**

The name of this organization shall be the Beaver Ambassador Club, an Oregon mutual benefit non-profit Corporation (commonly referred to as BAC).

**ARTICLE II
PURPOSE**

The general purpose of this organization shall be:

1. To promote fellowship and cooperation among family motor coach owners;
2. To promote and provide rally activities for BAC members;
3. To carry on business functions for and on behalf of BAC members for their common benefit;
4. To conduct, participate in and provide seminars and programs on products and equipment;
5. To advise BAC members on pending and current legislation which affect family motor coach ownership and use;
6. To promote ownership and use of Beaver motor coaches in BAC activities; and
7. To endorse and promote the BAC basic purpose, aims and intent of the FMCA as expressed in its Constitution and By-Laws.

ARTICLE III MEMBERSHIP

SECTION 1 – DEFINITIONS

1. The term “member” as used herein, except for commercial member, is defined as a family unit consisting of husband and wife with or without children or adult person(s) with or without children.
2. The term “commercial member” as used herein is defined as an authorized dealer, agent or person designated by the Board of Directors as being actively engaged in business pursuits and activities related to Beaver motor coaches or deemed to be in the best interests of the Club.
3. The term “life member” as used herein is defined as a member who fulfills the definition as member above and the dues requirement in Article V, Section 1 – Life Membership.
4. A Beaver motor coach is a coach marketed under the Beaver brand name by Beaver Motor Coaches, Inc., SMC Corporation, Monaco Coach Corporation, Monaco RV or their successors.
5. Beaver Tales (or such other title as the Board of Directors shall specify) is the newsletter published by the Club from time to time.
6. The Membership Director is the person designated by the Board of Directors to maintain the membership records of the BAC.

SECTION 2 – MEMBERSHIP REQUIREMENTS

1. Membership – Any person qualifying as a regular member in good standing of the FMCA as set forth in its By-Laws who is the current owner of a Beaver motor coach, a former owner of a Beaver motor coach, or an owner of a Class A diesel motor home recommended by an existing BAC member (with the limitation that no more than 10% of the current membership as of the start of the fiscal year can be proposed for membership during that fiscal year) may become a member of BAC upon meeting the dues requirements and being in full compliance with all regulations and provisions of its Constitution and By-Laws.
2. Commercial Member – Any business organization, agent or person designated by the Board of Directors may become a commercial member of BAC upon meeting the dues requirements and being in full compliance with all regulations and provisions of its Constitution and By-Laws, provided however that such member may not vote or hold a BAC office.
3. Life Member – A member in good standing may purchase a life membership and be free of any further annual dues requirements as long as that member owns a qualifying coach and maintains eligibility as an FMCA 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.

SECTION 3 – NON-DISCRIMINATION

Membership in the BAC shall not be denied any person because of race, sex, religion, color, marital or family status, age, nationality or disability.

ARTICLE IV
ACCOUNTING

1. The fiscal year of BAC shall be the period beginning October 1 of any year and extending to October 1 of the following year unless otherwise determined by the Board of Directors.
2. BAC shall be operated as a not-for-profit chapter of the FMCA and shall file appropriate federal and state tax returns and comply with all other reporting requirements.

ARTICLE V
DUES

1. The annual dues for membership shall be established in such amount as may be recommended by the Board of Directors and approved by the membership. Dues shall not be more than \$40 per year. The annual dues for commercial membership shall be established by the Board of Directors but shall not be less than those for family members. Any increase or decrease in dues shall become effective the first day of the next fiscal year beginning after the date of adoption.
2. Life membership shall be based on the age of the older member of the family unit as defined in Article III Section 1(1). A separate account shall be established on the books of BAC to reflect the life membership fees. Funds shall be disbursed from this account to pay current dues of life members who maintain their qualification for membership; each year the Membership Director will confirm the list of life members, and the Treasurer will make an appropriate transfer from this account as if the life members had been regular members. Dual signatures of the Treasurer and President shall be required for any other withdrawals or transfer of funds from this account. No less often than every three years the BAC President, Immediate Past President and Treasurer shall compare the balance in this account to estimated future liabilities and recommend any appropriate action to the Board of Directors.
3. New and reinstated members may be required to pay an initiation fee in an amount to be established by the Board of Directors.
4. Dues from members shall be due and payable by the beginning of each fiscal year.
5. New members joining from November 1 through September 30 shall have their membership extend to the end of the previous month in the following year. Dues will be prorated for the following year to bring these members to the normal September 30 expiration date.
6. Subject to change by the Board of Directors, each member shall be notified of the dues requirement for the coming year at least ten days before the expiration of the current membership. A statement of unpaid dues shall be provided fifteen days after the expiration of the current membership and the member will be deemed delinquent and no longer in good standing. Any member who remains delinquent three months after expiration of the current membership shall be deemed to have forfeited membership in BAC without further notice and shall forthwith cease to have any right, title or interest in the affairs of BAC.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1 – AUTHORITY

1. The voting members of BAC pursuant to authority granted under the FMCA Constitution and By-Laws shall elect certain members as their representatives and hereby grant authority to them to conduct the affairs of the Club subject to the provisions and limitation of the Constitution and By-Laws of BAC.
2. The basic function of the Board of Directors shall be to represent the best interests of the membership in making decisions and issuing directives. The Board shall follow the Code of Ethics set forth in the FMCA By-Laws and shall have full authority to act for BAC through the elected Officers in all executive, financial and general administrative matters.

SECTION 2 – COMPOSITION

1. The Board of Directors shall consist of the Officers listed in Article VII Section 2 and the immediate Past President.
2. The Board of Directors may designate certain persons to be advisory members of the Board; such persons are not required to be members of BAC. Advisory members shall be informed of and may attend all Board meetings and receive all communications applicable to their areas of expertise, but shall not be entitled to vote at Board meetings.
3. Any permanent vacancy on the Board shall be filled by appointment of the President after consultation with the Nominating Committee and approval of the Board. A vacancy in the position of immediate Past President may be filled by a previous Past President at the discretion of the President without consultation with the Nominating Committee. The appointee shall serve the remainder of the unexpired term of the vacant office until such time as his or her successor is duly qualified and elected.
4. The Board of Directors may designate a substitute for an absent elected Officer with the right to vote as if he or she were that Officer.

ARTICLE VII
OFFICERS AND DIRECTORS

SECTION 1 – ELIGIBILITY

1. Any member in good standing shall be eligible after two years of continuous membership for election to a two-year term of office to serve until his or her successor is duly qualified and elected.
2. Vice Presidents must be registered on the BAC records in the region that they represent. When possible, candidates for Vice President should have prior experience as a rally master.
3. Candidate(s) for President shall have served at least one term on the Board of Directors, but this requirement may be waived by the Board upon representation by the Nominating Committee that no member meeting this requirement is willing to run for that office.

SECTION 2 – POSITIONS

1. The following Officers shall be elected by the membership of BAC:
 - a. President
 - b. Vice President Region 1 (Northwest)
 - c. Vice President Region 2 (Southwest)
 - d. Vice President Region 3 (North Central)
 - e. Vice President Region 4 (South Central)
 - f. Vice President Region 5 (East)
 - g. Secretary
 - h. Treasurer
 - i. National Director
 - j. Alternate National Director
2. One member may be elected and serve as both Treasurer and Secretary, provided, however, that such member shall be entitled to only one vote at Board of Directors meetings.

SECTION 3 – PRESIDENT

1. The President shall:
 - a. Serve as the Chief Executive Officer of BAC.
 - b. Direct the business of BAC.
 - c. Attend and preside at all regularly scheduled and special meetings of the Board of Directors and the membership.
 - d. Except for the Nominating and Audit Committees, appoint all committees and serve as a member thereof.
 - e. Assist the BAC membership in selecting candidates from each region to serve on the Nominating Committee.
 - f. Undertake to perform all duties prescribed by the Constitution and By-Laws as directed by the Board of Directors and membership.
 - g. Endeavor to attend as many BAC rallies as reasonably possible.
2. Upon a vacancy occurring in the office of President or inability or refusal to act or perform the duties of the office, the Vice President in the region where a meeting is scheduled to be held (or if that Vice President is absent the next closest Vice President geographically) shall assume the duties of President and preside at the meeting. As soon as possible after the vacancy occurs, that regional Vice President shall call a special meeting of the Board of Directors who shall appoint an interim President to be selected from current or prior Presidents or Vice Presidents to fill the vacancy for the remainder of the unexpired term. The appointee shall serve until his or her successor is duly qualified and elected by the membership.

SECTION 4 – VICE PRESIDENTS

Regional Vice Presidents shall:

- a. Assist the President in his or her duties as requested whenever possible.
- b. Preside at any Board or membership meeting within the Vice President's region which the President is unable to attend.
- c. Solicit, supervise, direct and assist rally masters in conducting rallies in the Vice President's region. Review and approve budgets prepared by rally masters.
- d. Approve (if appropriate) any proposed rally in his or her region.
- e. Whenever possible attend all scheduled rallies within the region.
- f. Inform the President, rally coordinator and Beaver Tales Editor of any planned rally in the region, providing information on dates, costs, rally masters and all other pertinent information.
- g. Approve all requests for advanced rally funds and submit same to the Treasurer with a copy to the President.
- h. Arrange for submission of each rally master's timely financial report, with a copy to the President and a copy of the roster to the Membership Director.

SECTION 5 – SECRETARY

The Secretary shall:

- a. Prepare accurate minutes of Board of Directors and Corporation meetings.
- b. Comply with the FMCA By-Laws provisions requiring submission of reports on the chapter to FMCA.
- c. Be custodian and keep accurate permanent records and minutes of all BAC meetings and other activities designated by the Board. The Secretary may delegate this responsibility to a member approved by the Board of Directors. Such records shall be available to any member upon reasonable request.
- d. Send appropriate notices of meetings, correspondence and other actions as designated by the President and/or Board of Directors to the appropriate persons.
- e. Arrange for the distribution and return of ballots for all elections, amendments to the Constitution and By-Laws and other matters where a vote of the members is required.

SECTION 6 – TREASURER

The Treasurer shall:

- a. Receive all funds and pay all bills of BAC under the direction of the Board of Directors.
- b. Prepare and submit financial reports for each regular and special meeting of the Board and/or Corporation and an annual report for the fiscal year.
- c. Deliver all money, vouchers, books and papers of BAC, with financial records posted to the date of delivery to the incoming Treasurer within one month of expiration of his or her term of office.
- d. The Treasurer's records, reports and statements shall be reviewed annually by an Audit Committee appointed by the President. The results shall be submitted to the Board of Directors and membership for approval at an appropriate scheduled meeting.

SECTION 7 – FMCA DIRECTORS

A National Director and Alternate National Director shall be elected to serve on the Governing Board of FMCA and shall hold office subject to the duties and authority provided in the FMCA By-Laws.

SECTION 8 – TERMS

1. The President and Vice Presidents shall be limited to serving one full two-year term.
2. The Treasurer and Secretary shall be limited to serve two consecutive full two-year terms.
3. The National Director and Alternate National Director shall be elected to serve two-year terms without limitation.
4. An Officer appointed to fill an unexpired term shall be eligible to election as if such appointment had not occurred.
5. The term of office for all elected Officers, appointed committee members and Board appointed positions shall begin on October 1 of each year or as soon thereafter as the individual is duly elected or appointed.

ARTICLE VIII MEETINGS

SECTION 1 – BOARD OF DIRECTORS

1. At least one Board of Directors meeting shall be held during each fiscal year at a BAC International Rally.
2. Special meetings may be called by the President or any two Vice Presidents upon ten 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.
3. 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 majority of all voting Board members, which action shall have the same validity and effect as if acted upon at a duly convened regular or special meeting.
4. A meeting may be conducted by electronic or telephonic means.
5. A quorum shall consist of six voting Board members attending any duly convened meeting. A majority vote of those Directors present and voting shall be necessary for the adoption and passage of any motion or resolution.
6. Routine motions may be passed by voice vote.
7. Resolutions shall be adopted by roll call vote and may be amended, modified or repealed only in the same manner.
8. The Board of Directors may change the location and/or schedule for any Board meeting provided that notice is provided to the Board members in advance.

SECTION 2 – CORPORATION MEETINGS

1. Meetings of the membership shall be scheduled during International Rallies. If more than one such rally is held during a fiscal year, the meeting held during the summer (or closest thereto) shall be the annual meeting of the Corporation.
2. Special meetings may be called by the President or any two Vice Presidents upon thirty days written notice stating the time, place and purpose of the meeting.
3. A quorum shall consist of twenty-five percent of the members or fifteen family unit members, whichever is less.
4. The Board of Directors may change the location and/or schedule for any Corporation meeting providing that notice of the change be provided to the membership at least thirty days prior to the new date. Such notice may be provided in Beaver Tales or by electronic communication or US Mail.

ARTICLE IX NOMINATIONS

1. At a Corporation meeting the membership shall elect a Nominating Committee of no less than five nor more than seven members, with at least one member from each region. If a winter Corporation meeting is held, the elections should take place at that meeting; if not they may be elected at another meeting.
2. Only members from the respective region are entitled to vote on each regional member. The entire membership shall be entitled to vote on any member at large should more than the five regional members be elected. Regional members shall be elected for a two-year term to parallel the terms of the respective Vice Presidents.
3. Members shall assume their duties immediately upon election and serve until their successors are duly qualified and elected.
4. The committee shall select a Chairman from among its elected members to govern its activities and advise the President as whom that Chairman is.
5. The committee shall recommend, with the nominee's consent, the best candidate(s) available for the particular position(s) to be filled and shall consider additional terms for those current Officers eligible for such terms, or in the case of the President current and former holders of other offices.
6. The committee's recommended slate of candidates for all offices to be filled shall be forwarded to the President prior to a winter Corporation meeting; the President will submit these recommendations to the membership for approval. In the event there is no winter meeting, the committee shall submit its recommendations to the President in time for notification to the members at least thirty days prior to the election. Such notification may be through publication in Beaver Tales or by electronic communication or US Mail. If ballots are provided to all members, that shall constitute sufficient notification.
7. Members wishing to nominate additional candidates may do so from the floor or (in the case of no winter Corporation meeting) by securing the written consent of the nominee and endorsement by at least five other members. Such additional nominations must be provided

to the President in time for the relevant Corporation meeting or the notification provided for in the prior point.

ARTICLE X
AMENDMENTS

1. These By-Laws may be amended at any time by a sixty-five percent affirmative vote of the members present and voting at a meeting of the membership or as otherwise provided in Article XI.
2. Amendments may be proposed by the Board of Directors or by an individual member.
3. In either case, the amendment shall be referred to the Procedures & Regulations Committee for development of appropriate language and a recommendation as to what is in the best interest of the Club.
4. In the case of an amendment proposed by the Board, the Board shall determine whether or not to accept the recommendation of the P&R Committee. In the case of an amendment proposed by a member that the Board does not endorse, the proposed amendment will be submitted to the membership unless the proposing member agrees to withdraw it.
5. Approved amendments shall be effective immediately or upon a date specified in the amendment.
6. Copies of amended By-Laws shall be sent to the national office of FMCA and to the FMCA International Area Vice President.

ARTICLE XI
CONDUCT OF ELECTIONS AND VOTING

SECTION 1 – GENERAL

1. Voting can be by voice vote or closed ballot vote at a Corporation meeting or by ballot made available to all members. The Board of Directors shall determine which method 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 should be used, consideration should be given to whether there are positions with multiple candidates and whether there are ballot measures likely to be controversial.
2. The form of all ballots shall be determined by the President, Secretary and Chairman of the Nominating Committee (for candidates for Officer positions) and the Chairman of the P&R Committee (for amendments to the By-Laws). Ballots for elected Officers shall include a provision for write-in candidates.
3. Each adult family unit member shall be entitled to cast one vote on any matter. In elections for regional Vice Presidents, only those members recorded on the Membership Director's records as in that region shall be eligible to vote.
4. A majority of all votes cast shall be sufficient to elect a candidate for office and to approve and pass all other matters except amendments to the By-Laws, where a two-thirds majority is required.

SECTION 2 – VOTES AT CORPORATION MEETINGS

1. The Secretary shall cause a notice of the election, candidates for offices to be filled and amendments to these By-Laws and any other governing document to the members. In the

case of amendments, the notice shall include an explanation of the proposed amendment and the Board's recommendation. In the case of an amendment submitted by a member that the Board does not endorse, the notice shall include a short explanation of the proposer's arguments for the amendment. This notice may be provided by publication in Beaver Tales or by electronic communications or US Mail.

2. A member who will not attend the Corporation meeting but wished to vote will be provided a paper ballot by the Secretary. Such ballot must be returned to a place and time designated by the Board in a sealed envelope included in a second envelope and the outer envelope must display the member's FMCA number. The outer envelope will not be opened unless and until it is verified that the member is not present at the rally at which the meeting is held.
3. For positions without opposition, voice votes will be allowed. For contested elections and amendments to governing documents, a printed ballot will be used.
4. If there are printed ballots, the President shall appoint a Tally Committee to tabulate the results and announce the results at the meeting or as soon thereafter as possible.

SECTION 3 – VOTING BY CORPORATION-WIDE BALLOT

1. The Secretary shall provide a ballot to each family unit with provision for each adult member to cast a vote. The ballots may be provided on paper by US Mail, by electronic communications with provision for return of a physical ballot, or by electronic communication with provision for electronic voting. Ballots will be provided by US Mail to members for whom an electronic communications address is not recorded on the Membership Director's records. Such ballots shall be provided at a date determined by the Board and the ballots must be returned at a time and place determined by the Board or electronic voting completed by the same date. The return process shall reflect reasonable provision for security of the process. Adequate time must be included for US Mail to reach the member (including mail forwarding) and to be returned; however a period of thirty days is presumptively sufficient.
2. Ballots shall be opened and counted by a Tally Committee appointed by the President, who shall designate time and place for such tabulation, such date not to be earlier than ten days after the end of voting date. The results shall be relayed to the President and announced at the next Corporation meeting.

ARTICLE XII STANDING COMMITTEES AND BOARD-APPOINTED POSITIONS

SECTION 1 – COMMITTEES

1. The President shall appoint at least three members to each of the following committees and designate the chairman of each committee:
 - a. Procedures and Regulations, which shall accept assignments to review and recommend Board action in connection with amendments to the BAC governing documents, policy

- matters, or any other matters designated by the Board. At least one member shall be a member of the Board other than the President or the spouse of such a member.
- b. Budget, which shall recommend to the Board an annual budget for the operation of BAC taking into account funds available from dues and other sources. The committee shall also consider other matters affecting the finances of the Club and make appropriate recommendations to the Board. At least one member shall be a member of the Board or the spouse of such a member.
 - c. Audit, which shall examine the Treasurer's financial reports and records and report their findings to the President and the Board. No member of the Board or spouse of such a member may serve on this committee.
2. The President may appoint other committees as he or she sees fit.

SECTION 2 – BOARD-APPOINTED POSITIONS

The Board of Directors may make appointments of qualified persons to assist in the administration of the Club. Some of these may be compensated as independent contractors as deemed appropriate by the Board. Such positions and their responsibilities shall be described in the Club's Procedures and Regulations Manual or (in the case of independent contractors) in the contract for the work to be accomplished. Such appointments may entail designation as advisory members of the Board of Directors.

ARTICLE XIII INDEMNIFICATION OF OFFICERS, DIRECTORS AND AGENTS

Each Officer and Director and each other person who may act as a representative of BAC at its request, that person's heirs, executors and administrators shall be indemnified by BAC against any costs and expenses, including counsel's fees, reasonably incurred in connection with any civil, criminal, administrative or other claim, action, suit or proceeding in which he or she or they may become involved or which he or she or they may be threatened by reason of his or her or they being or having been a Director, Officer or representative of BAC, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty, except costs, expenses or payments or payments in relation to any matter as to which he or she or they shall be finally judged derelict in performance of his or her or their duties to BAC unless BAC shall receive an opinion from independent counsel that the Director, Officer or representative has not so been derelict. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or its equivalent) shall not be deemed an adjudication that the Director, Officer or representative was derelict in performance of his or her duties to BAC if he or she acted in good faith in what he or she considered to be in the best interest of BAC and with no reasonable cause to believe the action was illegal. The foregoing right of indemnification shall not be exclusive of other rights to which Directors, Officers and representatives may be entitled as a matter of law or otherwise. The foregoing shall be construed to limit liability of Officers and Directors to the maximum extent allowed by law.

ARTICLE XIV
PARLIMENTARY LAW

The rules contained in Robert's Rules of Order, Newly Revised shall govern BAC in all cases to which they are applicable in which they are not inconsistent with the Constitution and By-Laws of FMCA and BAC.

ARTICLE XV
MISCELLANEOUS PROVISIONS

1. BAC is not to be held responsible for personal statements, opinions or representations advanced in newspapers, newsletters, electronic forums or in discussions in meetings.
2. Notices to members of the Board of Directors shall be delivered by US Mail or by electronic communications and shall be effective seven days from deposit in the US Mail or 24 hours of being sent by electronic means.
3. The registered agent shall be the person shown in the Annual Report filed with the Oregon Secretary of State or Amendment thereto.
4. The address of the principal office of the Corporation shall be designated by the Board of Directors. At the time of adoption of these By-Laws that address is:

Beaver Ambassador Club
c/o BCS of Oregon
62995 Boyd Acres Road
Bend, OR 97701
5. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal". Such seal shall be in the custody of the Secretary.
6. The Board may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.
7. No loans in excess of \$10,000 shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, except as authorized by the membership acting at a duly called meeting. Such authority may be general or confined to specific transactions.
8. Until the membership shall provide otherwise by resolution, the funds of the Corporation shall be held in accounts at any convenient FDIC insured bank, in US Government securities or in other investments determined by the Board to be of sufficient safety. The President, Treasurer, Secretary or Membership Director may sign checks up to \$1000. Such checks must be supported by a voucher. The Treasurer has authority to issue checks for all expenditures authorized by the annual budget approved by the Board of Directors and for any unanticipated expenses or budget overages up to \$2500. The Treasurer has authority to transfer funds to rally masters for International Rallies to cover costs authorized by the Board in any amount. Any unanticipated expenses or overages in excess of \$2500 must be approved by the President in writing. The Board may authorize a designated member to act for the Treasurer in the event of the temporary inability to perform the functions of that office.
9. The Beaver Ambassador Club may be dissolved by a majority vote of its members present and voting at a duly called Corporation meeting. All remaining assets shall be contributed to the purpose(s) for which the chapter is organized or to a qualified non-profit charity or charities.
10. The effective date of these By-Laws shall be _____.

