

MCASC Bylaws

Article I. Name and Address

Section I: The name of the Association shall be Motorcoach Association of South Carolina.

Section II: The official address of the Association shall be located in the State of South Carolina at a location determined by the Board of Directors. The office location shall be at the discretion of the Executive Director with approval of the Board of Directors.

Article II. Purposes

The purposes of the Association shall be as follows:

1. To promote and encourage the business of transporting persons by commercial motor vehicle between fixed termini, on regular schedules, charters, and tours, or for special purposes, to serve the best interests of the motorcoach industry, the public, and the members of the Association.
2. To advocate the enactment of just and proper laws regulating the motor transportation industry.
3. To protect the motorcoach industry from encroachments, discriminations, undue and improper interference, and inequitable and improper taxation.
4. To promote closer relations and cordial cooperation among the members and the motorcoach industry.
5. To promote friendly relations with and secure the cooperation and good will between the public and the motorcoach industry.
6. To promote quality transportation and related services.
7. To promote the construction of roads and streets of proper width and grade and of such material and over such routes that will promote the maintenance, repair and improvement of all roads and streets used for motor transportation.
8. To cooperate with the South Carolina Public Service Commission or other regulatory bodies having jurisdiction and supervision of passenger carrier motor vehicles, by the State of South Carolina and local jurisdictions.

9. Provide education programs to improve safety, conveniences, and service of the motor transportation industry and to best serve the interest and welfare of the general public and the motorcoach industry.

Article III. Membership

Section I: Classes of Membership: The membership of the Association shall consist of the following:

1. In-State Operator Members
2. Out-of-State Operator Members
3. Associate Members
4. Tour Operators
5. Honorary Members
6. Affiliate Members

Section II: In-State Operator Members: Any person, firm, corporation, or business venture of any form owning and/or operating one or more commercial passenger vehicles with a capacity of 8 or more passengers and come under regulation of FMCSA. The operators of these vehicles may also come under the authority of the State of South Carolina for the purpose of transporting passengers regulated by State or local authority, for charter, tour, or sightseeing service pursuant to State authority, shall be eligible for Operator Membership. Any person or company as described above desiring consideration for operator membership in MCASC may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

1. The applicant has obtained two (2) letters of recommendation from current operator members.
2. The applicant has read, understood, and signed a copy of the most recent version of the MCASC Code of Ethics for Operator Members ("Code of Ethics"), the terms of which are incorporated by reference herein as if fully set forth.
3. The applicant has provided a copy of his/her operating authority for intrastate and/or interstate passenger transportation and a certificate of insurance directly from the insurance agent, broker, or company certifying a minimum of \$1 million for intrastate operations and/or \$5 million for interstate operations in automobile liability coverage.

4. The applicant has a satisfactory safety rating from Federal Motor Carrier Safety Administration. The rating may be waived temporarily at the discretion of the board of directors.

Section III: Out-of-State Operator Members: Any person or company as described in Section II above from another state desiring consideration for non-voting operator membership in MCASC may submit a written application to the Board of Directors demonstrating that the following membership criteria has been satisfied:

1. The applicant has obtained two (2) letters of recommendation from current operator members.
2. The applicant has read, understood, and signed a copy of the most recent version of the MCASC Code of Ethics ("Code of Ethics"), the terms of which are incorporated by reference herein as if fully set forth.
3. The applicant has provided a copy of his/her operating authority for intrastate passenger transportation for his/her home state, and/or operating authority for interstate passenger transportation, and a certificate of insurance directly from the insurance agent, broker, or company certifying the minimum coverage as required by their home state for intrastate operations and/or \$5 million for interstate operations in automobile liability coverage.
4. The applicant has a satisfactory safety rating from the Federal Motor Carrier Safety Administration, if applicable.

Section IV: Associate Members: Any person, firm, corporation, or business venture engaged in any major business incidental to the motorcoach industry in South Carolina shall be eligible for membership in a non-voting status and may submit a written application to the Board of Directors. The applicant must sign a copy of the most recent version of the MCASC Code of Ethics for Associate Members ('Code of Ethics'), the terms of which are incorporated by reference herein as if fully set forth.

Section V: Tour Operator Members: A firm, corporation or business that engages in the purchase of services and products from the members of the Motorcoach Association of South Carolina for the purpose of packaging tours. Tour Operator Members shall have all privileges afforded Associate Members and shall be granted marketplace privileges as a buyer. Any person or company as

described above desiring consideration for tour operator membership in MCASC must submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

1. The applicant has been engaged in packaging tours requiring charter services of operator members of MCASC but does not own or operate motorcoaches.
2. The applicant has obtained two letters of recommendation from current operator members.
3. The applicant has read, understood and signed a copy of the most recent version of the MCASC Code of Ethics for Tour Operator Members ('Code of Ethics'), the terms of which are incorporated by reference herein as if fully set forth.
4. The applicant has provided a copy of his/her business license, if applicable; copy of registration with the Office of the Secretary of State; proof of insurance; and a company federal tax identification number.

Section VI: Honorary Members: Any person who has performed exemplary service to the motorcoach industry in the State of South Carolina shall be eligible of Honorary Membership upon approval by the Board of Directors.

Section VII: Affiliate Members: Any person or organization that has an industry interest or is closely related to the goals and objectives of the Motorcoach Association of South Carolina shall be eligible for Affiliate Membership. Affiliate Membership shall be approved by a majority vote of the Board of Directors. Affiliate Members shall be granted waiver of registration fees for the annual membership meeting and any other event sponsored by the Association. Affiliate Membership may be revoked upon a three-fourths vote of the Board of Directors.

Section VIII: Approval of Membership: The Board of Directors, by a majority vote of those present at any duly constituted meeting, may approve all Operator Members, Out-of-State Operator Members, Associate Members, and Tour Operator members. The Board of Directors may approve all Associate Members, Tour Operator members, Out-of-State Operator members, and Honorary Members by electronic means (email and/or facsimile) provided that there is no objection, which will result in pending status until the next scheduled meeting of the Board of Directors. Applications for Operator, Out-of-State Operator, Associate, or Tour Operator membership shall be made upon such forms as the Board of Directors

from time to time may prescribe and each shall be a member in good standing upon payment of dues and application approval. If membership is denied for any reason, the applicant may reapply for membership in one (1) year from date of denial.

Section IX: Voting: Only in-state operator members, whose dues are current, shall be entitled to vote, and each member shall have only one vote per firm, corporation, or business venture as set forth in Section II.

Section X: Censure, Suspension and Expulsion of Members: The Board of Directors shall, in its discretion, have the authority to censure, suspend or expel any operator or associate member for cause. For purpose of this Section IX, the term "cause" shall include, without limitation, a violation of the MCASC 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 and 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 IV. Dues

Section I: The Board of Directors shall determine from time to time the amount of annual dues payable to the MCASC by In-State Operator, Out-of-State Operator, Associate, and Tour Operator members.

Section II: Payment of dues shall be on an annual basis and payable for a full year.

Article V. Meetings of Members

Section I: Meetings: All meetings of the members and the annual meeting shall be held at such time and place as shall be determined by the Board of Directors.

Section II: Special Meetings: Special meetings of the members for any purpose or purposes may be called at any time by the President, by the Board of Directors, or a majority thereof, or by not less than ten percent (10%) of the Operator Members at the time. At a special meeting no business shall be transacted and no action shall be taken other than that stated in the notice of such meeting. In the event it is requested by an operator member and determined by the Board of Directors that an independent third-party moderator may be required to preside at such a meeting, the Board of Directors shall appoint the moderator. The moderator shall preside at such a meeting, without offering opinions or suggestions to the discussion by the operator members.

Section III: Notice of meetings: All notices of membership meetings shall be made by the Association Secretary in cooperation with the Executive Director.

1. Regular or normal meetings: Notice of such meetings shall be made to the membership, in writing, at least five (5) days prior to the meeting. Such notice may be made by letter, fax, or email including notice of delivery and/or a read receipt.

2. Special meetings: Notice of such meetings shall be made to the operator members, in writing, by email including notice of delivery and/or a read receipt, at least ten (10) days prior to the meeting. The notice shall include required information as contained in Article V, Section II.

Section IV: Quorum: One-third of the Operator Members, present in person or represented at any meeting duly called, shall constitute a quorum for the transaction of business of the Association.

Section V: At any meeting of the members each Operator Member shall be entitled to one vote in person/company.

Section VI: Absentee Vote: Any Operator Member may by written ballot executed by the Operator Member, submit an absentee vote for certain membership voting. The Operator Member must request the absentee ballot, concerning any issue, which has been presented or published prior to the scheduled membership meeting and to be voted on at said meeting. The executed absentee ballot may be mailed, emailed, or hand delivered to the

Association Secretary-Treasurer prior to the vote by the membership. If emailed, the notice shall include a delivery and/or a read receipt. If mailed, the Association shall provide a self-addressed envelope for such purpose. The Secretary-Treasurer shall open the absentee ballot at the time of the vote, and either read the vote into the record or, in the case of the election of officers, give the ballot to the nominating committee for tabulation. The absentee vote may only be considered, for the purposes of any vote, as the initial vote, and may not be used for subsequent votes on an issue or officer election if such voting may be required.

Article VI. Directors

Section I: General Powers: The property, affairs committees and business of the Association shall be managed by the Board of Directors and, except as otherwise expressly provided by law or by the Certificate of Incorporation, or by these Bylaws, all powers of the corporation shall be vested in said Board.

Section II: Number and Qualification: The number of directors constituting the

Board of Directors shall be ten (10), six (6) of whom shall hold office for a term of two years, and four (4) shall be the president, vice president, secretary-treasurer, and the immediate past president whose terms are two years. An officer may be re-elected to serve an additional two-year term. The Board of Directors of the Association shall determine the number of associate representatives to serve in a non-voting status on the Board of Directors of the Association.

In order to qualify, a Board nominee must be associated with a member company whose place* of business is in South Carolina, must be in good standing with the Association for at least two (2) years, the nominee must have at least five (5) years' experience in the motorcoach industry or three (3) years' service on an association committee, and must have at least three (3) years in a position of ownership or management.

**Place of business is defined as a location where bus and coach operations are conducted on a day-to-day basis.*

Section III: Change of employment by a member of the Board of Directors: Any member of the Board of Directors, who otherwise qualifies, and is currently on the Board of Directors, may continue to serve if either of the following criterion is met:

1. The board member changes employment from a qualifying Operator Member to another qualifying member, provided that member does not have a current Board position, within thirty (30) days.
2. The board member changes employment from a qualifying Operator Member to a non-member operator, provided the company becomes a qualified member and is approved by the Board of Directors at its next regularly scheduled meeting.

Section IV: Election of Directors: The six (6) directors shall be elected by general election. Each of the six directors shall be elected for a two-year term. In the event there are no new willing and able operator members, directors may serve more than one term. All vacancies shall be filled by the board of directors. Until the vacancies are filled, the total number of directors of the Association for the purpose of determining a quorum shall be the number of directors actually elected and serving at the time of any given meeting.

Section V: Voting: The majority of the Board of Directors shall constitute a quorum.

Section VI: If no one is nominated, the current officer or director may continue to serve.

Article VII. Officers

Section I: Election: The officers of the Association shall consist of a President, a Vice-President(s), a Secretary-Treasurer, and Immediate Past President. An officer of the Association must be an in-state Operator Member in good standing, whose primary place** of business is located in South Carolina and must have served on the Board of Directors for at least one term. All officers, with the exception of the Immediate Past President shall be elected by the operator membership at the annual meeting for a term of two years. All officers, individually or collectively, may be re-elected for an additional two-year term. Any officer having served either a two-year term or two two-year terms may be eligible for re-election again after a two- or four-year period has lapsed since serving as an officer, according to length of term served. All officers shall be considered a member of the Board of Directors (see Article VI, Section II).

All nominations for officers will be provided to the nominating committee (see Article VIII, Section 1), for ballot preparation.

Should the office of President become vacant, the Vice-President shall assume the position of President for the remainder of the unexpired term. Should any other officer position become vacant, for any reason, the position shall be filled by the Board of Directors until the completion of the term elected.

The officers shall be elected by the Operator Members, by secret ballot(s), provided by the nominating committee. Each officer shall be elected independently of all other officers. An officer shall be considered elected by a plurality vote of the operator membership. The nominating committee shall count all ballots to determine the results of each officer election.

***Primary Place of business is defined as a location where bus and coach operations are conducted on a day-to-day basis, the main location where all*

business records are maintained, and is the principle address shown on the FMCSA MCS-150.

Article VIII. Committees

Section I: Nominating Committee: The Immediate Past President shall chair the nominating committee. The nominating committee shall be appointed by the President. The nominating committee shall solicit, receive, and compile all nominations for all officers of the association, from the membership in a manner determined by the committee. Each Operator Member may submit one name per position as their nominee, but the same name may be submitted for more than one position. The committee shall determine the qualifications and desire to serve of each nominee. The committee shall prepare the slate of nominees and ballot(s) for each position to be presented to the membership at the annual meeting. The nominating committee shall count all votes to determine the results of each officer election.

Section II: Finance Committee: The Secretary-Treasurer shall be chairman of the Finance Committee. The members of the Finance Committee shall be appointed by the President. The Finance Committee shall be charged with the responsibility for review of financial records of the Association on a monthly, quarterly, annual, or other regular basis as determined by the chairman of the committee.

Section III: Executive Committee: The President shall be chairman of the Executive Committee. The members of the Executive Committee are as defined in Article VII, Section I. The Executive Committee is charged with the responsibility of ensuring that the initiatives and directives of the Board of Directors are carried out in a form and manner as instructed by the Board of Directors.

Section IV: Annual Meeting Committee: The members of the Annual Meeting Committee shall be appointed by the President of the Association. The committee will be responsible for the planning, coordinating and implementation of the Annual Meeting of the Association, with the approval of the Board of Directors.

Section V: 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, chaired by a member of the Board of Directors. The members, terms, and authority of such committees shall be as set forth in Board resolutions or Presidential actions establishing them.

Section VI: 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 VII: 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 Association business at such meeting.

Section VIII: Resignation and Removal: Any member of a committee may resign at any time by giving written notice of his/her intention to do so to the President or the Secretary-Treasurer of the MCASC, or may be removed, with or without cause, at any time by the President.

Section IX: 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 IX. Seal

The corporate seal of the Association may consist of two concentric circles between which are the words "Motorcoach Association of South Carolina" and in the center, the word "Seal."

Article X. Suspension of Bylaws

These bylaws as set forth in Article VI may be suspended in the event there is no one nominated to replace a current director or officer whose term is expiring and the current director or officer may continue to serve an additional term.

Article XI. Amendments

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

Article XII. Annual Audit

The financial records of the Association shall be compiled by an independent accountant at the end of the fiscal year and the compilation shall be approved by the Board of Directors. The Board of Directors may, at its discretion, require a complete financial audit.

Article XIII. Dissolution

The Association shall use its funds only to accomplish the objects and purposes specified in these By-Laws and no part of said funds may be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XIV. Meeting Procedures

All meetings will be conducted by Robert's Rules of Order.

Bylaws amended February 2013; amended July 2014; amended February 2015; amended August 2018, amended February 26, 2019; amended December 2020; amended March 2021.