



Bylaws
Effective September 18, 2001
Amended February 1, 2019

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**BYLAWS OF
DISCOVERY OWNERS ASSOCIATION, INCORPORATED**

ARTICLE I - NAME

Discovery Owners Association, Incorporated, hereinafter referred to as DOAI, is a Non-profit Corporation.

ARTICLE II - PURPOSE

Objectives:

1. To preserve and perpetuate the ideals and spirit of friendly and wholesome fellowship among its members.
2. To provide group representation and to support the interest of its members.
3. To disseminate relative information to its members.

ARTICLE III - MEMBERSHIP - Revised January 29, 2015

A. Classes of Membership

1. Charter membership: A regular member who joined DOAI between April 1, 1998 and December 31, 1998.
2. Regular membership: Must own a Discovery motor home and dues must be current. There are no other requirements for inclusion in or exclusion from membership.
3. Commercial membership: A commercial member may be a distributor, dealer, agent, service center, campground or similar organization. Dues must be current.

B. Rights and Responsibilities

1. All regular members in good standing, and those afforded rights and privileges of regular members in good standing, have the right to vote and hold office in DOAI.
2. Voting is limited to one vote per coach.
3. Each member of DOAI agrees to accept and abide by these Bylaws as a condition of membership.

C. Application Process

1. An applicant for membership shall complete a DOAI application and mail it to the address indicated on the form along with the initiation fee and first year's dues.
2. By submitting the application, the prospective member shall certify the present ownership of a Discovery motor home and agreement to accept and abide by the DOAI Bylaws.

D. Fees and Dues

1. Initiation fee and annual dues: The initiation fee and annual dues shall be determined by the Board of Directors and published.
2. Reinstatements: Any former member of DOAI who resigned while a member in good standing may be received again into membership with the original DOAI number, if requested, upon application and payment of only the current year's dues (i.e. without payment of the initiation fee). All other membership requirements must be met.
3. Delinquencies: Any member whose dues remain unpaid for more than six (6) months after becoming due shall be considered delinquent and forfeits membership in DOAI.

E. General Membership Meetings

1. "General membership" as used herein includes all members in good standing.

2. Notice of all general membership meetings shall be published in the DOAI newsletter at least two (2) months prior to the meeting. In any event, there shall be a general membership meeting at every national rally.
3. A quorum at all meetings of members is a majority of the members entitled to vote at the meeting who are present in person.
4. The President shall set the agenda for meetings of the general membership.
5. The proceedings shall be in accordance with Robert's Rules of Order.
6. Minutes of the meeting shall be kept by the DOAI Secretary or designated alternate. The minutes shall be signed by the Secretary and countersigned by the President to attest to the accuracy and completeness and retained by the Secretary for five (5) years. A summary of the meeting shall be published in the DOAI newsletter.

ARTICLE IV - BOARD OF DIRECTORS - Revised February 1, 2019

A. Authority and Composition

1. The Bylaws are the ultimate authority for defining and establishing the organization, its management and its functions.
2. The Board of Directors is the governing body of the DOAI.
3. The Board of Directors consists of the national Officers, the Region Vice Presidents, Membership Coordinator, Newsletter Editor, Webmaster, Merchandise Coordinator, and the agent to the Commonwealth of Virginia (unless said agent is a Virginia attorney and is not a member of the corporation). The Membership Coordinator, Newsletter Editor, Webmaster, Merchandise Coordinator and Registered Agent shall not have a vote in actions of the Board.
4. No more than one person per coach may serve as a voting member on the Board of Directors at the same time.

B. Specific Duties

1. The Board of Directors develops overall policies for the business, financial, and other affairs of the DOAI, ensures that the assets of DOAI are conserved and protected, and considers and acts upon all proposals for amendments or revisions to the Bylaws.
2. There shall be a Region Vice President for each major geographical region of the contiguous United States and Canada. The region boundaries will be specified in a Standing Rule.
 - a. A Region Vice President must be a resident of the region he/she represents. In the case of a member who lives full-time in a Discovery motor home, this definition does not necessarily mean legal resident, but the region the member considers to be "home base." In no case shall a member be deemed to be a resident of more than one region at a time.
 - b. A Region Vice President is to be elected by members from that region.
 - c. The Region Vice Presidents assist the President and perform other duties assigned by the President and the Board of Directors. The Region Vice Presidents shall represent the best interests of the members of their respective areas.
 - d. In conjunction with the National Rally Master, plan and coordinate National and Region rallies held within the region.
 - e. Promote and encourage establishment of new chapters within the region.

- f. Coordinate with Chapter Presidents to:
 1. Ensure chapter concerns and interests are represented before the Board of Directors.
 2. Assist to recruit and retain chapter members.

3. The duties of the non-voting Directors are contained in Standing Rule 15.

4. The sole duty of the Registered Agent is to forward to the corporation at its last known address any process, notice or demand that is served on the Registered Agent. This position is to be appointed by the Board of Directors and must be either 1) a DOAI member who is a resident of the Commonwealth of Virginia, or 2) a member of the Virginia Bar.

C. Meetings

1. A Board of Directors meeting may be held during any Major Rally.
2. Special meetings of the Board of Directors may be called as necessary by the President or by a majority decision of the Board.
3. Board of Directors' meetings may be held through teleconference or other electronic means, as determined by the President.

D. Quorum

A quorum for all regular and special meetings of the Board of Directors shall be a majority of all current Board members, present or not. In the event a quorum is not present, votes may be obtained either by phone, written proxy, or mail ballot.

E. Minutes

Minutes of the Board of Directors meetings shall be recorded and provided to each Board member.

ARTICLE V - OFFICERS - Revised February 1, 2019

A. Definitions

The officers of DOAI shall be the President, Executive Vice President, Secretary, Treasurer, National Rally Master, Immediate Past President, and Vice President for Development.

B. Eligibility

1. Any regular member of DOAI is eligible for nomination and election to National Office.
2. National Officers shall be elected for a term of two (2) calendar years. The term limit for all National Officers shall be two consecutive two-year terms in the same office.
3. Upon a vacancy occurring in the office of President, the Executive Vice President shall succeed to the office of the President. Upon a vacancy occurring in the office of any other National Office or Region Vice President, the position shall be filled by appointment by a majority vote of the Board of Directors.
4. Any appointee to fulfill a remaining term may stand for election to that office and may be elected to two consecutive two-year terms without bias.

C. Duties

1. President

- a. The President is the principal executive officer of DOAI and exercises supervision and control of the affairs and business of DOAI.
- b. The President presides at all meetings of the general membership and the Board of Directors, appoints all members to all committees and is an ex-officio member of all committees, except for the nominating committee.

- c. The President may create ad hoc committees, appoint its members, and shall inform the Board of Directors of each committee's membership and purpose. No Board approval is needed.

2. Executive Vice President

- a. The Executive Vice President assists the President and performs other duties assigned by the President or the Board of Directors.
- b. In the absence of the President at any meeting, or in the event of the President's inability or refusal to preside, the Executive Vice President fulfills the duties of President, and when so acting, has the same authority as the President.
- c. If both the President and the Executive Vice President are absent from a duly convened meeting, or in the event of the inability or refusal of either officer to preside, the Immediate Past President shall preside. If none of the above is present or willing to preside, the members shall elect a presiding officer from those members present.
- d. The Executive Vice President shall oversee the Region Vice Presidents.

3. Secretary

- a. The Secretary, or designee, is responsible for recording of complete and adequate minutes of all meetings of the general membership and the Board of Directors, and maintaining all organizational records as required by the statutory duties of the office.
- b. The Secretary maintains the Bylaws and Standing Rules, receives proposals for amendments, and modifies these documents after changes are approved.
- c. The Secretary is responsible for retaining the ballots forwarded from the Nominating Committee for one year.
- d. The Secretary is responsible for ensuring that the required DOAI annual reports are filed with the state of incorporation.

4. Treasurer

- a. The Treasurer is responsible for all financial records of DOAI. The Treasurer shall regularly report accounts and statements to the President. A year-end report is to be submitted for publication in the earliest possible issue of the newsletter of the corporation.
- b. The Treasurer shall disburse funds as business may require, upon the order of the properly constituted officer or officers of DOAI.
- c. If the Treasurer is unable to attend any meeting that requires his or her presence, an alternate, who is willing and able to attend, shall be appointed.
- d. The Treasurer shall submit all filings required by the IRS.

5. National Rally Master

- a. The National Rally Master is responsible for overall organization and scheduling of National Rallies, in accordance with a Standing Rule.
- b. The National Rally Master assists regional organizations in planning and scheduling Regional Rallies.

6. Immediate Past President

- a. The Immediate Past President is chairman of the Nominating Committee and is responsible for seeking out

qualified candidates for office and presenting those candidates and their qualifications to the Board of Directors.

- b. The Immediate Past President is a member of the Board of Directors to ensure continuity of leadership and experience and to preside over the Board in the event both the President and Executive Vice President are absent.
- c. The Immediate Past President is responsible for special committees/projects as directed by the President.

7. Vice President for Development

The Vice President for Development is responsible to establish and maintain DOAI's professional relationships with primary manufacturers related to Discovery motor homes and Discovery dealers.

- a. Relationship with major manufacturers
 - 1. Establish the primary contact with each major manufacturer to coordinate matters between the manufacturer and DOAI.
 - 2. Establish procedures and processes, approved by the Board of Directors, to communicate and/or resolve motor home related issues between manufacturers and DOAI members that have not been satisfactorily resolved by the dealer and normal manufacturer customer relations processes.
 - 3. Request manufacturers' support, financial or otherwise, for DOAI activities or events approved by the Board of Directors.
 - 4. Assist the DOAI Membership Coordinator to obtain the list of new Discovery buyers in order to aid member recruitment.
- b. Relationship with Discovery dealers
 - 1. Establish and maintain the list of Discovery dealers.
 - 2. Communicate with dealers to encourage participation in the DOAI Membership Sponsor Program and provide annual certificate of appreciation.
 - 3. Assist the DOAI Rally Master to gain dealer support for Major Rallies.
 - 4. Encourage Discovery dealers to advertise in the Discovery Express newsletter and/or the DOAI website.

8. President Emeritus

The position of President Emeritus is an honorary title for life conferred by the Board of Directors, with confirmation by the general membership. There are no duties or responsibilities, nor is the position a part of the Board of Directors.

D. Indemnification

- 1. The corporation shall indemnify each of its officers and board members, whether or not then in office (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by the individual in connection with the defense of any litigation to which he/she may have been made a party because he/she is or was an officer of the corporation. He/she shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the corporation for negligence or misconduct in the performance of his/her duties. The right to indemnity or expenses shall also apply to the expense of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
- 2. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which a director or officer may be entitled.

ARTICLE VI - NOMINATING COMMITTEE - Revised January 29, 2015

A. Composition

- 1. The President shall appoint a Nominating Committee every two years.
- 2. The Nominating Committee shall consist of three (3) or more regular members

3. The Immediate Past President presides over the Nominating Committee.

B. Eligibility

1. All regular members are eligible to serve on the Nominating Committee.
2. Membership on this committee does not preclude eligibility for nomination and election as an officer.

C. Duties

1. The Nominating Committee shall prepare and submit a slate of candidates for all appropriate officers and directors, making efforts to recommend multiple candidates for each office.
2. The Nominating Committee's report shall be submitted to the Board of Directors not less than three (3) months prior to the date of the election.
3. The Nominating Committee's report shall be published in the DOAI newsletter at least two (2) months prior to the date of the election.

ARTICLE VII - CHAPTERS - Revised January 29, 2015

Pursuant to the stated purpose of DOAI, regular members are encouraged to join together in groups of mutual interest and form authorized chapters in accordance with guidelines published in the Standing Rules.

ARTICLE VIII - FINANCES

A. Fiscal Year

The fiscal year of DOAI shall be the calendar year.

B. Deposit of Funds

All funds and monies received on behalf of DOAI, or in the name of DOAI, shall be immediately entered in the financial records and promptly deposited in the DOAI depository approved by the Board of Directors.

C. Expense Reimbursements

A standing rule shall specify the terms for expense reimbursements of the directors and other authorized members.

D. Disbursement of Funds

Funds of DOAI shall be disbursed only for payment of DOAI obligations authorized for DOAI purposes, by check which indicates the purpose of payment, and signed by the President or Treasurer.

E. Budget

1. The President and Treasurer shall develop a budget to be approved by the Board of Directors and presented at the general membership meeting for approval by the membership.
2. The approved budget shall be published in the official DOAI newsletter.

F. Audits

An annual audit shall be conducted under procedures established in a standing rule, and the results reported in the DOAI newsletter.

ARTICLE IX - ENFORCEMENT AND AMENDMENT OF BYLAWS - Revised January 29, 2015

A. Enforcement

1. Any member may be expelled from DOAI for failure to comply with these Bylaws or the Standing Rules.
2. If it becomes necessary for an individual to be removed from office or membership, a request is to be submitted to the President (or to a Region Vice President if it is about the President). The request must be agreed to by three officers before being presented to the Board. After consideration by the full Board, three-quarters of the voting members of the Board will be needed to approve the removal.

B. Amendments

1. Any member may propose an amendment to the DOAI Bylaws.
2. The proposal must be submitted to the Secretary in writing, accompanied by a statement explaining the purpose of such change.
3. The Board will review and recommend disposition of all proposals.
4. Changes approved by the Board, along with the statement of purpose, will be published in the DOAI newsletter, with notice of how and when the measure is to be voted by the membership.
5. A majority of the members voting is required to revise or reject any Bylaws amendment, or to restore any deleted provision.
6. Approved amendments are effective when approved by the membership

ARTICLE X - MISCELLANEOUS REQUIREMENTS

A. Responsibility

DOAI will not be held responsible for personal statements, opinions or representations advanced in papers or newsletters, in discussions at any of its meetings or for the validity of statements contained in any advertisement printed in any DOAI publication.

B. Custody of Records

All records of DOAI are the property of DOAI and shall be in the custody of the Secretary.

C. Shares of Stock and Dividends Prohibited

The corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income, profit or assets of the corporation shall be distributed to its members, directors or officers. The corporation may pay compensation in a reasonable amount to its members or officers for services rendered as bona fide employees and may confer benefits upon its members in conformity with its purposes and upon dissolution or final liquidation may make distributions as permitted by the Nonprofit Corporation Act.

D. Effective Date

These Bylaws became effective September 18, 2001, were amended January 26, 2006, September 23, 2009, January 29, 2015, and last amended February 1, 2019.