

# **BMW CAR CLUB OF AMERICA, INCORPORATED**

## **By-Laws**

### **Article 1. Name**

BMW Car Club of America Incorporated. (Hereafter referred to as "the Club.")

### **Article 2. Purpose**

Insofar as permitted to a nonprofit corporation under the South Carolina Nonprofit Corporations Act of 1994, as amended ("Act"), as codified in Title 33, Chapter 31, Section 101, et seq., the Code of Laws of South Carolina 1976, as amended, the purpose of the Club is to enhance the BMW ownership experience for members by providing publications, services, support, information, and activities that promote camaraderie and encourage social awareness and individual responsibility.

### **Article 3. Location**

Meetings will be held at a location chosen by the President or the Board of Directors. For Corporate matters, the address of the Club shall be that of the National Office.

### **Article 4. Membership**

Section 1. Active member, limited to anyone interested in BMW automobiles.

Section 2. An applicant may be granted active membership by the Executive Director or by any officer who examines and approves the member's application.

Section 3. An active member may request that a member of his or her immediate family, for a yearly charge designated by the Board of Directors, be granted associate membership. An associate member will not receive Club publications. An associate member shall be a voting member of the Club and eligible for all other Club benefits.

Section 4. The above provision notwithstanding, the Board of Directors may provide for special types of membership, such as honorary, life, or charter, but not restricted thereto.

Section 5. Any active member or associate member may have his or her membership revoked by a 2/3 vote of the Board of Directors for actions determined by the Board of Directors not to be in the best interests of the Club. Any revoked member shall receive a prorated refund of national dues.

### **Article 5. Elections**

Section 1. Any member may nominate a member in good standing by submitting a written nomination with both membership numbers, countersigned by the nominee.

Nominees for Regional Offices and those nominating them must reside and be a chapter member in that region.

Section 2. The Board of Directors may appoint a nominating committee (consisting of voting members) that may nominate any candidates for office. All nominees for office must have been members in good standing for at least six months prior to the annual meeting. Candidates for President must have prior service as a member of the Board of Directors in order to be eligible to serve as President.

Section 3. No director or candidate for the board of directors may hold a concurrent position with the BMW CCA national office or as Roundel managing editor, editor-in-chief, Roundel art director and/or art director's staff, Roundel advertising manager and/or advertising manager's staff, or be an employee of BMW AG or its subsidiaries.

Section 4. Election of officers will be held by secret ballot to be ratified at the annual meeting. Ballots will be distributed by any of several methods, including but not limited to Roundel, the US Postal Service, e-mail, or other electronic means, to the membership at least 45 days prior to date of the annual meeting. Ballots returned by mail or by electronic means, as specified on the ballot, must be received at the designated location no later than the date specified. If, when the final election tabulations are made, there exists a tie, ballots for any tied elections will be counted daily until the tie is broken for up to an additional four business days. If a tie still exists, all candidates tied for the lead will be invited to attend the Annual Meeting to witness a coin toss to determine the winner. Challenges to election results must be filed in writing with the National Office within seven (7) days of posting of the official results.

Section 5. If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Board of Directors. The Board of Directors may, at its discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

Section 6. The voting member's primary place of residency listed in the BMW CCA National Office membership records will establish the voting address for purposes of national elections.

Section 7. In those elections where there is only one candidate for each and every office covered by the election the Board of Directors need not follow the provisions of Section 4 above. In such case the Board of Directors shall announce the names of the candidates running for office without opposition in Roundel; voting need not be required. The Board of Directors shall ratify the election of the candidates at the annual meeting.

## **Article 6. Officers**

Section 1. The Corporation shall have a President, Executive Vice President, Secretary, Treasurer and one Regional Vice President for each duly authorized

Region all of whom shall be members of the Board of Directors (hereinafter referred to as the "Board"). The position of Treasurer shall be filled by a member with the appropriate accounting or finance education or experience.

Section 2. All officers shall hold office for a period of three years, or the period of time that exists between one annual meeting and the one approximately three years later. The President, Executive Vice-President, Secretary and Treasurer shall serve not more than three consecutive three-year terms in any one position and all Regional Vice-Presidents shall serve not more than three consecutive three-year terms.

Treasurer, North Atlantic Regional Vice-President and Pacific Regional Vice-President shall be elected beginning in 2010. Executive Vice-President, Secretary, and Central Regional Vice-President shall be elected beginning in 2011. President, South Atlantic Regional Vice-President, and North Central Regional Vice-President shall be elected beginning in 2012. Current officers' two-year terms shall be extended to allow for the transition to three year terms. In the event that the Board votes to create a new region, the new Regional Vice-President appointed by the Board shall serve out a term as though elected in the immediate past election, a Bylaw change to officially identify this new Regional Vice-President position shall be proposed on the ballot.

Section 3. Any officer shall have the right to resign by submitting a resignation in writing to the Board.

Section 4. The President shall officiate at all meetings. The Executive Vice President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current Club records and perform other duties as assigned by the Board. The Board may appoint voting members to assist the Secretary as necessary. The Secretary shall have available at all meetings a copy of the By-Laws and Roberts Rules of Order. The Treasurer shall be responsible for all funds, making expenditures that are authorized by the Board, and is required to submit a report of treasury at the annual meeting. No person shall incur an obligation to, nor commit the credit of the Club, except as specifically authorized by the Board. Each Regional Vice President shall be elected from and, in the case of geographic-based regions, shall reside within the region. Their duties shall include the representation of the interests of the region as a whole, Chapters and individuals therein, to the Board; to assist existing or aid in developing new region Chapters; the arranging and coordinating of events or activities and furtherance of the purposes of the Club, and such other duties as the Board may deem necessary. The geographical or organizational basis of each region may be specifically defined from time to time by the Board of Directors with notice of any changes to all membership concerned made at least six months prior to any voting which may pertain thereto. The region assignment of members residing outside the continental United States, Alaska, Hawaii, the District of Columbia, and Puerto Rico will be determined by the Board of Directors.

Section 5. If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Board of Directors. The Board of Directors may, at its

discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office. In the event no candidate can be found for a vacant position the Board of Directors may override term limits for appointment of a sitting Board member to the vacant position.

### **Article 7. Meetings**

Section 1. Except as otherwise provided, meetings will be called by the President or Board when necessary or suitable to the activities of the Club.

Section 2. The Board shall meet at such times as they may by vote determine, or at the call of the President.

Section 3. The Secretary or an appointee shall notify all members of all general meetings of the Corporation by written notice, distributed to each member at least five (5) days before meeting time. The Secretary shall notify all directors of meetings by similar notice.

Section 4. For the purpose of a general meeting and the Annual Meeting, fifteen (15) voting members shall constitute a quorum.

Section 5. Roberts Rules of Order shall be the parliamentary authority of the Club.

Section 6. The annual meeting shall be held before the end of the second quarter of the year.

### **Article 8. Corporation Powers**

Section 1. Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation.

Section 2. The Board may name a membership or other such committee as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint any committee.

Section 3. It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

### **Article 9. Dues**

Section 1. Dues and fees will be set by the Board of Directors.

Section 2. Members who are in arrears shall be sent a written notice, and their membership may be revoked if dues are not paid within one month from date of such notice.

**Article 10. Subsidiary Organizations**

Section 1. Chapters - The Club shall promote and encourage the organization and operation of Chapters, which shall be affiliated organizations of the Club, participating in and subscribing to its purposes and activities, operating within organizational structures as agreed by the Board of Directors.

Section 2. Standards -The Board shall set, and from time to time may modify, the standards that such organizations shall be required to meet in order to qualify as Chapters. They shall operate in accordance with the general policies established by the Club. It shall be further required that their constitution or By-Laws not be inconsistent with those of the Club. All members of the Chapter shall be required to be members of the Club and pay the initiation fees and annual dues of the Club. Additional dues may be required by the individual Chapters.

Section 3. Charters - Each such duly qualified Chapter shall receive a Charter in the name of the Board. Each such Charter shall specify the name of the Chapter, the date the Charter was approved and any other information so designated by the Board of Directors. A Chapter's Charter may be revoked at the request of the Regional Vice President, subject to a majority vote of the Board, when that Chapter fails to meet the requirements of the minimum standards of chapter performance outlined in the operations manual. A Chapter's Charter may also be revoked at the request of any Board Member, subject to a 2/3 vote of the Board, for actions determined by the Board of Directors not to be in the best interests of the Club.

Section 4. Requirements for Charter - Any group of 15 or more members in good standing may make application for a charter.

Section 5. Responsibility - Under no circumstances shall the Club be responsible for any debts incurred by a Chapter unless, prior to incurring such debt, the Board shall have granted written approval.

**Article 11. Personal Liability**

All persons or corporations extending credit to, contracting with, or having any claim against, the Club or Board, shall look only to the funds and the property of the Club for the payment of any debt, damages, or judgment or decree or any other money that may become due and payable to them from the Club or the Board so that neither the members of the Club nor its Board are personally liable therefore.

**Article 12. Seal**

The custody of the seal shall remain with the Executive Director.

**Article 13. Amendments**

An amendment to these By-Laws may be proposed to the membership by:

- a) a 3/4 vote of the Board of Directors at any time; or
- b) any two or more voting members if their proposed amendment carries a regular Board of Directors meeting by a 2/3 vote of the Board members present.

In either case the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment by a 2/3 vote of the voting members returning ballots within 45 days of the distribution of such notice. No amendment shall become effective until approved by the membership.

#### **Article 14. Dispute Resolution**

Section 1. Membership in the Club, participation in Club events, and Chapter affiliations with the Club are privileges and not rights.

Section 2. Disputes concerning Club matters occur on occasion between and among Club members, Club Chapters and the Club. These disputes ("Internal Disputes") would not exist but for the fact that an individual voluntarily chose to join the Club or to participate in Club events or a Chapter voluntarily chose to affiliate itself with the Club.

Section 3. Whenever possible, Internal Disputes should be resolved exclusively within the organizational structure of the Club and not in the public courts, irrespective of whether a member or Chapter claims to have sustained injury, damage, or loss.

Section 4. Litigation or threats of litigation concerning Internal Disputes, brought by members or Chapters, are typically not in the best interest of the Club or its members.

Section 5. It has long been the practice of the Club and its Chapters to require members to sign waivers and releases of liability as a condition of being granted the privilege of participating in or attending certain Club events. These protect the Club from the harmful effects of litigation by, among or between its members.

Section 6. Therefore, the Board of Directors is authorized to implement and publish, in the Operations Manual, Waivers and Releases of liability in favor of the Club, its Board of Directors, its officers, its employees, its volunteer workers, its contractors, its representatives, its Chapters, and its members. These Waivers and Releases:

- a. shall upon publication be binding upon all members and Chapters who or which thereafter join or affiliate with the Club or renew or otherwise continue their memberships and/or affiliations with the Club;
- b. shall not narrow or invalidate the waivers and releases that were or will be executed by individual members seeking to participate in Club events;  
and
- c. shall not prohibit the Club's Board of Directors from finding that extraordinary circumstances exist and therefore authorizing the Club or any Chapter thereof to bring or participate in litigation or binding arbitration, to the extent that such

authorization is neither prohibited by law or prohibited elsewhere in these By-Laws. Such a finding requires that the Board of Directors, by a 2/3 vote and in its sole discretion, decides that such litigation or arbitration is in the best interests of the Club.

[These By-Laws incorporate all changes and amendments through February 15, 2019 approved by a majority vote of the membership.]