

**BMW
CAR CLUB OF AMERICA
LOS ANGELES CHAPTER**

ORGANIZATIONAL BYLAWS

REVISION LEVEL: A

DATE: November 10, 1999

ARTICLE I: GENERAL:

Section 1 - NAME:

The name of this organization shall be the BMW Car Club of America, Los Angeles Chapter, hereinafter referred to as the Chapter.

Section 2 - PRINCIPAL OFFICE:

The principal office of the Chapter shall be located at the residence of its duly elected President, or at the residence of his successor, or at such other place as may be designated by the Board of Directors.

Section 3 - GENERAL OBJECTIVES

The general objectives of the Chapter, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

A.) The enjoyment of sharing good will and fellowship derived from BMW automobiles and engaging in such social and other activities as may be agreeable to the membership and in harmony with the Chapter's other general objectives.

B). The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information and experience.

C). The establishment and maintenance of mutually beneficial relationships with Bayerische Motoren Werke AG (BMW AG), BMW of North America (BMW NA), and authorized BMW dealers.

D). The cooperation with other Chapters and the National Office of BMW CCA, as well as other BMW Clubs throughout the world through the exchange of ideas and experience, both directly and through BMW CCA's active membership in the International Council of BMW Clubs and BMW Clubs Europa, e.V., or their successors.

Section 4 - POWERS:

This Chapter shall be empowered to conduct all business, not for profit, necessary to carry out the general objectives of the Chapter as set forth in the Articles of Incorporation and in these bylaws.

Section 5 - LOGO:

The logo of the Chapter shall be designated by the Board of Directors (if incorporating a corporate logo, subject to corporate approval).

ARTICLE II: MEMBERSHIP

Section 1 - ELIGIBILITY:

Membership in the Chapter shall be as designated by the BMW CCA National office and shall be open to all BMW CCA members in good standing in accordance with BMW CCA Chapter and National bylaws.

Section 2 - CLASSIFICATION OF MEMBERSHIP:

A). MEMBER: Anyone interested in BMW automobiles, having paid the dues and fees as required.

B). ASSOCIATE: Any immediate family member of an active MEMBER interested in the Club and its objectives, having paid the dues and fees as required.

C). HONORARY: Any person who, on the affirmative vote of the Board of Directors, is deemed to merit recognition for outstanding interest in or service to the Chapter and its objectives.

D). BMW CCA National Office may provide for special types of membership such as life, charter, or honorary, but not restricted thereto.

Section 3 - DUES:

Dues and fees shall be set by the BMW CCA National Office. Honorary members (as defined in Section 2 C), shall pay no dues. Members whose dues 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.

Section 4 - PRIVILEGES OF MEMBERS:

Members in good standing shall be entitled to all of the privileges of the Chapter, except Honorary members (as defined in section 2 C), who shall not be entitled to vote or hold elected office. Each member in good standing is entitled to one vote on all Chapter matters. In the event of dissolution of the Chapter, and after the payment of its liabilities, its remaining assets, if any, shall be divided equally among current members in good standing.

Section 7 - REVOCATION OF MEMBERSHIP:

Any member may have his or her membership revoked by a vote of two-thirds of the Board of Directors of the Chapter for good cause, which shall constitute action or inaction which is detrimental or inimical to the general objectives or the best interests of the Chapter or its reputation. Before such revocation, the member shall be notified by the Board of Directors and shall have the right to present evidence to the Board of Directors to such charges as may have been made against him. Any member whose membership has been ordered revoked by the Board of Directors shall have the right of appeal to the Chapter membership at any regular meeting.

Section 5 - VACANCIES, REMOVALS AND APPOINTMENTS:

Any member of the Board of Directors may be removed by the vote of at least two-thirds of the voting membership of the Board being in favor of removal. Such removal shall be made for good cause only, including excessive absences without good reason. Any vacancy occurring on the Board of Directors shall be filled by an appointee of the Board, by a vote of at least two-thirds of the Board Members being in favor of the appointment, for the remainder of the term of office.

Section 6 - SPECIFIC DUTIES AND CONDITIONS:

PRESIDENT:

The President is elected to a one year term of office, limited to two successive terms, and must have served as a Board Member for at least one prior term. The President shall be the Chief Executive Officer of the Chapter, and shall preside over all meetings of the general membership. The President serves as official Chapter spokesman in dealings with other Chapters and/or the National Office of BMW CCA, the International Council of BMW Clubs, BMW Clubs Europa e.V., BMW AG, BMW NA, and other clubs and outside organizations.

VICE-PRESIDENT:

The Vice President must have served as a Board Member for at least one prior term. The Vice-President shall assist the President in the conduct of the administration of the Chapter, and shall perform such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall be first in succession in the event of the death, disability, removal or resignation of the President.

SECRETARY:

The Secretary shall take and maintain full, legible and complete minutes of all business meetings of the Chapter, especially verbatim accounts of all motions and votes. These are to be embossed with the Chapter corporate seal and maintained in chronological order, in books meant for that purpose, as a historical record of the business conducted by the Chapter. The Secretary shall maintain copies of all Chapter correspondence.

TREASURER:

The treasurer shall control all monies belonging to the Chapter, maintaining the funds in proper accounts in appropriate financial institutions; shall keep accurate and complete books of account; and shall record all receipts and payments of Chapter debts and obligations. All checks or other payments shall be authorized and signed by the Treasurer and by such other officer(s) as may be designated by the Board of Directors. The Treasurer shall promptly file all documents and maintain any additional records that may be required by any government agency, including any financial disclosure required in connection with the tax exempt status of the Chapter.

MEMBERSHIP CHAIRMAN:

The Membership Chairman shall be the primary Chapter liaison with BMW CCA National Office for the purposes of membership coordination. BMW CCA National Office shall process all new applications for membership, be responsible for the proper collection of dues from all members, and be responsible for maintaining and distributing

Club paraphernalia and membership cards to all members. The Membership Chairman shall be responsible for the timely delivery of a welcome letter and current Chapter newsletter to each new Chapter member.

ACTIVITIES CHAIRMAN:

The Activities Chairman shall coordinate all Chapter sponsored events, organize a calendar of events, which will be announced at Chapter meetings and be published in the Chapter newsletter. The Activities Chairman shall advise and assist those Chapter members organizing events and shall endeavor to ensure that at least one Chapter activity is presented each month.

TECHNICAL CHAIRMAN:

The Technical Chairman shall obtain and distribute to the membership all available technical information which may be useful to the members, and shall endeavor to adequately reply to technical inquiries from the members. The Technical Chairman shall control the Chapter's technical equipment and tools; and shall be responsible for the safety-related inspection of all vehicles participating in driving events sponsored by the Chapter, where such an inspection is deemed necessary.

NEWSLETTER EDITOR:

The Newsletter Editor is appointed by the Board of Directors for an indefinite term of office, and is a voting member of the Board of Directors. The Newsletter Editor may hold another Board position concurrently, but may vote only once. The Newsletter Editor shall be responsible for preparing a regularly published (at least once per each 90 days) Chapter newsletter for distribution to all members, local dealers, other BMW clubs, and officials of BMW organizations, as the Board of Directors may instruct. The Newsletter Editor shall have control as to the contents of the newsletter, and shall supervise its timely publication and distribution.

ADVERTISING AND PROMOTIONS CHAIRMAN

The Advertising and Promotions Chairman shall manage the procurement and contracting of commercial business advertising for the Chapter publications and events. The Advertising and Promotions Chairman shall coordinate the design, distribution, publishing, and financing of promotional information for Chapter sponsored events.

OFFICER(s) AT LARGE

Officer(s) at Large (up to four persons, maximum) shall be appointed to the Board after each annual election, by a two-thirds majority of the elected Board members. Officer(s) at Large shall attend meetings of the Board, aid in forming policy, assist in decision-making, and undertake any duties the President or Board of Directors may designate.

CHAIRMAN OF THE BOARD:

The Chairman of the Board is appointed by the Board of Directors at the January Board Meeting, for a one year term of office. The Chairman of the Board is a non-voting member of the Board, except in the case of a tie vote, where the Chairman of the Board may cast the deciding vote. The Chairman of the Board shall preside over all meetings of the Board of Directors.

ARTICLE IV: ELECTION OF OFFICERS:

Section 1 - ELECTION COMMITTEE:

At the regular September monthly membership meeting, the President shall appoint an Election Chairman, a member in good standing who shall be neither a current Board member nor a prospective nominee. Nominations will then be taken, in writing, between that date and the date of the monthly Board of Directors Meeting preceding the November monthly membership meeting. During that time, the Election Chairman will solicit a written acceptance or declination from each person nominated.

Section 2 - BALLOTS:

Voting for the Board of Directors shall be by secret ballot at the November monthly membership meeting, unless the ballot has no contested offices and no bylaw amendments, in which case a voice vote may be used rather than a secret ballot vote. The Election Chairman will then count the ballots in order to announce the results at the conclusion of the meeting. No member shall be required to sign or otherwise identify their ballots.

Section 3 - BALLOT DISPOSITION:

After the ballots have been counted and the results announced, the ballots shall be sealed and submitted to the Secretary to be maintained in the archives for a period of at least one year.

ARTICLE V: COMMITTEES:

Section 1 - OTHER COMMITTEES:

There shall be such committees as may be appointed by the Board of Directors, without limit as to members or purpose, so long as such committees' purpose be consistent with other provisions of the bylaws and the objectives of the Chapter.

ARTICLE VI: MEETINGS OF MEMBERS:

Section 1 - REGULAR MONTHLY MEETINGS

Regular monthly meetings of members shall be held in such time and place as the Board of Directors may determine. The location of these meetings shall be selected to be as convenient as possible.

Section 2 - SPECIAL MEETINGS:

Special meetings of the members may be called by the President or by the Board of Directors.

Section 3 - QUORUM:

At any regular meeting of the members, a quorum consists of the membership present. Said quorum may adjourn any meeting. The members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4 - CONDUCT OF MEETINGS:

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these bylaws, the Articles of Incorporation of the Chapter, or the general laws of this State or the United States of America.

Section 5 - NOTICE OF MEETINGS:

A notice stating the time, place, date, and purpose of any meeting of the members shall be mailed to the membership not less than fifteen days prior to such a meeting. Publication of said meeting notice in Club newsletter may fulfill this requirement.

Section 6 - PROXIES:

Proxies for the purpose of voting are not allowed by these bylaws.

Section 7 - VOTING AT REGULAR MEETINGS:

Depending on the situation and the requests of the membership present, voting at the regular meetings shall be conducted in one or more of the following ways, stated in order of preference:

A). By voice of the present quorum.

B). By hand count of the present quorum.

C). By reverse roll call vote of the present quorum. The Membership Chairman shall request the name of each voting member and record one vote per member of every present member in good standing.

Following a vote by either method A), or B), should the situation warrant, the presiding officer or any member present may call for a recount using a more definitive method.

ARTICLE VII: AMENDMENT OF THE BYLAWS:

Section 1 - METHOD OF AMENDMENTS:

These bylaws may only be amended by a majority of the votes cast in a referendum of the membership which shall either be conducted by mail or held at a regular monthly membership meeting.

Section 2 - PROPOSED AMENDMENTS:

Amendments to these bylaws may be proposed by a majority vote of the Board of Directors, a majority vote of the membership at any regular meeting, or by written petition to the Board of Directors signed by 25 or more voting members in good standing. Once proposed, any such amendment proposal must be submitted to the general membership for voting.

Section 3 - NOTICE OF PROPOSED AMENDMENTS AND REFERENDUM:

The Secretary shall notify the voting members of the proposed amendment and the scheduled referendum, and shall provide an explanation of the proposed

amendment and the need thereof. This shall occur within sixty (60) days of receipt of the proposed amendment and, in the case of a referendum held at a regular monthly membership meeting, not less than 15 days prior to that scheduled referendum. Distribution of such information by inclusion in the Chapter newsletter may serve as said notification.

Section 4 - BALLOTS:

In the case of a referendum held by mail, completed ballots are to be received by the Chapter within thirty (30) days of the mailing to the members. The Secretary shall cause the ballots to be tabulated, and the results shall be announced to the Board of Directors and to the members at the next monthly meeting.

*** END OF BYLAWS ***