

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

ORGANIZATIONAL BYLAWS

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 – POST OFFICE BOX

The Chapter shall maintain a Post Office Box as its permanent mailing address. The box must be checked regularly. The Treasurer may elect to have bank statements and other financially-related materials mailed directly to his/her home. The Board of Directors must approve this deviation at the start of the Treasurer's term.

Section 4- 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 5- 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 6 - 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). 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.

Section 4- PRIVILEGES OF MEMBERS:

Members in good standing shall be entitled to all of the privileges of the Chapter. 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 5 – MEMBERS STANDARDS OF CONDUCT

Members shall become familiar with, and adhere to, the Standards of Conduct as outlined in the BMW CCA National Policy and Procedure Manual, Section 2.10.

Section 6- REVOCATION OF MEMBERSHIP:

Any member may have his or her Chapter 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. When the Board of Directors determines that it is in the Chapter's best interests to revoke a member's Chapter membership, the Board will immediately contact their BMW CCA Regional Vice President for guidance.

ARTICLE III: OFFICERS:

Section 1 - COMPOSITION:

The Board of Directors shall be composed of the following members:

Elected Positions

President
Vice President
Secretary
Treasurer
Membership Chairman
Activities Chairman
Officers at Large (2)

Appointed Positions

Advertising Manager
Newsletter Editor
Member(s) at Large* (up to four, maximum)
Chairman of the Board

Section 2 - ELIGIBILITY:

Any regular or associate member of the Chapter in good standing shall be eligible to hold office. No person shall have more than one vote on the Board of Directors. The Newsletter Editor, the Advertising Manager may hold two concurrent offices on the Board of Directors, but shall only have one vote.

Section 3 – TERMS OF OFFICE:

All officers shall hold office for a period of two years. The President shall serve not more than two consecutive two-year terms. The President, Secretary, Activities Chairman and one Officer at Large shall be elected in even numbered years. The Vice President, Treasurer, and Membership Chairman and one Officer at Large shall be elected in odd-numbered years. Members-at-Large shall be appointed by the Board shall be appointed for one year terms or until December, whichever comes first.

Section 4- GENERAL DUTIES:

- A. It shall be the responsibility of the Board of Directors to determine all matters of Chapter policy not otherwise determined by National Guidelines, or the members in regular or special meetings. The Board of Directors shall ensure the proper conduct of the administrative matters of the Chapter, the fulfillment of duties by officers, and compliance with these bylaws.
- B. The Board of Directors shall ensure that the Chapter remains in compliance with BMW CCA National Bylaws, Policies and Procedures.
- C. The Board of Directors may adjust tasks assigned to the various offices to accommodate the circumstances and abilities of the individuals holding the offices.
- D. Office holders shall maintain all records and paraphernalia associated with the office in such a manner as to facilitate a timely and orderly transition to their successors.

- E. Serving on the Board of Directors requires a commitment of time and attention. Directors must make every effort to participate in Board meetings and General Meetings. Directors should try to attend the majority of all Chapter activities. They must be willing to spend the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors must be willing to familiarize themselves with, and commit to following, the Club and Chapter guidelines set forth by the BMW CCA National Board and Executive Office.
- F. In the conduct of Chapter business, and in the best interests of the Chapter, some topics and materials may be deemed to be sensitive or confidential. Disclosure of such information may be harmful to individuals, or damaging to the Chapter. Board members shall pledge not to disclose sensitive or confidential topics and materials without proper authority and to keep confidential all discussions and materials pursuant to topics deemed to be sensitive, until such time as a given sensitive topic is declared by the Board of Directors to be no longer sensitive.

Section 5- MEETINGS:

The Board of Directors shall hold at least 10 monthly meetings which shall be governed by Robert's Rules of Order. At least once every 90 days these meetings will be held in a public place, open to all Chapter members. Notice of the date and location of these quarterly meetings shall be published to the general membership by at least two of the following methods:

- A. published in the Chapter newsletter
- B. posted on the Chapter website
- C. emailed to the Chapter email list

not less than 30 days before the meeting. The General Membership Meeting shall be held immediately following the quarterly Board of Directors meeting.

With the exception of the quarterly meetings, monthly Board of Directors meeting may be held at a public place, at a member's home or via tele-conferencing. Notice of all Board of Directors meetings must be made to all Board members either verbally or in writing, not less than seven days prior to the meeting date.

The date, time and location of all regular Board of Director regular meetings shall be published via Chapter newsletter, Chapter website and/or Chapter email list not less than seven days prior to the meeting date. Reasonable accommodations must be made for any general member who wishes to attend a Board of Directors meeting.

Section 6 – QUORUM

A quorum at any meeting of the Board of Directors shall consist of two-thirds of the Board members. A Board member holding two positions shall only be counted once.

If a quorum is not met at a Board of Directors meeting, the members present may conduct business without a quorum. The secretary shall keep records of all motions made, and the motion shall be sent to the entire Board via email as provided in for in Article III, § 7.

Section 7- EMERGENCY MEETINGS:

Motions may be proposed and voted on via email providing the following conditions are met:

- A) The motion requires immediate attention and can't or shouldn't be postponed to the next regularly scheduled Board of Directors' Meeting.
- B) The motion was made at a regularly scheduled Board of Directors' Meeting when there was not a quorum present.
- C) The entire Board of Directors must be included in the email postings.
- D) The majority of **all** Board members, not just the ones responding to the email, must vote to pass the motion.
- E) At the next regularly scheduled Board of Directors' Meeting, the motion, the names of the Board member who proposed and seconded the motion, and the result of the vote will be read into the minutes so that the motion is properly recorded in the minutes.

Section 8- 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 9- SPECIFIC DUTIES AND CONDITIONS:

PRESIDENT:

The President 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, in coordination with the Activities Chairman, shall oversee the scheduling of regular membership meetings. 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.

OFFICERS AT LARGE (Elected):

Officers at Large shall aid in forming policy, assist in decision-making, and undertake any duties the President or Board of Directors may designate. Officers at Large may be assigned to assist with activities, membership functions or other tasks to ensure the smooth functioning of the Chapter.

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 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. The Newsletter Editor may hold another Board position concurrently, but may vote only once.

ADVERTISING MANAGER

The Advertising Manager is appointed by the Board of Directors for an indefinite term of office and is a voting member of the Board of Directors. The Advertising Manager shall manage the procurement and contracting of commercial business

advertising for the Chapter publications and events. The Advertising Manager shall coordinate the design, distribution, publishing, and financing of promotional information for Chapter sponsored events. The Advertising Manager may hold another Board position concurrently, but may vote only once.

MEMBER(s) AT LARGE (Appointed)

Member(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. Member(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:

A Chairman of the Board may be 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. If the Board of Directors chooses not to appoint a Chairman of the Board, or if the Chairman of the Board is not present at a Board Meeting, the President or other titled Board member may lead the meeting.

ARTICLE IV: ELECTION OF OFFICERS:

Section 1 - ELECTION COMMITTEE:

At early as July but no later than the first of September, 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.

Section 4 - ALTERNATE METHODS OF VOTING

If the Board of Directors deems it to be in the best interest of the general membership, balloting for the Board of Directors may be done electronically or by mailing through the United States Postal Service.

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 is consistent with other provisions of the bylaws and the objectives of the Chapter.

ARTICLE VI: MEETINGS OF THE 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. The monthly meeting may be combined with an event or with a Board of Directors Meeting. There shall be at least one general membership meeting every 90 days as provided for in Article III, § 5. In order to conduct elections for the Board of Directors for the following year, a general membership meeting must be held in November, unless the Board of Directors has established an alternate method of voting as provided for in Article IV, § 4.

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 provided via mail or electronically 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