

**M Chapter
BMW Car Club of America
By-Laws**

Chapter Mission Statement

The organization adopts the mission of the BMW Car Club of America (hereinafter "BMW CCA") as follows: "The mission of the BMW Car Club of America is to enhance the BMW experience for our members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility."

**Article I
Name, Objectives, Area and Offices**

Section 1 - Name

The name of this organization shall be the M Chapter, BMW Car Club of America (herein after "Chapter").

Section 2 - Objectives

1. To provide the members with an opportunity to meet with other BMW club members, owners and enthusiasts.
2. To promote the enjoyment and ownership of the BMW automobile.
3. To establish and maintain mutually beneficial relations with BMW NA / AG, local BMW dealers, local BMW specialized service shops, chapter sponsors and other BMW CCA chapters.
4. To facilitate events and activities which accomplish our objectives and are consistent with our not-for-profit status.
5. The M Chapter is associated with and is directly responsible to the BMW Car Club of America (BMW CCA).
6. The M Chapter is an organization, which symbolizes and documents the BMW CCA idea ensuring friendship and partnership among all people who have established ties with the marquee, company, and BMW models, irrespective of nationality, race and ideology.
7. The M Chapter has a chapter philosophy, which it strives to attain and retain for the following reasons:
 - a. To ensure chapter activities are run in a democratic manner.
 - b. To conduct chapter events in an exemplary and responsible manner.
 - c. To support, encourage and take part in cultural and social activities.

- d. To provide a special image to the public including compliance with traffic laws and regulations.
- e. To assist fellow BMW CCA members and BMW drivers and riders in distress.
- f. To always seek to improve driving skills and drivers' and riders' responsibility to others.
- g. To maintain BMW vehicles in the best possible condition for the safety of all concerned and aesthetics in order to reflect BMW values.

Section 3 - Area

The Chapter will serve as a non-geographic area serving the United States and Canada.

Section 4 – Geographic Area Governors

1. As a Non-Geographic chapter, the M Chapter represents all areas of the United States/Canada as well as other locations. It is comprised of representatives from both the United States and Canada. As such, it is desirable that members of the Board of Directors maintain a diverse geographic representation of BMW owners. The M Chapter board may appoint Area Governors. The Area Governors will be responsible for their geographic regions as stated below:

Northeast: (Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island)

East Coast: (Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington D.C.)

South East: (North Carolina, South Carolina, Georgia, Florida, Tennessee, Mississippi, Alabama, Puerto Rico)

North Central: (Minnesota, Wisconsin, Iowa, Illinois, Michigan, Indiana, Kentucky, Ohio)

Central: (Nebraska, Colorado, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana)

North West: (Alaska, Hawaii, Washington, Oregon, Idaho, Montana, Wyoming, North Dakota, South Dakota, Utah)

South West: (California, Nevada, Arizona, New Mexico)

Canada: (all Provinces)

ARTICLE II
Powers, Purpose of Bylaws and Club Insignia

Section 1 - Powers

The Chapter shall be empowered to conduct all business, not-for-profit, necessary to achieve the objectives of the Chapter in keeping with the M Chapter, BMW Car Club of America Bylaws (hereinafter "Bylaws").

Section 2 - Purpose of Bylaws

The purpose of these Bylaws is to provide a broad administrative framework within which the objectives of the Chapter may be achieved. All business of the Chapter shall be conducted in accordance with the Bylaws.

ARTICLE III
Membership and Dues

Section 1 - Membership

To be a member of the M Chapter, membership in the BMW Car Club of America is required.

1 - Definition and classes of membership:

A member shall be any individual who meets the above criteria and who has paid dues as required by the BMW CCA. There shall be only one class of membership. All members shall have full rights and responsibilities, provided, however, that these rights shall apply only to the M Chapter.

2 - Rights and Responsibilities of membership:

- a. Members are entitled to vote and hold office in the Chapter, to attend any Chapter or Board of Directors meeting, and receive all other benefits of membership in the Chapter.
- b. Members of the Chapter shall be governed by the Bylaws.

3 - Application for membership:

Application for membership shall be made in the manner prescribed by the BMW CCA and affiliated organizations.

Section 2 - Dues

Annual dues for membership shall be set and collected by the BMW CCA.

Section 3 - Loss of Membership

1. A member shall forfeit membership by not paying annual dues to BMW CCA.
2. A member may be suspended or removed from the Chapter by the Board of Directors for

action detrimental to the objectives and best interests of the Chapter.

ARTICLE IV Officers and Duties

Section 1 - Officers

1. The elected officers of the Chapter, known as Elected Committee (EC), Shall be: President, Vice President, Treasurer and Secretary
2. No person may hold more than one (1) elected office at one-time or the same elected office for more than three (3) consecutive terms. If no one is running for the empty position after the three (3) terms is complete, the EC can approve for the previous member to continue his/her EC position until a replacement can be found.
3. Officers shall serve a term of two (2) years, from January 1st through December 31st.
4. The positions of President and Treasurer shall be elected in the odd numbered years. The positions of Vice President and Secretary shall be elected in the even numbered years.

Section 2 - Duties and Responsibilities of Officers

President

The President shall be the Chief Executive Officer of the Chapter and shall:

- (a) Preside over the M Chapter board meetings, prepares the agenda and directs the discussion, represents the BMW CCA, draws up strategies and policies and supports the flow of communication among the board members.
- (b) Supervise the general functioning of the Chapter.
- (c) Call meetings as conditions warrant.
- (d) Responsible to ensure that all required reports and correspondence be submitted within required timeframes and on-time to BMW CCA. Provide an annual report to the membership on the Chapter's activities and financial health.
- (e) Shall sign checks for disbursements authorized by the Board of Directors and forward supporting documentation to Treasurer within ten (10) days.
- (f) Perform other executive functions as may be required.
- (g) Ensure club compliance with and maintain the BMW CCA Operations Manual.
- (h) Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.
- (i) Makes sure the Chapter's annual corporate report is filed and the fees are paid.

(j) Executes all documents and correspondence in the name of the Chapter as authorized by the membership or the Chapter board.

Vice-President

The Vice-President shall assist the President in the conduct of the affairs of the Chapter and shall:

(a) Assume the duties of the President in the event of the President's absence or inability to serve in his office.

(b) Make arrangements for and assure necessary insurance coverage for all events.

(c) Shall sign checks for disbursements authorized by the Board of Directors and forward supporting documentation to Treasurer within ten (10) days.

(d) Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

Treasurer

The Treasurer shall be the Chief Financial Officer of the Chapter and shall have custody of all the Chapter's assets and funds. The Treasurer shall:

(a) Receive, record, and deposit all Chapter funds.

(b) Maintain an accurate and complete accounting of all the Chapter's assets and funds. Report the Chapter's financial status at each Business meeting including but not limited to the monthly cash disbursements, accounts receivable status, balance sheet and income statement.

(c) Shall prepare checks for disbursements authorized by the Board of Directors. The checks shall be reviewed and signed by any of the other members of the elected committee, not the treasurer.

(d) Shall turn over all Chapter funds, assets, accounts, records, etc. to successors as directed by the Board of Directors.

(e) At the end of the calendar year, prepare an annual financial statement for submittal by March 1st of the previous year to the national office of the BMW CCA, and for publication via website for all Chapter members.

(f) Complete and submit applicable federal/state tax forms including the IRS forms 990EZ and 990T for filing with the IRS on or before May 15th of each following calendar year. Applicable forms are also to be filed with the national office.

(g) Insure the Chapter's accounting records maintained pursuant to the IRS regulations regarding the 501(c) 7 designation.

(h) Maintain records pursuant to the IRS regulations and State statutes including but not

limited to, monthly back-ups of electronic files.

(i) Makes sure the Chapter's annual corporate report is filed and the fees are paid.

Secretary

The Secretary shall be responsible for maintaining full and complete records of the Chapter's general meetings, meetings of the Board of Directors and other special meetings as designated by the President. The Secretary shall:

(a) Take complete minutes of each Chapter meeting, and make them available two weeks prior to the next scheduled Board meeting.

(b) Maintain and have custody of all records for the Chapter except those delegated to the Treasurer.

(c) Prepare correspondence as directed by the President or the Board of Directors.

(d) Maintain a current roster of Chapter members. The Board may delegate this function to another Chapter member.

(e) Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

(f) Shall sign checks for disbursements authorized by the Board of directors and forward supporting documentation to the Treasurer within ten (10) days.

(g) Maintain an up-to-date copy of the Chapter Bylaws.

ARTICLE V Board of Directors

The ongoing success of the M Chapter of BMW CCA depends on the desire and willingness of the Board of Director Officers to contribute their time and effort. It is absolutely necessary that the Chapter officers be as capable and as dedicated as can be found. This is the most single most important factor in Chapter's success. Positions of this magnitude should not be awarded to persons as an honor or in gratitude for some service to the group. The criteria must be capability to perform and willingness to serve.

Section 1 - Members of the Board of Directors

The elected Chapter Officers may at their discretion, and by a unanimous vote, appoint any other Chapter member to a position on the Board of Directors. The voting members of the Board of Directors shall consist of all elected Chapter Officers, plus those appointed, (hereinafter "Board of Directors").

As determined necessary by the Board of Directors, other positions of responsibility may be identified and qualified Chapter members appointed to execute the associated tasks and

obligations. The Board of Directors shall determine the specific responsibilities and authority levels of these positions at the time the position is established.

Appointed members of the Board of Directors shall serve until the following January meeting, at which time the elected Chapter Officers may re-appoint such members for another term. There shall be no limit on the number of terms an appointed member may serve on the Board of Directors. An appointed member may hold two or more appointed positions, if each position's responsibility is held within the chapter requirements and standards for holding such position.

For purposes of conducting a Board of Directors meeting, a quorum of no less than two (2) elected officers is required, and all board decisions and actions shall be supported by a majority vote of the board members, except as otherwise provided for herein. Board of Directors may authorize voting via physical attendance, audio and video teleconferencing, or online private forum voting. The President will cast the deciding vote in cases of a tie vote. All Directors will be notified of Board of Directors meetings.

It is the responsibility of the Chapter Board to fulfill the responsibilities of any appointed board position that is not currently being held by a board member.

Section 2 - Board Appointed Positions

The following appointed positions hold responsibility of said area of operations within the M Chapter BMW CCA, which include the coordination, supervision, and communication of said position for the chapter and its members. Details of each appointed board member position is detailed in Appendix A.

Section 3 - The Responsibilities of the Board of Directors

The Board of Directors is the managing council of the Chapter and shall:

1. Determine all matters of the Chapter's policy not otherwise determined by the General Membership.
2. Ensure the proper conduct of all administrative and financial affairs of the Chapter are in accordance with these Bylaws.
3. To identify and recommend qualified Chapter members to fill unfilled terms of Officers, and/or to positions deemed necessary by the Board of Directors. Such appointments shall be approved by a unanimous vote of the elected officers.
4. Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
5. Create and appoint special committees as necessary to carry out the objectives of the Chapter.
6. The Board of Directors may direct an audit of the Chapter's finances.
7. Supervise the planning of Chapter events.

8. Officers shall be members in good standing of the Chapter.

Section 4 – Reports

The President or other designated member of the Board of Directors shall report significant actions of the Board of Directors to the General Membership via website.

ARTICLE VI Voting at Membership Meetings

Section 1 - Voting

1. Each member shall have one (1) vote.
2. Unless otherwise prescribed by these Bylaws, all issues shall be decided by a simple majority vote.
3. Votes shall be taken via an electronic election through the BMW CCA IT Department.

ARTICLE VII Elections

Section 1 - Election by Simple Majority

All officers shall be elected by a majority vote.

Section 2 - Election

The election of Officers shall be held during the month of November, the year prior to the Officer taking office. The election winner will be announced to the chapter via email and website communication.

Section 3 – Nominations

Prior to the election meeting, the Board shall seek potential candidates for office by September no later than October 1. For all elected positions candidates shall have been an active member of the M Chapter and be in good standing for at least twelve (12) consecutive months. The candidates for the position of President and Treasurer must be a Chapter member in good standing for at least two (2) years. The list of candidates for office, with the date of the election, shall be published on the Chapter website at least sixty (60) days prior to the date of election. The inception years 2020 and 2021 shall be exempt from the above qualifications for elected office.

Section 4 - Voting

The votes received electronically will be tallied at the beginning of December, the year prior to the Officer taking office. The BMW CCA IT Department will be responsible for tallying the

votes as well as announcing the winner to Board. In the event of a tie vote, the tie shall be broken by a vote of the Board of Directors at the December Board meeting, excluding Board of Director members included in the tie. In the event this vote ends in another tie, then the tie shall be broken by a coin flip. The Officers duly elected shall assume their offices on January 1st.

ARTICLE VIII Meetings

Section 1 – Business Meetings

Board of Directors shall hold regular Business Meetings. All members will be advised of the time, and/or method of the meeting. The Board of Directors shall meet upon call of the President to conduct business and plan the Chapter's meetings and activities. All members of the Board of Directors shall be advised of such. A majority of the members of the Board of Directors may call a meeting upon ten (10) days prior notice to all Board of Directors members.

Section 2 - Special Meetings

The President, a majority of the Board of Directors, or at least twenty-five (25) of the Chapter's members, may call a Special Meeting. All members shall be notified of the time and place of such Special Meeting at least thirty (30) days in advance in the Chapter's newsletter.

Section 3 - Conduct of Meetings

Meetings shall be presided over by the President and the Secretary shall take minutes. In the event of the President's absence, the Vice President shall conduct meetings. In the absence of the Secretary, the President shall appoint an acting Secretary. Meetings shall be conducted in accordance with Robert's Rules of Order insofar as they are consistent with these Bylaws and the objectives of the Chapter.

ARTICLE X Amendment of Bylaws

Section 1 - Proposed Amendments

The Board of Directors or the members may propose amendments to these Bylaws.

Section 2 - Adoption of Amendments

Amendments to the Bylaws shall be voted on by electronic voting. All members shall be advised of the date the electronic voting will take place and of the proposed amendments at least thirty (30) days in advance on the Chapter's website. Voting on the amendments will be conducted as specified in Article VI, with a two-thirds majority in favor of the amendments

required for adoption.

Section 3 - Effective Date of Amendments

Amendments to the Bylaws shall become effective immediately upon adoption.

Section 4 - Copy

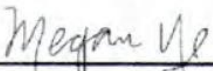
A copy of the Bylaws shall be available on the Chapter website or upon request to the Chapter Secretary.

Acceptance and Sign-off from Elected Committee

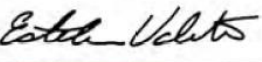
The Chapter members and the governing Board of Directors adopt these Bylaws on




4/28/20
President



4/28/20
Vice President



4/29/20
Secretary



04/29/20
Treasurer