

**M Chapter
BMW Car Club of America
Bylaws**

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 and Organization

The name of this organization shall be the M Chapter, BMW Car Club of America (herein after "Chapter") and incorporated in the state of South Carolina. The mailing address of the Chapter shall be the same as the BMW CCA National Headquarters, 2350 Hwy 101 S, Greer, SC 29651. As a non-geographic Chapter, the location of physical Chapter meetings shall be chosen by the President of the Chapter or by any other member of the Board of Directors designated for that purpose by the President. Virtual Chapter meetings will be announced as scheduled.

Section 2 - Objectives

1. To provide the members with an opportunity to meet with other BMW CCA 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-based philosophy, which it strives to attain and retain members 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 chapter serving members throughout the United States.

Section 4 – Geographic Regional Governors

As a Non-Geographic chapter, the M Chapter represents all regions of the United States with representatives called Regional Governors, each covering different geographic regions.

The ongoing success of the M Chapter of BMW CCA depends on the desire and willingness of the assigned Regional Governors to contribute the required time and effort to lead, promote, and positively represent the BMW CCA and M Chapter in their assigned regions. This commitment is the single most important factor in the Geographic region's success. Positions of this magnitude will not be awarded to persons as an honor or in gratitude for some other service to the group. The requirement for these volunteers is simply the capability to perform and willingness to serve.

The Board of Directors may remove any Regional Governors for non-performance and/or just cause. The Board of Directors shall appoint a replacement to fill the remainder of the term of any Governor who dies, resigns, or is removed by the board.

The Regional Governors will be responsible for their geographic regions as stated below and will mirror how National BMW CCA is structured:

<u>M Governor</u>	<u>States</u>
North Atlantic	CT, DE, ME, MA, NH, NJ, NY, PA, RI, VT and (western) WV
South Atlantic	AL, DC, FL, Eastern AR or West Memphis, GA, LA, MD, MS, NC, PR, SC, TN, (eastern) WV and VA
North Central	IL, IN, IA, KY, MI, MN, Eastern MO, OH, WI
Central	Western AR, CO, KS, Western MO, NE, NM, ND, SD, OK, TX, UT and WY
Pacific	AK, AZ, CA, ID, HI, MT, NV, OR, and WA

In the event that BMW CCA alters their regionally based organizational structure, the Chapter organizational structure will also automatically change to maintain alignment with the revised BMW CCA structure. Further action by the Chapter Board of Directors will not be required to maintain the structural alignment with BMW CCA. The Chapter Board of Directors will take appropriate action, if required, to accordingly adjust its appointment of Regional Governors.

**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.

The membership of the Chapter shall consist of members and associate members of BMW CCA in good standing who are assigned to the Chapter or who have designated the Chapter as an additional chapter affiliation with BMW CCA. A person who is not a member in good standing of BMW CCA is not a member of the Chapter for any purpose.

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 and BMW CCA.

ARTICLE IV Officers and Duties

Section 1 - Officers

1. The elected officers of the Chapter, will be known as Executive Board (EB), The EB shall be comprised of the 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 Chapter 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, deposit and disburse 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 utilizing a web-based automated accounting system such as Quickbooks or other similar accounting system.

(c) Shall prepare checks for disbursements authorized by the Board of Directors. The checks shall be reviewed and duly signed by any of the other members of the Executive Board.

(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 following year to the national office of the BMW CCA for publication on the Chapter website..

(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 of the BMW CCA.

(g) Ensure the Chapter's accounting records are maintained pursuant to the IRS regulations pertaining to the 501(c) 7 designations.

(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 Board 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 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 based on the 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.

The Board of Directors may remove any officer for just cause. The Board of Directors shall appoint a replacement to fill the remainder of the term of any officer who dies, resigns, or is removed by the Board.

Any Board of Director shall have the right to resign by submitting a resignation in writing to the Board.

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 Chapter Membership via Chapter website or other electronic means.

Section 5 - Indemnification and Personal Liability

1. To the full extent permitted by SC laws and any other applicable law, the corporation shall indemnify a director or officer of the corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer.
2. The Board of Directors is hereby empowered, by majority vote to cause the corporation to indemnify or contract in advance to indemnify any person who was or is a party to any

proceeding, by reason of the fact that he or she is or was an employee, authorized agent, or volunteer worker of the corporation, unless that employee, agent or volunteer has acted in a reckless manner.

3. The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by in accordance with this Section and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent.

4. 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 VI

Voting at Membership Meetings

Section 1 – Voting

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

ARTICLE VII

Elections

Section 1 – Election by Simple Majority

The officers of the Chapter shall be elected by ballot by majority vote of the members in good standing with the Chapter using electronic ballot methods. Voting shall be for a slate of officers proposed by the nomination committee, write-ins are not permitted. The nomination committee should be chaired by the most recent past president available or someone appointed by the Board of Directors. Nominations must be made with the written consent of the nominee. The nominating committee's slate shall consist of one or more nominees for each office.

If any Chapter officer nominees are running un-opposed after the nomination period ends, elections for that un-opposed position are not needed and the nominated officers shall assume their duties immediately for the next term.

Section 2 – Election

The election of Officers shall be held during the last 3 months of the calendar year, during the year just prior to the end of the elected officer's term. The election winner will be

announced to the Chapter via email and Chapter website communications.

Section 3 – Nominations

Prior to the election, the Board shall seek potential candidates for office no later than October 31 by establishing a Nomination Period of 30 days. For all elected positions, candidates shall have been an active member of the M Chapter and be in good BMW CCA standing for at least six (6) consecutive months. The candidates for the position of President and Treasurer must be a Chapter member in good standing for at least one (1) year. The list of candidates for elected office, along with the start date of the election, shall be published on the Chapter website after the Nomination Period ends and for at least thirty (30) days prior to the date of election.

Section 4 - Voting

The election period will be open for 15 days from the date announced as the election opening date. The votes received electronically will be tallied before the end 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 election results to the Chapter 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 any existing Board of Director members that may have been on the election ballot and 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 of the following year.

ARTICLE VIII Meetings

Section 1 – Business Meetings

The Chapter Board of Directors shall hold regular Business Meetings. All Chapter Board and general 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.. 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 Chapter Board of Directors and Chapter general 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 or other electronic means. Voting on the amendments will be conducted as specified in Article VI using a simple majority of votes cast 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.

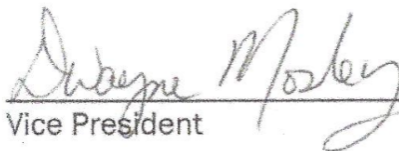
Acceptance and Sign-off from Elected Board

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

Esteban Valentin Digitally signed by Esteban Valentin
Date: 2023.03.09 16:22:32 -05'00'

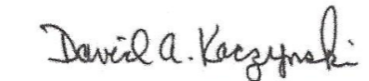
President

Date



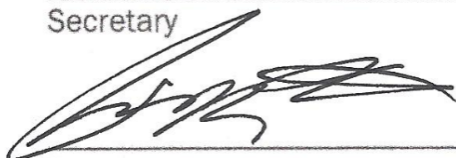
Vice President

3-21-2023
Date



Secretary

3.22.2023
Date



Treasurer

3/22/2023
Date

Appendix A

Appointed Board Position Responsibilities

1. Chapter Membership Chair

The membership chairperson receives, monthly, from the National office the list of current members, new members, renewing members, associate members, and members whose membership has lapsed. It is the membership chairperson's responsibility to share these numbers with the Board on a monthly basis. In addition, the membership chairperson is responsible for any emails to the membership email address. Responding to the email in a timely manner is imperative. If the membership chairperson does not have the answer to the questions sent to them via email, it is their responsibility to reach out to the Board for the answer to the email that has been received.

2. Chapter/Regional Newsletter Editor

The Chapter newsletter editor will develop and distribute Chapter publications or other communications to Chapter members. Communications may include general Chapter related information, advertisements of future and reporting on past Chapter events. The editor will coordinate the collection of information, calendars or reports from event organizers and participants and assemble the Chapter Newsletter for distribution. Other communications may be related to a single or specific event or other informational content.

3. Chapter Advertising Chair

The Advertising Chair will be responsible for managing the current advertisers which includes following the existing chapter advertisement pricing and standards as well as updating and adjusting said standards as needed in the best interest of the Club. The Advertising Chair will keep in regular communication with all our advertisers, including bringing in new business. The Advertising Chair will also be responsible for maintaining current financials between the Club and the advertiser.

4. Chapter BMW Dealership Liaison

The Dealership Liaison will be responsible for maintaining a trusting relationship between the Board and the Dealership(s). The Dealership Liaison will be responsible for delivering a consistent message to the Dealerships on club events, operations, membership, and information from BMW CCA National. The Dealership Liaison will coordinate any sponsoring of Club events and work closely with the Advertising Chair to ensure all publications are meeting the Dealership's expectations. For privacy reasons, contact information of current BMW CCA members can never be given to the dealership, no exceptions. Communication to members on behalf of the dealership should funnel through the M Chapter communication standards.

5. Chapter Driving School Education Chair

The Performance Driving School Chair is responsible for planning, scheduling, managing and running the driving schools and related events for the calendar year. This includes contracting with the appropriate racetracks, concessionaires, and various vendors. Duties also include raising sponsorship, approving vouchers, and appointing experienced members to the driving school committee. The Chair shall hold a driving school committee meeting

before each driving school. The dates and venues arising out of these meetings shall be communicated to the general membership by whatever means is currently feasible. The Chair shall present a budget to the chapter Board in a timely manner, prior to each driving school. The Chair shall coordinate and work closely with the Club Racing Chair and combine events where possible and feasible.

6. Chapter Driving Events Chair

The Chapter Driving Events Chair works with the Board to communicate necessary adjustments for safety and compliance to events; oversees M Chapter BMW CCA events which include driving schools, autocrosses, safety schools/car control clinics, fun rallies, gimmick rallies, and time- speed-distance (TSD) rallies, gymkhana, tours, dinner drives, overnight and weekend trips, car shows, concours d'Elegance, other non BMW Club Racing and TT driving events. The Events Chair coordinates all insurance agreements with the Chapter Vice President and makes sure all events comply with M Chapter and BMW National insurance requirements; works with event chairs to maintain processes for all driving event safety and paperwork logistics; handles and reports any logs, personal issues and incidents to National; works with the regional DEC and National to communicate the M Chapter processes and procedures as well as aiding in new safety and compliance regulations on a chapter, regional and national level. The Events Chair updates BMW CCA National on all chapters' events, and ensures they are listed. The DEC is responsible to act as event chair for a driving event where the current chair is not available.

7. Chapter BMW Club Racing Chair

The Chapter Club Racing Chair is responsible for promoting a safe, fair, and fun venue for the Club Racing and Time Trial events of BMWs. This person organizes and schedules events, communicates information to members, and works with National to promote BMW Club Racing and Time Trial events for the Chapter. This chairperson is also a liaison with other motorsport organizations in order to organize these types of events.

8. Chapter Autocross Chair

The Autocross Chair is responsible for coordinating, scheduling and running the Autocross events for the season. This would include ensuring all driving events and event information is communicated to the chapter members, which includes any Autocross Schools or Car Control Clinics. The Autocross chair will appoint a crew of members to hold key positions to help maintain the integrity of the events. The Autocross chair will present his/her annual budget that must be approved by the Board prior to the first event of the year.

9. Chapter Website and Marketing Chair

The Website and Marketing Chair is responsible for ensuring the Chapter's marketing goals of professionalism and service to Chapter members. Additional responsibilities include ensuring all information is properly represented in all Chapter print material, website content, social media channels, emails to members, promotional events, and other communications.