

BMW CCA OPERATIONS MANUAL

This Manual was reorganized as of July, 2000 by the BMW CCA Board of Directors. When revisions or changes are made, the date will be noted

Index of Revisions

DATE OF REVISION	DESCRIPTION
9/1/98	General revision of Section I to revise duties to conform to revised Org Chart, to add the Driving Events Committee, Club Racing, and the revised election policy
1/21/99	Section I- Removed overseas insurance and legal matters from the treasurers job. Added travel dollar amount for RVP's and reviewed discretionary funds Added to the duties of the Executive Director that contracts are to be reviewed and removed the title of Publisher of Roundel. Section III-added to Annual Meeting to review the Editorial Board and removed #7. Section IV-added authorization for travel for board members.
2/1/00	Section V – ByLaws amended to reflect the ability to vote electronically.
5/25/00	Section I – added clarification to duties of Executive Director vis a vis signing of contracts.
5/25/00	Section I - Updated Club Racing Chairman job responsibilities And added a section on the Club Racing Advisory Committee.
7/29/00	Section II – Change to reimbursement amount for extra copies of required newsletters that must be sent out.
7/29/00	Section I - 8.5 DEC guideline update
7/29/00	Section I – Updates to Club Racing 7.10 and 8.1
7/29/00	Section I - 1.1 Newsletters by electronic media
7/29/00	Section III - 5.3 Annual Meeting Conflict of Interest form
7/29/00	Section III - 5.2 Agenda on Website
7/29/00	Section III - 5.4 Minutes on Website
11/11/00	Section III – 5.1 Recording of the meetings
11/11/00	Section III – 5.3 Conflict of Interest
11/11/00	Section I – 1.7 Conflict of Interest
3/3/01	Section III – 5.4 Minutes distribution
3/3/01	Section I – 8.10 Club Racing-Affirmed date changed
3/3/01	Section I – Policies for BOD
8/25/01	Section 1 – Logo – Logo Authorization Policy
8/25/01	Section I - Membership date cutoff for election vote
10/20/01	Section IV - Reimbursement Policy
10/20/01	Section I- 2 Executive Director
10/20/01	Section I - 7.3 Raffle -Date to send out raffle letter

Section I

10/20/01	Section III - 5.5 Board Motions and Voting by Email
11/4/01	Section I -4.1.3.1Candidate Statement Disclaimer
3/2/02	Section III- 1.4 Funds to chapters by EFT
4/25/02	Section III - 5.1 added 5.1a Sensitive Session Section I - Exhibits Employee Confidentiality Agreement
8/10/02	Section I-8.5 DEC & DEC Election
8/10/02	Section I-1.1 Travel for President & Vice President
8/10/02	Section III - 4.1 Revoke Membership-Emergency Situation

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PURPOSE OF THE CLUB

"Without profit, to promote interest in motoring, touring activities, and to encourage safe skillful driving classes, publications, and activities related to motor touring..." (from the Bylaws of the Club).

ORGANIZATION OF THE CLUB

The National Club is incorporated as a nonprofit organization under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

THIS MANUAL

What follows is a Collection of Information, Guidelines and Rules for BMW CCA, both at the National and Chapter level. The BMW CCA Bylaws are in Section V. These bylaws are included for reference only and that if there is a conflict between the bylaws printed here and the official version by the executive directors, that version takes precedence.

National policies of the Club are determined by the Board of Directors. The board consists of 9 voting members the President, Executive Vice President, Treasurer, Secretary, and the 5 Regional Vice Presidents.

The National organization through the Regional Vice Presidents grants charters to chapters by geographic area.

The National Office is the headquarters of the Club and has an Executive Director and staff.

The Club has a monthly magazine called Roundel.

Many activities and services are available to Club members. There are National Service Officers who offer their help and expertise to Club members.

SECTION I

NATIONAL ORGANIZATION

1 NATIONAL OFFICERS DUTIES AND RESPONSIBILITIES

Non-compliance with the following duties and responsibilities is grounds for removal from the Board of Directors.

1.1 ALL BOARD MEMBERS

Act in all matters pertaining to the Club, including by written and verbal means, to bring credit upon same.

Attend all Board Meetings required unless sickness, job, or serious personal matters prevail.

Make proper and timely reports to the Board and/or Executive Director as required.

Reply promptly to specific requests for input on matters of Club policy, procedures, and questions that must be resolved when received from other Board members, copying all where applicable.

Mail their pre Board Meeting reports to all other Board Members at least two weeks prior to a Board Meeting. Any Board travel and discretionary funds shall be reported in this report.

Strongly encouraged to attend the entire Oktoberfest.

Contact the Executive Director by telephone at least once every two weeks.

If budgeted, each board member has \$500 of discretionary funds per quarter or \$2,000 a year with the maximum of \$500 in the first quarter for those whose position is up for re-election, to spend for the betterment of the BMW CCA and its chapters. The primary purpose of these funds is to aid chapters. Each board member is responsible at the subsequent Board meeting to identify any amount spent.

Each Regional Vice President has a budget of \$3,000 per year, with the maximum of \$750 in the first quarter for those whose position is up for re-election, for travel within their own region.

The BMW CCA President and Executive Vice President each have a travel budget of \$3,000 per year, with a maximum of \$750 in the first quarter if their position is up for reelection, for travel on official BMW CCA business within the United States.

National Officers may attend a Regional or Chapter congress with the correct

authorization.

1.2 PRESIDENT

Is the chief executive officer of the Club and the Board of Directors and has supervisory authority over all aspects of the Club.

Responsible to the Board of Directors and ultimately the membership for all decisions recommended and carried out in the name of the Club.

Provides active leadership for the Board of Directors, the Chapters, and the members.

Oversees the function of the Executive Vice-President, Treasurer, Secretary, Regional Vice-Presidents, and the Executive Director.

Establishes ad hoc committees, new National Service positions and calls Board of Directors meetings as required.

Serves as the main communicator with BMW NA, BMW AG, and the International Council of BMW Clubs.

May vote on all motions before the Board - not just to make or break ties.

Will send the agenda out to the Board members two weeks before the meeting.

Will also post agenda to website. Any additions to the pre-meeting agenda will be made and set before the meeting. Additional items will be dealt with if time allows unless it is urgent.

Furnish copy for the monthly column to *Roundel* Editor on a timely basis in accordance with a set schedule of publication closing dates.

Copy to each Board member all correspondence specifically applicable to that Board member, or to the Board as a whole.

Shall attend the President and Treasurer Chapter Congress.

1.3 EXECUTIVE VICE PRESIDENT

Shall assume and perform the duties of the President in case of the absence, death, inability, or refusal of the President. In so acting, the Executive Vice-President shall have all the powers and restrictions of the President. The Executive Vice-President shall further perform, implement, or otherwise attend to any such other duties as from time to time may be assigned by the President and the Board of Directors.

In the absence of or in addition to specific assignments shall seek to assist the President and the Board of Directors in developing and implementing projects

and policies.

Responsible for overseeing organizational functions (e.g. Oktoberfest).

Responsible for and corresponds with the National Service Advisors and other service officers on a timely basis.

Corresponds with the Oktoberfest Committee and the Oktoberfest Coordinator on a timely basis and copy the Board on all items specifically applicable. The host Regional Vice-President will be copied on all correspondence.

1.4 SECRETARY

Responsible for taking accurate minutes for meetings of the Board of Directors and for Annual Meetings. Minutes of these meetings are to be maintained by the Secretary.

Responsible from mailing board meeting minutes to each Board member within ten days of the meeting.

Shall have a copy of the Bylaws and Robert Rules of Order available at all Board of Directors Meetings.

Shall maintain the BMW CCA Operations Manual. Suggestions for changes should be addressed to the Secretary.

Shall keep Roundel Editor-in-Chief advised in writing of changes to the VIP page and the mailing insert containing affiliated clubs and special interest groups.

Will receive a copy Roundel calendar of events for verification of National events prior to publication.

1.5 TREASURER

Shall monitor the financial matters of the Club and advise the Board of Directors on financial issues.

Responsible for the preparation and furnishing copies of Club financial reports to the Board and Roundel publisher within 45 days after the close of each fiscal quarter.

Shall prepare in conjunction with the Budget Committee an Annual Budget for the next calendar year for presentation to the Board of Directors at the last meeting of the current year.

BMW CCA funds required for day-to-day operation shall be kept in checking and/or savings accounts in a federally insured institution. The institution shall be mutually agreed on by the Treasurer and the Executive Director and with the concurrence of the President.

BMW CCA funds over and above those needed for day-to-day operations shall be invested in federally insured certificates of deposit in a federally licensed institution or United States Treasury Bills or Notes.

Prior to moving any funds, outside of the normal day-to-day financial activities, the Treasurer shall consult with and receive concurrence from the Executive Director.

Reconcile the Club bank account, monitor budget projections versus actual performance quarterly and present a report of calendar year results at the Annual Meeting.

Shall maintain communications with the Executive Director regarding Club cash needs expenditures, and financial activity.

Is responsive to questions from the membership regarding financial matters and office management.

Is responsible for advising the Board on all financial aspects of any "special projects" (for example - Tech Tips, merchandise purchases, etc.).

Shall attend the President and Treasurer Chapter Congress.

1.6 REGIONAL VICE-PRESIDENTS

Duties are clearly specified in the bylaws. "Shall include the representation of the interest to the Board of the Region, Chapters, and individuals therein; to assist existing chapters; aid in developing new Chapters; the arranging and coordinating of events or activities and furtherance of the purpose of the Club, and such other duties as the Board may deem necessary."

Represent the Chapters and their Members to the National Board in matters of interest and concern to them. Specifically they:

Keep the Chapter Presidents informed of actions taken by the National Board as it pertains to them. Communication should be in writing at least or by telephone at least once a quarter.

Mail a Regional Pipeline to their Chapters and to the Board at least four times a year, within three weeks after each Board meeting. Each Pipeline should include information regarding Board decisions that affect the Chapters or their members,

major Regional events, new Chapters, dead Chapters, Chapter address changes and the date of the next Board meeting.

Assist in the coordination and planning of Chapter Conferences and work with the host Chapter on logistical arrangements.

Ensure the timely and proper submission of Chapter Reports, Financial Statements, and other such information as required by the Executive Director or other National Officer.

Receive applications from new Chapters and ensure completeness prior to submission to National for charter, and assist in any manner possible, the development of new Chapters.

Approve changes to boundaries of existing Chapters and notify the National Office of such changes.

Make every effort to promote Chapter growth and lend any assistance possible to those Chapters that may be floundering.

Promote regional events such as corrals and multi-Chapter events (not to conflict with National events e.g. Oktoberfest).

Monitor Chapter Newsletters and Flyers for content, items of interest or concern to other Chapters.

Monitor chapters for adherence to Minimum Standards of Chapter Performance. See Minimum Standards, Section III, 1.

Advise the Board in writing on a timely basis of new Chapter prospects, problem Chapters and major Regional events.

1.7 ACTIVITY LIMITATIONS OF BOARD MEMBERS

Raffle - Members of the Board, their immediate families and/or household may not participate in the Annual Raffle.

National Sponsored Membership Contest - Members of the Board, their immediate families and/or households may not participate in any National Sponsored membership contest in which a prize or award will be provided.

All Board members will sign a Conflict of Interest Policy and Confidentially Agreement at the Annual Meeting each year. (See exhibits)

2. EXECUTIVE DIRECTOR

Section I

Responsible for all aspects of the Club administration and management including supervision of the National Office staff to ensure the timely and efficient processing of new member applications, renewals, election ballots, address changes and all other correspondence.

Is selected by, and reports to the Board of Directors, and is a full-time paid employee of the Club. The Executive Director serves as the principal spokesperson regarding day-to-day Club business.

Is responsible to the Board of Directors on matters of Club policy. The following specific reporting relationships will prevail:

- a) Administration, policy and all other areas not specified below: President, or in his absence, Executive Vice President
- b) Financial and accounting matters: Treasurer
- c) Chapter problems: Applicable Regional Vice President

Additionally, he/she serves as liaison between the Board of Directors and Roundel Managing Editor and other staff, and assists in the preparation of the annual *Roundel* budget and monitors performance.

Notifies new members of receipt of their applications in a timely fashion.

Handles Club merchandising without Board approval including an advertising plan for merchandise.

Reviews travel and entertainment reimbursements of all Board members, staff members, outside contractors and the Editors.

Responsible for a pre-meeting report to the Board Members at least two weeks prior to a Board Meeting.

Reports National Office travel as part of the pre-board meeting report

Shall be reimbursed for successful completion of college courses in which he/she achieves a grade of B or better. The BMW CCA President will speak for the Board in approving courses.

2.1 DUTIES OF ADMINISTRATION:

Routes *Roundel* material to the Editor or other *Roundel* staff as appropriate.

Keeps official chapter newsletter log for Minimum Standard requirements.

Monitors Chapters for compliance of the Chapter Minimum Standards and

follows the flow chart, Section III, Exhibit 1, if necessary.

Keeps daily membership statistics that are used in a monthly report that is distributed to all National and Chapter officers.

Provides the chapters with monthly reports of membership as well as labels if requested.

Prepares and files the annual Massachusetts corporate report following the Annual Meeting.

Administers BMW NA Newsletters Contest, if held.

Prepares the ballot for election of officers and supervises the tallying of votes.

Responsible for Club Raffle.

Responsible for the off site Oktoberfest registration.

Sends monthly National Pipeline to the National Officers and Chapters.

Responsible for Club promotion and advertising.

Arranges for the timely publication and mailing of Roundel in addition to negotiating contracts on behalf of the Club with Roundel printer and other contractors involved with the publication.

Monitors contract performance and contract costs.

Has all contracts reviewed by legal counsel before signing. Legal counsel must have expertise in the appropriate field.

Any and all contracts, agreements for services or sponsorship and/or commitments entered into in the course of conducting the business of Club Racing, Oktoberfest, administration of Roundel magazine or the administration of the National Office must be presented to the Executive Director for review by an attorney and the approval of the Board of Directors. No person other than the President or Executive Director has the authority to sign any contract or commit any action that will bind the national association in any given agreement or commitment for an amount more than \$1,000, whether the contract be for services, or for sponsorship; without the express approval of the Board of Directors.

2.2 FINANCIAL DUTIES

Responsible for the daily deposits of all checks and other cash receipts in addition to handling all aspects of cash disbursements including the payment of bills, payroll, Chapter refunds, taxes, etc. When appropriate, bills will be approved by a cognizant person, e.g. - *Roundel* production bills are approved by *Roundel* editor.

Maintains Club's financial records and, in conjunction with the Treasurer.

Prepares, submits, and pays regular State and Federal tax returns for income, payroll, and sales tax.

3 ROUNDEL

3.1 ROUNDEL MANAGING EDITOR AND EDITOR-IN-CHIEF

Shall work as independent contractors to the Club.

Shall have a written contract for his services. This contract shall have the option of termination for both parties.

Shall have detailed job descriptions.

3.1.1 MANAGING EDITOR

Reports to the Executive Director.

3.1.2 EDITOR-IN-CHIEF

May attend any Chapter Congress or Newsletter Editors Workshop in order to answer any questions about Roundel or to offer advice to the Chapter Newsletter Editors.

Shall advise advertisers of any possible misuse of the BMW corporate logo, but will take no further action.

Reports to the Managing Editor.

Will attempt to print all letters from members subject to space and suitability for publication. Editing and shortening of a letter is permitted to save space so long as the meaning is not materially altered. However, no letter will be printed criticizing a local dealer or an incident at a local dealer or letter containing a personal attack against any one.

3.2 ROUNDEL MAGAZINE

Ad space will be no more than 45% of the magazine pages.

Non-commercial free classified ads in Roundel shall be limited to one 50 word or two 30 word ads each month to members. Additional words cost \$1.00 each, additional ads cost \$1.00 per word. Items must be BMW cars, motorcycles or parts.

Roundel will print the disclaimer that it is not responsible for content, errors or omissions in any advertisement, commercial or classified ads.

Reserves the right to edit or reject any ad.

3.3 ROUNDEL WRITERS

Anyone who contributes to Roundel shall need to sign a release granting BMW CCA the right to reprint the article and/or record the article on electronically readable media for archiving and commercial purposes.

3.3 ROUNDEL EVENT ADVERTISING

3.3.1 OKTOBERFEST ADVERTISING

Oktoberfest Event Advertising: BMW CCA provides at no charge to the host chapter(s) promotional space in Roundel allocated in the following manner:
1/4 page per month beginning with the first issue dated after the preceding Oktoberfest and continuing through the issue dated seven months preceding the event.

2 pages per month for each of the six monthly issues preceding the month of the event. A detailed schedule of the promotional program must be approved by the Board prior to the publication of any full-page promotion.

1/4 page in the issue published the month of the event.

Example: Events in July and August of successive years

- 1/4 page per month August through January
- 2 pages per month February through July
- 1/4 page in August

Copy deadline is 45 days prior to the month of publication. It is also preferable to provide Roundel with camera-ready artwork. Any camera work for ads will be charged back to the organizing committee. All material should be submitted

in negative form to assure the desired results. The registration form may appear in *Roundel* starting 5 months prior to the event. The registration form does not count against the promotional allotment. The cost of printing the registration form will be charged to the organizing committee at the current *Roundel* costs. The National Office will provide a cost quote to the organizing committee upon request.

3.3.2 GATEWAY TECH ADVERTISING

Gateway Tech advertising policy is as follows:

One 1/2 page of advertising space per each Gateway event, used anyway the chapter wants, at no charge.

3.3.3 NATIONAL EVENT ADVERTISING

If an event is declared a National Event by the board of directors the same policy as Gateway will apply.

3.3.4 REGIONAL EVENT ADVERTISING

If an event is declared a Regional Event by the board of directors the same policy as Gateway will apply.

4 ELECTIONS

4.1 ELECTION PROCESS

The following process was derived from and in accordance with the BMW CCA Bylaws. If there is any conflict between this process and the bylaws, the bylaws shall govern.

4.1.1 ELECTION SCHEDULE

Each year at the Board Meeting held in conjunction with the Annual Meeting, the Board shall schedule the next years Annual Meeting. The election schedule shall then be determined by the following table.

BMW CCA National Elections Schedule			
Event	Annual Meeting Scheduled in January	Annual Meeting Scheduled in February	Annual Meeting Scheduled in March
Roundel Deadline for including the Election	June 15	July 15	August 15

BMW CCA National Elections Schedule			
Event	Annual Meeting Scheduled in January	Annual Meeting Scheduled in February	Annual Meeting Scheduled in March
Notice			
Election Notice in Roundel	August	September	October
Candidacy Statements Due to the National Office	Last business day of August	Last business day of September	Last business day of October
Candidacy Statements and Ballot in Roundel	November	December	January

4.1.2 ELECTION NOTICE IN ROUNDEL

The Election Notice in Roundel shall be in a prominent place, shall appear in Roundel specified in the BMW CCA National Elections Schedule, and shall contain, as a minimum, the following words:

Roundel Election Notice for even numbered years

This year four positions are open:

President
Executive Vice President
South Central Region Vice President
North Atlantic Vice President

To run for one of these offices you must be a BMW CCA Member in good standing and submit a written nomination that includes the following:

- The name of the nominee and the office for which they are being nominated.
- The name, signature, and membership number of the nominator.
- A statement from the nominee accepting the nomination.
- The signature and membership number of the nominee.

You may also include a candidacy statement of no more than 300 words and an appropriate passport style photograph of yourself. Potential candidates are strongly encouraged to contact the National Office for a copy of the Election Rules contained in the BMW CCA Operations Manual. The nomination and

optional candidacy statement must reach the National Office not later than 5:00pm Eastern time on < include the date specified in the Election Schedule> .

Roundel Election Notice for odd numbered years

This year five positions are open:

Secretary
 Treasurer
 Pacific Region Vice President
 North Central Region Vice President
 South Atlantic Vice President

To run for one of these offices you must be a BMW CCA Member in good standing and submit a written nomination that includes the following:

- The name of the nominee and the office for which they are being nominated.
- The name, signature, and membership number of the nominator.
- A statement from the nominee accepting the nomination.
- The signature and membership number of the nominee.

You may also include a candidacy statement of no more than 300 words and an appropriate passport style photograph of yourself. Potential candidates are strongly encouraged to contact the National Office for a copy of the Election Rules contained in the BMW CCA Operations Manual. The nomination and optional candidacy statement must reach the National Office not later than 5:00pm Eastern time on < include the date specified in the Election Schedule> .

4.1.3 NOMINATIONS AND CANDIDACY STATEMENTS

Nominations must be received in the National Office not later than the close of business on the last day of the month specified in the BMW CCA National Elections Schedule. Nominations received after the deadline will be disqualified. The nomination must include the following:

1. A statement of nomination providing, as a minimum, the name of the person being nominated and the office for which they are being nominated.
2. The name, signature, and membership of the nominator.
3. A statement from the nominee accepting the nomination.

4. The signature and membership number of the nominee.

Each nominee may submit a Candidacy Statement of up to 300 words in length.

The Candidate may also provide a passport style photograph of the candidate. Candidacy Statements should be submitted with the nomination but may be submitted separately, however, the Candidacy Statement deadline is the same as for the nomination. Candidacy Statements received after the deadline will not be printed in Roundel. The Candidacy Statements and Candidate Photographs, if provided by the Candidate by the published deadline, will be published in Roundel issue specified in the BMW CCA National Elections Schedule. Candidacy Statements will be printed as received except for correction of obvious spelling errors. The Candidacy Statements shall be printed on a white background in the same type point size as is used for Roundel feature articles. The Candidacy Statements shall appear in the first one-quarter of Roundel.

4.1.3.1 Candidate Statement Disclaimer

In order to give all candidates the opportunity to freely express their positions, we neither edit nor correct these statements; unless they are clearly libelous or defamatory, they appear as submitted. Only the candidates vouch for the accuracy of any facts or allegations contained in them. Nothing presented in these statements reflects any official position of either Roundel Magazine or of the BMW CCA, and we cannot be responsible for any errors of fact.

4.1.4 Review of Nominations by the Executive Director

When a nomination is received at the National Office the Executive Director shall review it immediately for compliance with these requirements. If the nomination does not comply it shall be disqualified. The Executive Director shall make a reasonable effort to contact the member by telephone, fax, or e-mail to inform the member of the reason for disqualification and follow up with a letter. The member has up until the close of business on the last day of the month specified in the BMW CCA National Elections Schedule to correct and resubmit a valid nomination.

4.1.5 BALLOTS

If peel off labels are used to identify the member voting, then the election instructions in Roundel must clearly identify that the member must save the label and affix it to the ballot.

The closing date of the election will be printed on each ballot. All ballots must be received by that date to be counted except in the event of a tie as specified in the Bylaws.

The ballot will include a statement that the region the member votes in for

election of Regional Vice Presidents is determined by the member's US Postal Service address of record at the National Office and not by chapter affiliation.

4.1.6 REVIEW OF ROUNDEL ELECTION ISSUE

Roundel containing the Candidacy Statements and ballots must be reviewed for compliance to these requirements by the Executive Director prior to the Editor sending it to the printer for printing and distribution.

4.1.7 ELECTION RESULTS

Elections results will not be made available to any member, staff, or outside contractor until the close of the election and votes are tabulated.

4.2 VOTING

Done in accordance to the Bylaws. Each member, in good standing as of December 15th in the calendar year proceeding the election, will receive a ballot in some form; in Roundel or by mail or electronically.

Each associate member in good standing as of December 15th in the calendar year proceeding the election will receive a ballot by mail or electronically.

Out of country members will vote for National Officers only, not Regional Vice-Presidents.

5. NOT USED

6 LOGO

Chapters may use the National logo in their newsletter and on their stationery. Advertisers are not allowed to use the BMW CCA logo.

No one other than BMW CCA and those authorized by BMW CCA are allowed to sell any product incorporating the BMW CCA logo. The BMW CCA logo is restricted to Club regalia. BMW CCA may not enter into any commercial advertising venture.

6.1 LOGO USE AUTHORIZATION POLICY

The BMW CCA Logo is a trademark and property of the BMW Car Club of America, Inc. and may not be used in print, visual, or electronic-based media without the express permission of the BMW Car Club of America, Inc.

Permission is given for the following to use the BMW CCA logo on the Internet web pages:

BMW CCA, Inc.

BMW CCA Club Racing

All Chapters of the BMW Car Club of America, Inc.

The International Council of BMW Clubs and

member clubs of the International Council
The BMW Group, LLC when used in conjunction
with approved activities or approved programs
pertaining to BMW CCA, Inc. or its members.

Permission is given to Roundel display advertisers who also have commercial web sites to use the BMW CCA logo to represent a link to the BMW CCA web site. This permission exists only for the duration of the advertiser's contract to place display advertisements in Roundel magazine and in such cases, the BMW CCA logo may not be used in such a way as to express or imply endorsement of the advertiser's products or services.

All other parties must apply in writing for permission to use the BMW CCA logo.

7 MAJOR FUNCTIONS OF THE NATIONAL CLUB

7.1 MEETINGS WITH CHAPTER REPRESENTATIVES

Meetings will be held with Chapter representatives and the National Board for the purpose of exchanging information. The time, type and scope of the meeting will be determined by the Board. These meetings may include but not be limited to Chapter Congresses, Speed Events Conferences, Newsletter Editor Workshops, and Instructor Training Program Conferences

7.2 OKTOBERFEST

National Event held by a chapter/chapters, see Oktoberfest Manual.

CONFLICTING EVENTS -There shall be no major Chapter or regional events within 500 miles of the Oktoberfest site and within thirty (30) days before or after Oktoberfest without prior approval from the Regional Vice President and BMW CCA President.

7.3 RAFFLE

The raffle ticket letter will be sent out 10 weeks before raffle deadline. Ticket purchaser and holder must be a member (regular or associate) in good standing of BMW CCA by that date. Honorary and complimentary members are not eligible. Any company or corporation buying a ticket must provide the name of the person who will actually be holding it.

Members of the Board of Directors and paid employees and outside contractors of BMW CCA or *Roundel*, their immediate members of their families and/or households, may not participate in the annual raffle.

The ticket is nontransferable. The winning ticket holder shall pay all state, Federal, and local taxes due on the winnings. BMW CCA shall withhold a

percentage of the winnings and file a W2 form as required by the Internal Revenue Regulations. The ticket is sold subject to all Federal, state, and local laws. It is void where prohibited by law. The maximum number of tickets that can be purchased will be set by the board of directors. All applicable raffle rules apply.

The BMW CCA annual raffle will consist of one drawing with X winners rather than X separate drawings.

7.4 MAILINGS

BMW CCA may mail material for advertisers providing the advertiser pays the postage. The mailing list will not be given to advertisers.

BMW CCA may mail out flyers or announcements of other car clubs to BMW CCA members as long as the clubs pay for the printing and postage and BMW CCA approves the content.

BMW CCA may rent its mailing list with the agreement that the list will not be sold to others or used again. There will be names inserted in the list for a method of checking.

7.5 FRIENDS OF BMW

Friends of BMW is sold only to members and free to those listed in it. Friends of BMW contains names and phone numbers of BMW owners and BMW dealers covering most of the 50 states plus Canada, who have offered their help or advice, to BMW CCA members away from home and in an emergency situation.

The Executive Director will be responsible for overseeing and administering this service.

7.6 REGIONAL EVENTS

Regional Vice-Presidents shall try to promote at least one Multi-Chapter event in the Region each year. Multi-Chapter events occurring between June 1 and December 31 in the Region which will be the site of Oktoberfest that year will require prior approval of the respective Vice-President and the President of BMW CCA.

7.7 BMW NA NEWSLETTER CONTEST

If hold, the Executive Director shall make arrangements for its conduct, solicit entries, arrange for judges, and tally the results. Rules and requirements will be sent to Chapters in advance.

7.8 REBATES

The Executive Director will notify Chapters of any rebates to chapters and the process for applying.

7.9 MEMBERSHIP 800 NUMBER

The Club maintains an 800 number for the purpose of applying for a new membership or renewals of membership.

7.10 ROUNDEL

Roundel is the official monthly publication of the Club. The Editor is hired by the Board, and with Board approval, engages paid and volunteer assistants as needed. Roundel staff will be determined by the Editor in consultation with the Board. See Section I, 3.

Telephone numbers of National Officers shall be listed in Roundel at their discretion. Roundel staff and National Service Officers may have their phone numbers listed as appropriate.

7.11 CLUB RACING

7.11 CLUB RACING

A division of the National BMW CCA. Club Racing is part of the National structure of BMW CCA and is governed by its Bylaws and its Operations Manual. Managed by the Club Racing Chairman. Created to provide a safe, fair and fun venue for the club racing of BMWs.

National and Regional Club Races are hosted by chapters and must be coordinated and approved by Club Racing Chairman. All of the Club racing operational policies and procedures, promulgated by Club Racing, including Club Racing rules, Event Guidelines, and Licensing Policy must be adhered to at each Club race.

7.11.1 SELECTION OF COMPETITION STEWARD

As soon as possible after receipt and acceptance of a Club Race Event application, the Club Racing staff will notify the Chapter's Event Chairman which Competition Steward is assigned to the event.

If the Chapter's Event Chairman objects to the selection, the National Competition Steward will discuss the concerns with the Chapter's Event Chairman and try to resolve the issues.

If still unresolved the selection will be referred to the Club Racing Chairman for resolution.

If the Chapter's Event Chairman continues to object to the selection, a committee composed of the Club Racing Chairman, the National Technical Steward, and a CRAC member from a region other than that in which the Chapter is located will

review the selection and attempt to resolve the issues or recommend an alternate selection. The decision of this committee will be final

7.11.2 NATIONAL APPEALS COMMITTEE

The committee is composed of the Club Racing Chairman, National Board Representative to Club Racing, and a CRAC member appointed by the CRAC. The purpose of the committee is to address any issues brought to the Board's attention that are unresolved after due process within the Club Racing staff and Club Racing Protest or Appeals procedures (per the rule book, event guidelines, licensing policy).

An alternate(s) may be assigned in case of a conflict of interest among the committee members. A conflict of interest: any committee member who was involved in the initial protest or 13/13 penalty or may otherwise have a conflict of interest. If any of the 3 have a conflict of interest or are declared to have a conflict of interest by the others, then they appoint someone to replace them. The CR Chairman appoints another CR Staff member, National Board appoints a substitute, CRAC appoints another representative. Decisions of this committee are final and binding.

7.11.3 CLUB RACING ADVISORY COMMITTEE

Selection and Appointment

One member from each BMW CCA region, selected by ballot from the currently licensed Club Racers in that region.

CR will solicit CRAC nominations from all racers currently licensed as of October 1. Nominations will go directly to the National office.

CR Licensing Administrator will provide National with a database of all racers currently licensed as of October 1.

National will create and mail a ballot to these racers, to be returned to National no later than November 13. Only racers with current active licenses are eligible to vote.

National will tabulate the ballots and provide election results to CR Chairman by December 1.

CR Chairman will obtain RVP approval of the winning candidate and announce election results by December 13.

Canadian Representative - In that BMW CC is sponsoring and/or co-sponsoring Club Races in Canada, BMW CC may elect or appoint annually (their choice) a non-voting representative to the CRAC.

CRAC may appoint the Canadian member to serve as a voting member of any CR committee as their representative.

Elected CRAC Members

Will serve two years terms (calendar year) starting January 1.

CRAC members must be accessible to racers via e-mail, fax and phone.

CRAC will participate in scheduled Club Racing Planning meetings.

Must be a member in good standing of BMW CCA and a currently licensed Club Racer (may be on probation, but may not be on suspension). A committee member that fails to meet these requirements during their term, and/or who is selected for a position on the Club Racing staff, will be replaced by the Club Racing Chairman from other candidates in the region.

Selection of appointed candidates to be approved by Regional Vice President based on member status, participation in Regional/Chapter events, etc.

CRAC Roles and Responsibilities

Accept input from racers within their regions and communicate that input to their Regional Club Racing Steward and the Club Racing Chairman/staff on any subject of interest to the racers, i.e.:

- schedule of races held, event schedules, event fees
- classes/classification
- contingency/sponsorship awards
- rules, changes, violations
- tech standards, procedures, penalties
- recommend capital investments (i.e.: tech equipment)
- protest and appeals procedures

Club Racing Appeals Committee

One CRAC member serves on the Appeals Committee; selected by the National Competition Steward who serves as the Committee Chair. The CR Appeals Committee reviews appealed decisions of race Protest Committees or 13/13 Penalties (per the CR Rules, Appeals).

Club Racing Rules Committee

One person selected by the members of the CRAC serves as a voting member of the Rules Committee, participating in the following:

- Annual Rules process
- Mid-Year Changes
- Rules Clarifications

National Appeals Committee

One CRAC representative, selected by the CRAC members, will serve on the National Appeals Committee.

7.11.4 BUDGETING

Club Racing Financial Officer will develop guidelines for payment of reasonable expenses incurred by the committee members, i.e.; phone and fax. Travel or other expenses (if any) must be approved in advance by Club Racing staff.

7.11.5 PLANNING MEETINGS

Club Racing will conduct at least two annual Planning Meetings to address major planning and policy decisions and long-range goals and initiatives (i.e.: successor planning, rules, participation, sponsorship, schedules). The National Board CR representative and CRAC will participate.

7.11.6 SUCCESSOR PLANNING

The National Competition Steward will serve as Acting Chairman in the event the Chairman is unable to serve. The National Board will solicit the input of the Club Racing staff and CRAC in selection of a successor to this National Services Officer position

8 NATIONAL SERVICE OFFICERS

Shall be reaffirmed annually (except the Club Racing Chairman which is done in January) at the National Board Meeting held in conjunction with the BMW CCA Annual Meeting.

Shall be appointed, as needed, by the Board to serve the membership.

Shall have the member fees paid for by National during their time of service.

Shall Attend Board Meetings if they have input to the Board that cannot reasonably be provided by correspondence, with prior approval from the Executive Vice President.

Should respond to the directives of the National Board.

Information on the National Service Officers can be found on the services page in Roundel.

8.1 OMBUDSMAN

Is available to help members find solutions to problems with a BMW dealer, parts supplier, or service operation. The Ombudsman may act as an intermediary between a Club member and vendor or supplier. The latter groups include BMW NA, dealers and aftermarket suppliers of BMW parts.

A member who wishes to use the Ombudsman service should contact the Ombudsman by phone or letter, describing the problem and including copies of all pertinent information. It should be emphasized that compromise is the aim of this office, unless a clear-cut situation exists for either party. The Ombudsman will then contact the other party and try to arrange an agreeable solution to the problem.

8.2 CLUB LIBRARIAN

Has available to members all of the owners manuals, workshop manuals, homologation papers and technical information the Club possesses. The Club endeavors to update this information whenever the opportunity arises and responds to all offers by those who would sell their collections of BMW-type printed memorabilia.

8.3 TECHNICAL SERVICE ADVISORS

Problem and Service representatives are appointed to assist members with technical problems. Each is supplied with all information available to the Club to fulfill their duties.

8.4 OKTOBERFEST COORDINATOR

Assist host Chapters in the overall planning of Oktoberfest in the area of long range scheduling. This could encompass, but not be limited to, selection of accommodations, sites for Driver's School, Autocross and Concours, banquet facilities, publicity, financial planning and related matters for which commitments would have to be made well in advance of the actual Oktoberfest events themselves. The Oktoberfest Coordinator can offer host Chapters advice or suggestions in the logical scheduling of the various events, both competitive and others, at Oktoberfest. The Oktoberfest Coordinator would also be able to provide background information from previous Oktoberfests concerning such details as attendance, costs, schedules, types of facilities used to prospective and/or designated host Chapters.

Will act as liaison between the host Chapters and the National Board to promote and maintain the necessary communication and cooperation in both directions to assure the event will be carried out successfully.

Is responsible for the preparation, and keeping current of a uniform set of guidelines for the competitive events at all Oktoberfests: Autocross, Rally and Concours d'Elegance. These are not intended to be inflexible rules, but minimum requirements that must be met by the event chairpersons to permit equitable competition from one year to the next. They will enable Oktoberfest participants to know in advance of the events what the basis for classification in these events will be and thus to register and compete in those classes in accord

with their level of experience and/or preparedness. Such minimum requirements will still allow host Chapters flexibility in adapting the events to any particular local conditions. The guidelines or minimum requirements (See Oktoberfest Manual) are also intended to assist host Chapters in planning and setting up the Autocross, Rally and Concours in cases where the Chapter may not have any experience in conducting such events.

8.5 National Driving Events Committee

The Driving Events Committee will consist of one representative from each region to be elected by the chapters of each region, and additional members appointed by the National Board as deemed necessary. The committee shall select a chairperson from within the committee. Elected DEC member terms will be two years* and will be staggered to coincide with the terms of the corresponding region vice president.

The Driving Events Committee is responsible for the BMW CCA Driving Events program. BMW CCA supports driving events conducted by chapters and by Oktoberfest. The Driving Events Program is intended to promote driver education and safety by providing a framework for members to improve their driving skills in a fun and safe environment. To these ends the Committee shall:

- Update, maintain and, enforce the Driving School Standards (BMW CCA Operations Manual Section III, paragraph 6). If a chapter violates the Driving School Standards, the elected DEC representative for that region will work with chapter representatives to arrive at an amicable solution that meets the standards. If the regional representative and the DEC as a whole cannot effect a solution, the matter will be referred to the National Board for resolution.
- Create and conduct Driving School Instructor Training Programs.
- Assist chapters in creating or improving their driving events programs.

The Driving Events Committee Chairman shall provide the National Board at least two weeks before each National Board meeting a Driving Events Committee report that will include, as a minimum, status of ongoing projects, a summary of instructor training conducted, a summary of driving event incidents, and a summary of DEC finances for the year to date.

*In the initial year of elected DEC positions, the terms of the South Atlantic, North Central, and Pacific Regions will be two-year terms, and the North Atlantic and South Central terms will be for one year. Following that cycle, all terms will be for two years. *[Note: this asterisk and note will be removed from the Operations Manual in 2005.]*

8.5.1 Election of DEC Members

The National Office will solicit nominations for DEC regional positions using announcements in "News from National," the BMW CCA web site, and *Roundel* magazine. Nominations must be received at the National Office no later than close of business on the last day of October. Candidates must be BMW CCA members in good standing and must reside in the region they wish to represent. Candidates may include with their nomination a 300-word candidacy statement that will be included with the ballots.

After verifying both candidate eligibility and individuals serving as chapter driving events coordinators (or equivalent position), the National Office will prepare the DEC ballots and send them out no later than December 1st. Ballots must be returned to the National Office by January 15th. The results will be received, tallied, submitted to the region vice presidents for approval, and released in time to confirm the elected DEC representatives at the same time that the Board confirms the other National Service Officer positions, which is normally at the Annual Meeting.

Each chapter within a region will be eligible to cast one vote for the DEC representative for that region. The chapter vote will be cast by the chapter's driving events coordinator or equivalent position, as identified by the chapter president. If the chapter has no driving events coordinator or equivalent position, the vote will be cast by the chapter president. The candidate receiving the most votes wins. In the event of a tie, the region vice president will select the DEC representative from among the candidates tied with the most votes. In the event there are no candidates for election, or if a vacancy exists on the DEC, the region vice president of the represented region will select an individual to fill the vacancy, subject to National Board confirmation as a National Service Officer.

DEC elected member terms will be two years. To provide continuity, terms will be staggered, with South Atlantic, North Central, and Pacific region representatives elected in odd-numbered years, and North Atlantic and South Central region representatives elected in even-numbered years.

8.5.2 Appointment of Additional DEC Members

As needed to meet DEC responsibilities and workload, additional members may be appointed by the National Board. These members may be needed to equitably spread the workload of the committee or to add expertise in areas other than high-performance driving schools, such as autocrosses, rallies, and safety schools, as well as driving events that meet the needs of particular models, such as roadsters and sport activity vehicles. It is incumbent upon the DEC to request additional members as it identifies the need for them.

Additional DEC member appointments will be subject to national Board

confirmation as National Service Officers.

8.6 INSURANCE ADVISOR

Shall advise BMW CCA Board regarding the Club's insurance program, including interpreting policy provisions, giving opinions as to whether coverage exists in specific situations, and advising as to best procedures to be followed in handling claims, endorsements, etc. The Insurance Advisor will review proposals for new Club insurance programs and give opinions as to their acceptability.

8.7 AMBASSADOR-AT-LARGE

If appointed, the Ambassador-At-Large will be responsible for correspondence between various BMW marque clubs around the world. The Ambassador will report to the Board on International events hosted by other BMW Clubs in which members of BMW CCA will be invited to participate. The Ambassador will also report to the Board on any meetings/conferences that he/she attends.

8.8 VALUE INFORMATION COORDINATOR

Is available to works with members to establish proof of true market value on specific BMW for insurance or resale value. The information will be kept current by the members sending in their recent BMW evaluation or sale price.

8.9 NATIONAL MEMBERSHIP COORDINATOR

Is available to chapters for ideas for membership recruiting.

8.10 CLUB RACING CHAIRMAN

The Club Racing Chairman, a National Service Officer (but affirmed in January instead of at the Annual Meeting), functions as the Chief Executive of Club Racing. The responsibilities of the position and specific reporting responsibilities to the National Board include but are not limited to:

Organization Management

Develop and maintain a Club Racing organization.

Appointments to top-level positions must be members in good standing and are subject to approval by the National Board. Examples of top-level positions are: Registrar, National Competition Steward, National Technical Steward, Financial Officer, and Marketing/Advertising Director

Develop and maintain a Club Racing Operations manual that includes position descriptions for each Club Racing position to include roles, responsibilities and authority.

Hold elections of Club Racing Advisory Committee (CRAC) members and interact with the CRAC according to the CRAC policy.

Responsible for developing and providing minimum requirements and guidelines for the organizing and execution of a Club Race.

Responsible for managing the Club Racing program in accordance with the responsibilities defined in the Club Racing sections of the Operations Manual, including Club Racing operational policies and procedures, Club Racing rules, Event Guidelines, and Licensing Policy.

Responsible for developing, maintaining and enforcement of Club Racing Rules for Club Race participants and their race cars, including, but not limited to, technical inspections, safety requirements, car modifications, and medical requirements.

Responsible for reporting to the National Office any and all incidents at Club Races, even if the host Chapter provides information. Incidents are defined as the same type of incidents that are required to be reported from chapter driving schools.

Responsible for providing to the National Board, before each regularly scheduled National Board Meeting, a status report on the Club Racing organization and its operations. This report will include at a minimum:

1. A financial report, with income and expense categorized, including reports of any losses and the reasons for them;
2. A staffing report, including openings & new additions
3. An event report, including completed events, all incidents, protests/appeals, upcoming events, events by region and by chapter. This report should also include information about trends over the last twelve months on the number of events, incidents, protests and appeals.
4. A participation report, including the number of valid licenses, those expired or renewed in the last 90 days, and those expiring the next 90 days. This report should also include trends in valid licenses in the last 12 months and trends in event participation in the last twelve months, shown by chapter, region and nationally.
5. An operations report, including rules status and advisory committee status.

Keep the National Board informed of situations for which the Board may be asked to intervene.

Marketing/Publicity

Responsible for the general marketing of Club Racing building national awareness and collateral materials for the Chapters.

Responsible for providing the *Roundel* with a schedule of the Club Races.

Licensing

Responsible for developing and maintaining a formal racer licensing program that meets or exceeds requirements agreed upon with BMW CCA legal council and insurance carrier.

Financial

Responsible for preparing an annual budget of income and expenses, to be included as a single line item in the National budget. The budget must be completed and submitted to the Treasurer and the Executive Director by September 30 of the preceding year.

May not enter into any contract that would bind the BMW CCA to an expense for more than \$1,000 as indicated in this Section under the Executive Director Duties of Administration.

Responsible for ensuring that financial processes are defined and maintained. These processes must include income, disbursement, budget and reporting.

Responsible for managing the Club Racing Program to the budget submitted to the Board of Directors, and for accounting for discrepancies from this budget. The Club Racing Program must, over the long term, be self-sufficient.

9 COMMUNICATION WITH BMW OF NORTH AMERICA, INC.

Prior to contacting BMW of North America, all chapters requesting any goods, services or cash sponsorship are required to submit to their regional Vice-President or the National office a proposal identifying what donation they are requesting, the date/location of the event and a description of the event. The proposal will be reviewed by the Executive Committee of the BMW CCA Board of Directors (President, Executive VP, Secretary and Treasurer) and a response will be provided within one week. All proposals must be submitted at least 45 days prior to the event date.

10. BMW CCA ORGANIZATION

EXHIBITS**Confidentiality Agreement****Confidentiality Agreement**

In the course of my work as a board member of the BMW Car Club of America, I recognize that I will receive communications deemed confidential or sensitive. I also realize that I will be participating in discussions held by the board on topics that are deemed sensitive or confidential, as outlined in the Operations Manual of the BMW CCA, Section III.5.1.

These discussions involve individual's salaries or other personnel matters, disciplinary matters and legal matters, as well as other topics determined by the board. Partial disclosure of information from these discussions can unnecessarily lead to damage to an individual's reputation, or to personal relationships. In addition, such disclosures, taken out of context, may misrepresent the totality of the discussions.

Further, in the course of these discussions on sensitive topics, a free exchange of ideas is extremely important, and confidentiality plays an important role in that exchange. I understand that I am expected not to divulge the contents of either the written or oral communications on these sensitive matters, and that to do so is both a violation of this agreement, and a lapse in my duty as a member of this board

Signed,

_____, _____, 200__

Name

Title

EXHIBITS

Conflict of Interest BMW CAR CLUB OF AMERICA CONFLICTS OF INTEREST POLICY

ARTICLE I: PURPOSE

The purpose of the conflicts of interest policy is to protect the interests of the BMW Car Club of America [the Club] when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to a not-for-profit corporation.

ARTICLE II: DEFINITIONS

1. INTERESTED PERSON

Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Club is a part, he or she is an interested person with respect to all entities.

2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. an ownership or investment interest in any entity with which the Club has a transaction or arrangement, or
- b. a compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under article iii, section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

ARTICLE III: PROCEDURES

1. DUTY TO DISCLOSE

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall

decide if a conflict of interest exists.

3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- a. Should the remaining board or committee decide that a conflict of interest does exist, an interested person may make a presentation or engage in discussion at the board or committee meeting but shall not vote on the transaction, arrangement or decision that results in or is related to the conflict of interest.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose a conflict of interest, it shall take appropriate disciplinary and corrective action.

4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV: RECORDS OF PROCEEDINGS

The minutes of the board and all committees with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V: COMPENSATION COMMITTEES

1. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
2. Board members and others who receive compensation, directly or indirectly, from the Club, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No member, contractor or employee, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,

- c. has agreed to comply with the policy, and
- d. understands that the Club is a not-for-profit organization and that in order to maintain its status must engage primarily in activities that accomplish one or more of its not-for-profit purposes.

ARTICLE VII: PERIODIC REVIEWS

To ensure that the Club operates in a manner consistent with its purposes and that it does not engage in activities that could jeopardize its status as a not-for-profit organization, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and the result of arm's-length bargaining.
- b. Whether normal conduct of Club business, contracting, hiring or other services result in inurement or impermissible private benefit.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

In conducting the periodic reviews provided for in Article VII, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

BMW CCA Conflict of Interest Information Form (2001)

Name: _____

Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in the BMW Car Club of America, Inc. Policy on Conflicts of Interest) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of the BMW Car Club of America, Inc. currently in effect.

Signature: _____ Date: _____

Employee Confidentiality Agreement

In the course of my work as an employee of the BMW Car Club of America, I recognize that I may receive communications that are confidential and/or proprietary to the BMW CCA. I also realize that I may participate in discussions held by the board on topics that are deemed sensitive or confidential, as outlined in the Operations Manual of the BMW CCA, Section III.5.1. These discussions involve such things as personnel matters, disciplinary matters and legal matters, as well as other topics determined by the board.

Disclosure of confidential or proprietary information, or the substance of any information from these discussions could be detrimental to the BMW CCA or cause damage to an individual's reputation, or personal relationships.

I understand that I am expected to keep confidential except to the extent necessary to fulfill my employment obligation any confidential or proprietary information of the BMW CCA that may come into my possession during my employment with the BMW CCA and that to do so is both a violation of this agreement, and a violation of my terms of employment. As such, any disclosure of confidential or proprietary information can be grounds for dismissal from employment. I further understand and acknowledge that this agreement does not in any way entitle me to continuing employment with the BMW CCA and that I am and will remain an employee "at will".

Signed,

_____, _____, 2002

Name

Title