

BMW CCA BYLAWS

BMW CAR CLUB OF AMERICA, INCORPORATED BYLAWS

Article 1. Name

BMW Car Club of America, Incorporated. (Hereafter referred to as "the Club.")

Article 2. Purpose

Insofar as permitted to corporations under Chapter 180 of the General Laws (of Massachusetts), without profit, to promote interest in motoring, touring activities, and to encourage safe and skillful driving classes, publications, and activities related to motor touring, including the purchase, rental, and leasing of all kinds of property, real and mixed for carrying out such activities.

Article 3. Location

Meetings will be held at a location chosen by the President or the Board of Directors. For Corporate matters, the address of the Club shall be that of the National Office.

Article 4. Membership

Section 1. Active member, limited to anyone interested in BMW automobiles.

Section 2. An applicant may be granted active membership by the Executive Director or by any officer who examines and approves the member's application.

Section 3. An active member may request that a member of his or her immediate family, for a yearly charge designated by the Board of Directors, be granted associate membership. An associate member will not receive Club publications. An associate member shall be a voting member of the Club and eligible for all other Club benefits.

Section 4. The above provision notwithstanding, the Board of Directors may provide for special types of membership, such as honorary, life, or charter, but not restricted thereto.

Section 5. Any active member or associate member may have his or her membership revoked by a 2/3 vote of the Board of Directors for actions determined by the Board of Directors not to be in the best interests of the Club. Any revoked member shall receive a prorated refund of national dues.

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Article 5. Elections

Section 1. Any member may nominate a member in good standing by submitting a written nomination with both membership numbers, countersigned by the nominee.

Nominees for Regional Offices and those nominating them must reside and be a chapter member in that region.

Section 2. The Board of Directors may appoint a nominating committee (consisting of voting members) that may nominate any candidates for office. The report of the nominating committee will be made to the membership at least thirty (30) days before the annual meeting. All nominees for office must have been members in good standing for at least six months prior to the annual meeting. Candidates for President must have prior service as a member of the Board of Directors in order to be eligible to serve as President.

Section 3. No director or candidate for the board of directors may hold a concurrent positions with the BMW CCA national office or as Roundel managing editor, editor-in-chief, Roundel art director and/or art director's staff, Roundel advertising manager and/or advertising manager's staff, or be an employee of BMW AG or its subsidiaries.

Section 4 Election of officers will be held by secret ballot at the annual meeting. Ballots must be mailed to the membership and postmarked at least 21 days prior to date of the annual meeting. Ballots returned by mail or by electronic means, as specified on the ballot, must be received at the designated location no later than the date specified. In order to be counted, ballots must be received at the designated location no later than the date specified. If, when the final election tabulations are made, there exists a tie, ballots for any tied elections will be counted daily until the tie is broken for up to an additional four business days. If a tie still exists, all candidates tied for the lead will be invited to attend the Annual Meeting to witness a coin toss to determine the winner.

Section 5. If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Board of Directors. The Board of Directors may, at its discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

Article 6. Officers

Section 1. The Corporation shall have a President, Executive Vice-President, Secretary, Treasurer and one Regional Vice-President for each duly authorized Region all of whom shall be members of the Board of Directors (hereinafter referred to as the "Board").

Section 2. All officers shall hold office for a period of two years, or the period of time that exists between one annual meeting and the one approximately two years later. The President shall serve not more than two consecutive two-year terms. The President, Executive Vice-President, North Atlantic Regional Vice-President and South Central Regional Vice-President shall be elected in even numbered years. The Secretary, Treasurer, South Atlantic Regional Vice-President, North Central Regional Vice-President and Pacific Regional Vice-President shall be elected in odd-numbered years. In the event that the Board votes to create a new region by splitting or rearranging existing ones, the new Regional Vice-President appointed by the Board shall serve out a term as though elected in an even-numbered year. In the next even-numbered year election, a Bylaw change to officially identify this new Regional Vice-President position shall be proposed on the ballot.

Section 3. Any officer shall have the right to resign by submitting a resignation in writing to the Board.

Section 4. The President shall officiate at all meetings. The Executive Vice-President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current Club records and perform other duties as assigned by the Board. The Board may appoint voting members to assist the Secretary as necessary. The Secretary shall have available at all meetings a copy of the bylaws and Roberts Rules of Order. The Treasurer shall be responsible for all funds, making expenditures that are authorized by the Board, and is required to submit a report of treasury at the annual meeting. No person shall incur an obligation to, nor commit the credit of the Club, except as specifically authorized by the Board.

Each Regional Vice-President shall be elected from and reside within the region. Their duties shall include the representation of the interests of the region as a whole, Chapters and individuals therein, to the Board; to assist existing or aid in developing new region Chapters; the arranging and coordinating of events or activities and furtherance of the purposes of the

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Club, and such other duties as the Board may deem necessary. The geographical basis of each region may be specifically defined from time to time by the Board of Directors with notice of any changes to all membership concerned made at least six months prior to any voting which may pertain thereto. The region assignment of foreign members will be determined by the Board of Directors.

Section 5. An officer may be removed from office by a 2/3 vote of a Quorum of the Board of Directors present at a duly designated meeting, after thirty (30) days advance written notice of reasons for removal.

Article 7. Meetings

Section 1. Except as otherwise provided, meetings will be called by the President or Board when necessary or suitable to the activities of the Club.

Section 2. The Board shall meet at such times as they may by vote determine, or at the call of the President.

Section 3. The Secretary or an appointee shall notify all members of all general meetings of the Corporation by written notice, mailed postpaid to each member at least five (5) days before meeting time. The Secretary shall notify all directors of meetings by similar notice.

Section 4. For the purpose of a general meeting fifteen (15) voting members shall constitute a quorum.

Section 5. Roberts Rules of Order shall be the parliamentary authority of the Club.

Section 6. The annual meeting shall be held in the first three months of the year.

Article 8. Corporation Powers

Section 1. Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation.

Section 2. The Board may name a membership or other such committee as it sees fit, or may act as a committee of the whole. It may delegate to the

President the power to appoint any committee.

Section 3. It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

Article 9. Dues

Section 1. Dues and fees will be set by the Board of Directors.

Section 2. Members who are in arrears shall be sent a written notice, and their membership may be revoked if dues are not paid within one month from date of such notice.

Article 10. Subsidiary Organizations

Section 1. Chapters --the Club shall promote and encourage the organization and operation of Chapters, which shall be affiliated organizations of the Club, participating in and subscribing to its purposes and activities, operating within geographic borders as agreed by the Board of Directors.

Section 2. Standards--The Board shall set, and from time to time may modify, the standards that such organizations shall be required to meet in order to qualify as Chapters. They shall operate in accordance with the general policies established by the Club. It shall be further required that their constitution or bylaws not be inconsistent with those of the Club. All members of the Chapter shall be required to be members of the Club and pay the initiation fees and annual dues of the Club. Additional dues may be required by the individual Chapters.

Section 3. Charters--Each such duly-qualified Chapter shall receive a Charter in the name of the Board. Each such Charter shall specify the name of the Chapter, the date the Charter was approved and any other information so designated by the Board of Directors. A Chapter's Charter may be revoked at the request of the Regional Vice-President subject to a majority vote of the Board, when that Chapter fails to meet the requirements of the minimum standards of chapter performance outlined in the operations manual, or by actions deemed by the Board to place the national Club in jeopardy.

Section 4. Requirements for Charter--Any group of 15 or more members in good standing may make application for a charter.

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Section 5. Responsibility--Under no circumstances shall the Club be responsible for any debts incurred by a Chapter unless, prior to incurring such debt, the Board shall have granted written approval.

Article 11. 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 12. Seal

The custody of the seal shall remain with the Executive Director.

Article 13. Amendments

An amendment to these bylaws may be proposed to the membership by:

- a) a 3/4 vote of the Board of Directors at any time; or
- b) any two or more voting members if their proposed amendment carries a regular Board of Directors meeting by a 2/3 vote of the Board members present.

In either case the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment by a 2/3 vote of the voting members returning ballots within 45 days of the mailing of such notice. No amendment shall become effective until approved by the membership.