

# ***of the BMW Car Club of America, Incorporated Bylaws***

V1.1 October 18th, 2006

Amended December 5, 2007

## **Article 1. Name**

White Mountain Chapter of the BMW Car Club of America, Incorporated, hereafter referred to as the "Club".

## **Article 2. Purpose**

Insofar as permitted under the general laws of the state of New Hampshire, without profit, to promote interest in motoring, touring activities, and to encourage safe and skillful driving, publications and activities related to motor touring especially as involves BMW automobiles; to perform such services and sponsor such events as are in keeping with the members' desires.

## **Article 3. Location**

Board of Directors and general membership meetings will be held at a location chosen by the President of the Board of Directors (hereafter known as the "Board") . For corporate matters, until the Board deems otherwise, the address of the club shall be:

White Mountain Chapter BMW CCA, Inc.

PMB 175  
855 Hanover Street  
Manchester, NH 03104

## Article 4. Membership

**Section 1.** Persons desiring membership must apply to BMW Car Club of America, Inc. National Office, and membership will be determined through that office. Members residing in the White Mountain Chapter area or others by special request, will in turn be assigned to the White Mountain Chapter.

**Section 2.** Members and associate members as defined by the national organization BMW Car Club of America, Inc. who have been assigned to the club are entitled to vote and hold office with equal rights in the club, to attend any general meeting and all other benefits of membership. Members (as defined by BMW CCA Bylaws) of the club shall be governed by these Bylaws.

**Section 3.** If a two-thirds majority of the Board deems that a member or associate member has demonstrated actions that are not in the best interests of the White Mountain Chapter, the President will petition the BMWCCA National Board to remove the member from the White Mountain Chapter. Said petition may or may not include a recommendation that the National Board consider expulsion of said member from BMWCCA.

**Section 4.** An active member is defined as a member of the BMW CCA, Inc. who is assigned to the White Mountain Chapter, and has paid the current BMW CCA, Inc. annual membership fee.

## Article 5. Elections

**Section 1.** Any active member of the chapter may nominate a member in good standing for an elective office by submitting a written nomination (including membership numbers), subject to the nominee's consent to such nomination. Nominations for officers for the upcoming year, will occur during the month of October. Voting will occur in November, and will culminate at the annual December general meeting

**Section 2.** Election of the Board and officers will be by a plurality vote of those active members present at the December general meeting plus those members voting by absentee ballot, or via an electronically facilitated voting process. Each member shall have one vote. Ballots are to be collected, confirmed and tallied by the current club Secretary and results announced at the December membership meeting. In a Possible tie situation, a second election will take place. If still unable to break the tie, at the next Board meeting, both candidates will partake in a coin toss to determine the winner.

**Section 3.** If a vacancy occurs between elections, the vacancy shall be filled by an active club member appointed by the Board by majority vote. The Board may, at its discretion, appoint a club member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office. The Board may also, at its discretion, appoint active members to assist with Board duties.

**Section 4.** Any member of the voting Board may be removed from office with or without cause by the affirmative vote of a majority of the Board currently in office.

**Section 5:** Within 60 days of the election of Board members, the special committees shall meet and nominate candidate(s) for committee chairs and present those nominations to the Board for approval.

## **Article 6. Officers**

**Section 1.** The club shall have officers in a hierarchy consisting of:

President

Vice-President

Treasurer

Secretary

Each of the above positions will be filled by a member of the Board. The Board may appoint other positions, as the Board shall decide.

Each Board member shall have one vote at a Board of Directors meeting. The offices of President, Vice-President, Treasurer, and Secretary are elected by the membership. All other officers are appointive at the discretion of the elected officers. Any appointive office, except legal counsel and newsletter editor, may be left vacant by a majority ad hoc vote of the elected officers.

**Section 2.** Board members shall serve a term of one year commencing January 1 and termination December 31 of the same year. Incoming Board will hold a joint meeting with the outgoing Board in the first 30 (thirty) days of the new term to turn over club assets, financial reports, and the like.

**Section 3.** Any officer shall have the right to resign by submitting his/her resignation in writing to the Board.

## **Article 7. Duties and Responsibilities of Elected Officers.**

**Section 1.** The **President** shall officiate at all Board meetings, create and appoint special committees as he or she deems necessary to carry out the objectives of the club, supervise the overall operation of the club, call meetings of the full Board of directors as conditions warrant, and perform other executive functions as may be necessary.

The **Vice-President** shall officiate in the absence of the President, coordinate the activities of the club in conjunction with event chairpersons and/or appointed committees, and secure the necessary liability insurance as may be required for certain events.

The **Treasurer** shall be responsible for all funds, making expenditures which are authorized by the board, maintaining financial records in accordance with generally recognized accounting practices, submitting timely and accurate financial reports to federal, state and local government agencies as required, reporting on the treasury monthly to the general membership and arranging to have the financial records reviewed by a professional accountant at least yearly.

The **Secretary** shall maintain minutes of all meetings, carry on all correspondence, keep all current club records, maintain a current roster of members, collect, or cause to be collected all mail incoming to the club, and perform other duties as assigned by the Board.

No person shall incur obligation to nor commit credit of the club except as specifically authorized by the Board.

## **Section 2.** Impeachment

An officer may be subject to impeachment through a special board meeting, which can be called at the discretion of the Board or by any general member with a petition signed by 20 current chapter members. Written notice of the special board meeting, mailed at least 30 days prior to the meeting, would be provided to the entire membership. Absentee voting for members unable to attend the meeting would be allowed. A 2/3rds majority of this vote would be required for impeachment.

## **Article 8:** Committees

All committees must have a chairperson, which has been nominated by the committee and approved by the Board.

The Board may remove the committee chairperson, without cause, and request that the committee nominate a new chairperson.

The committee chairperson shall be responsible for communication between the Board and the committee; including, but not limited to, presenting all committee recommendations to the Board, obtaining Board approval for events requiring financial commitments by the chapter, obtaining Board approval for entering into any written or verbal contracts, and ensuring minutes are generated and reported.

## **Article 9. Meetings and Events**

**Section 1.** Except as otherwise provided, membership meetings will be called by the President of the Board and well publicized in the club newsletter and on the website if applicable.

**Section 2.** The Board shall meet at such times as they determine by vote, or at the call of the President. For purposes of conducting the board meeting, a quorum shall be present. A quorum shall consist of 3 of the 4 members of the Board. Meeting minutes shall be recorded by the Secretary and

made available to the membership.

**Section 3.** The Board shall set aside a portion of the Board meeting to allow members to present proposals to the Board for consideration.

**Section 4.** The annual meeting to elect club officers shall be held in December. All members shall be notified of the date, time and place of this meeting at least ten (10) days in advance.

**Section 5.** Events, consistent with the purpose of the club, will be held per the approval of the Board.

**Section 6.** All meetings will be conducted by Roberts Rules of Order at the discretion of the ranking officers present.

**Section 7.** Any special committee meetings called by committee chairpersons (if applicable) shall be well publicized and open to the entire membership at large. Meeting minutes will be recorded and then submitted to the Secretary after the meeting has been held.

## **Article 10. Corporation powers**

**Section 1.** The Board on behalf of the club shall be empowered to do all things and conduct all business, not for profit, necessary to achieve the objectives of the club and in keeping with these bylaws

**Section 2.** These bylaws shall provide a broad administrative framework within which the objectives of the club may be reached and continued. All business of the club shall be conducted in accordance with these bylaws.

**Section 3.** Except as herein otherwise provided, only the Board shall exercise all powers of management of the club and enter into any contracts written or verbal. It is forbidden for any non-Board member, to enter into any contracts unless otherwise directed by a Board member.

**Section 4.** 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 11. Liability**

**Section 1.** 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 property of the club for the payment of any debt, damages, or judgment of 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.

**Section 2.** The provisions of New Hampshire law relating to indemnification by the corporation of any person who has served as an officer or director of the corporation, or who has brought action in the right of the corporation, is adopted by the corporation by this reference as a bylaw of the corporation.

The corporation will provide advance indemnification for the Board. The corporation may provide insurance for the board at the discretion of the Board.

## **Article 12. Amendments**

**Section 1.** Any Amendments to these Bylaws will require a 30 days notice to the membership prior to being voted on and changed at the December membership meeting or at a special meeting called by the Board.

**Section 2.** There shall be no more than two amendments made in any given calendar year, except under special circumstances as directed by the Board and with the approval of the membership.

**Section 3.** Adoption of the amendments to the Bylaws shall require a two-thirds majority vote of those active members present at the advertised meeting of the club plus those active members voting by absentee ballot. All active members shall be notified of date, time, place and contents of the proposed amendment at least ten days in advance of said meeting.

## **Article 13. Dissolution of the Corporation**

**Section 1.** Upon dissolution of the corporation, none of its properties or funds will benefit any non-charitable organization or purpose. Notice of intent to dissolve will be provided to the membership and BMW CCA, Inc. at least thirty days prior to the date of dissolution. Any remaining funds will be returned to the National organization.