

Buckeye Chapter
BMW Car Club of America, Incorporated

Code of Bylaws

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Buckeye Chapter, BMW Car Club of America, Incorporated

ARTICLE I NAME

1. The name of the corporation is Buckeye Chapter, BMW Car Club of America, Incorporated (hereinafter referred to as the "Club").

ARTICLE II PURPOSE

2. Insofar as permitted to corporations not for profit, incorporated and operating under the laws of the State of Ohio, the purpose of the Club shall be to promote the ownership and appreciation of BMW automobiles, to promote interest in motoring and touring activities, and to encourage safe and skillful driving.

ARTICLE III MEMBERSHIP

3. Membership

Active Member

An Active member shall be any current member of the BMW Car Club of America, Incorporated (hereinafter referred to as the "**BMW CCA**"), who has paid local chapter dues to **BMW CCA**, and has declared the Club as his/her local chapter.

Associate Member

An Associate Member shall be an associate member of the BMW CCA whose membership is associated with an Active Member of the Club. Associate Members shall be entitled to all benefits and privileges of Club membership with the exception of receiving the Club newsletter and other mailings.

Honorary Member

An Honorary Member is a person selected by a two-thirds (2/3) vote of the Board of Directors in recognition of an outstanding contribution to the purpose of the Club. Any Honorary member shall not be required to pay local chapter dues to BMW CCA in order to receive all benefits and

privileges of Club membership.

Voting Member

A Voting Member shall be an Active Member, Associate Member, or Honorary Member. Voting by Active and Associate Members is restricted to one vote per active membership.

Removal

Any member shall be automatically removed for non-payment of dues. In addition, any member may be removed for action determined to be detrimental to the Club by a two-thirds (2/3) vote of the Board of Directors.

MEETINGS OF MEMBERS

4. Meetings of the Membership

Chapter-wide Meetings

Due to the number of geographic diversity of the members, it is impractical to call any meetings of the members of the Club as a whole.

Area Meetings

Any Area duly constituted hereunder shall hold an annual meeting during January of each year for the purpose of electing an Area Governor, and Vice-Governor to serve on the Board of Directors of the Club. Such Area Governor and Vice-Governor must be Voting Members of the Club. Additionally, the Area may also elect an Alternate who shall substitute for the Area Governor or Vice-Governor at Board meeting(s) in the event either the Area Governor or Vice-Governor cannot attend such meeting. If either the Area Governor or Vice-Governor step down or be removed, the Alternate shall occupy that office until such time as a meeting of the Area Members can be called to elect a replacement. Additional Area Officers may be elected, as Area Members deem necessary.

Notice of such Area Meeting shall be published in the Club newsletter, or transmitted to the Area Members by other suitable means at least thirty (30) days prior to the date of such meeting.

Additional Area Meetings may be called by the Area Governor when necessary or suitable to the activities of the Area.

Any Area Governor, Vice-Governor, or Alternate may be removed, either with or without cause, at any time by the affirmative vote of a majority in voting power of the Members of record of the Club Area entitled to elect such officer taken at a special meeting of the Members called for that purpose. The vacancy in the Board of Directors caused by any such removal may be filled by the Club Area Members at such meeting.

ARTICLE V CLUB AREAS

5. Club Area Status

Any group of fifteen (15) or more active members, residing within a reasonable distance of one another may petition the Board of Directors for Club Area Status.

Board of Directors Approval

At the first Board of Directors meeting following receipt of any petition for Club Area Status, the Board of Directors shall consider such petition. A majority vote of the Board of Directors shall be necessary for approval of any such petition. Such petition shall be approved or rejected on its face and shall not be modified in any manner by the Board of Directors. If such petition is rejected, the Board of Directors shall include therewith a summary of the reasons for such rejection.

New Club Areas

Immediately following the approval of the Board of Directors of any new Club Area, such Area shall have the right to elect an Area Governor, Vice-Governor or Alternate at a special meeting called for such purpose. Following election, such Area Governor and Vice-Governor shall be duly qualified as members of the Board of Directors.

Area Monetary Support

Each Area Governor shall be issued a number of checks by the Secretary/Treasurer to be used in support of Club Area activities as deemed necessary and prudent by the Area Governor and/or Vice-Governor. These checks shall draw directly on the Club treasury. The Area Governor shall be accountable to the Board for expenditures of such funds. Expenditures shall be limited to less than \$500.00 net per event unless prior approval of the Board is obtained. Any monies

collected by a Club Area over and above that which is required to support a single event, shall be turned over to the Club Treasurer for deposit into the Club treasury. Any asset(s) purchased by an Area with Club funds shall become the property of the Club and as such are under the control of the Board of Directors. Club Areas are not authorized to have an independent treasury.

New Area Petition

The petition filed by any group of Active Members seeking Club Area status shall contain the following information:

- (a) The names, addresses and signatures of all active members submitting the petition.
- (b) The geographic area designated by postal service ZIP code that is proposed to be included in the new Club Area.

Area Minimum Standards

All Club Areas shall be responsible to furnish to the Board of Directors on their designee the following items:

- (a) A report on all Club Area activities which have taken place subsequent to the previous report in a form suitable for publication in the Club Newsletter.
- (b) A schedule of all upcoming Club Area activities which schedule shall include the date of the event, an explanation of the event and the name and telephone number of the event chairperson **and/or other point of contact**, in a form suitable for publication in the Club Newsletter.

Failure to Meet Minimum Standards

If a Club Area should fail to provide the items designated in 5.5 (a) and (b) at least once every three (3) months then the Board of Directors may by majority vote place such Club Area on probation as set forth in 5.7. Notice of such probation shall be published in the succeeding Club Newsletter.

Probation

If a Club Area is placed on probation by the Board of Directors, such probation shall be for the period of six (6) months during which time such Club Area shall be required to meet all minimum standards set forth in 5.5 and to provide such other information or reports as shall be requested by the Board of Directors. If the Club Area meets all requirements set forth in 5.5 during the probation period, then that Club Area shall return in full Club Area status. The Club Area on probation is not permitted to make use of the Club treasury without prior permission of the Board; to do so violates the provisions of the probationary period and shall result in immediate termination of Club Area status.

Termination of Club Area Status

If during the probation period, a Club Area fails to meet all standards set forth in 5.5 then the Board of Directors may by majority vote elect to terminate the status of such Club Area. Upon termination, such Club Area shall immediately remit and account for all Club funds and property held by such Club Area to the Club Treasurer. A terminated Club Area may only reinstate Club Area status by filing a new area petition as provided in this Article.

ARTICLE VI BOARD OF DIRECTORS

6. General Powers of the Board

The powers of the Club shall be exercised, its business and affairs shall be conducted, and its property shall be controlled by the Board of Directors, except as otherwise provided by the law of Ohio, the Articles, or these bylaws.

Number and Qualification

The Board of Directors shall consist of the President, elected as hereinafter provided, and two (2) representatives from each active Club Area. The Area representatives shall be the Area Governor and the Vice-Governor of the Club Area as elected by the Club Area Members. The Area Alternate may substitute for the Area Governor or Vice Governor in the event either is unable to attend a board meeting.

Term of Office

Each Director shall hold office, until his/her successor is elected and qualified, or until he/she shall earlier resign.

Resignations

Any Officer may resign by giving written notice to the President of the Board of Directors or the Secretary/Treasurer of the Club. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Vacancies

A vacancy in the Board of Directors shall be filled by a vote of the Members of the Club Area not fully represented on the Board. Such election shall be held at a special meeting of such Club Area Members for the purpose of filling such vacancy. The Alternate may occupy the position until such time as the Area Members can schedule such meeting. Notice of such meeting shall be published in the Club Newsletter or other suitable means at least thirty (30) days prior to the date of such meeting. Full representation shall be defined as having two (2) Club Area officers on the Board. If the President should resign or be removed, the Board shall elect a new President.

President

At a meeting of the Board subsequent to the election of Area officers and prior to March 15 of each year, the Board shall elect a President from among the voting Members of the Club. Such President shall be elected by a majority of the Directors present. Unless he/she shall earlier resign or be removed, the President shall serve until his/her successor is elected and qualified. The President shall act as liaison for the Club to the BMW CCA. The President may not also serve as an Area Representative on the board.

Meetings of the Board of Directors

Organization of Meetings.

At each meeting of the Board of Directors, the President, or in his/her absence, a person chosen by a majority of the Directors present,

shall act as chairperson. The Secretary/Treasurer of the Club or in his/her absence, any person, whom the chairperson of the meeting appoints, shall act as Recording Secretary of the meeting.

Place of Meetings.

The meetings of the Board shall be held at such place or places, within or without the State of Ohio, that may from time to time be fixed by the Board of Directors, or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Regular Meetings.

Regular meetings of the Board will be held on an annual basis. This meeting shall be held as soon as practical following the election of Club Area officers as stated in 4.2.1. This meeting must occur prior to March 15 of the same year.

Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by any three (3) Directors. Every Director shall furnish the Secretary of the Club with an address at which notice of meetings and all other Club notices may be served on or mailed to him/her. Unless waived before, at, or after the meeting as hereinafter provided, notice of each meeting shall be given by the persons calling such meetings to each Director in any of the following ways:

- (a) By orally informing him/her of the meeting in person or by telephone not later than thirty (30) days before the date of the meeting.
- (b) By personal delivery to him/her not later than thirty (30) days before the date of the meeting written notice thereof.
- (c) By mailing written notice to him/her or by sending notice to him/her by telegram, cablegram, or e-mail, postage or other costs prepaid, addressed to him/her at the address furnished by him/her to the Secretary of the Club, or to such other address as the person sending the notice shall know to be correct. Such notice shall be posted or dispatched a sufficient length of time before the meeting so that in the ordinary course of the mail or the transmission of telegrams, cablegrams, or e-mail delivery thereof would normally be

made to him/her not later than thirty (30) days before the date of the meeting.

Unless otherwise required by the Articles of Incorporation, the Code of Regulations, this Code of Bylaws, or the Laws of the State of Ohio, the notice of any meeting need not specify the purpose or purposes thereof. Notice of any meeting of the Board may be waived by any Director, before, at, or after the meeting in writing or by telegram, cablegram, or radiogram.

Order of Business.

The order of business at meetings of the Board shall be such as the chairperson may prescribe or follow, subject, however to his/her being overruled with respect thereto by a majority of the members of the Board present.

6.6.6 Quorum and Manner of Acting.

Seventy-five percent (75%) of the number of Directors provided for herein as of the time of any meeting of the Board of Directors must be present in person or by telephone at such meeting in order to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is had. The Directors shall act only as a Board. Individual Directors shall have no power as such.

ARTICLE VII OFFICERS

7. Numbers and Titles

The Officers of the Club shall be the President and a Secretary/Treasurer.

Election, Term of Office

The Officers shall be elected by the Board of Directors. Each shall be elected for an indeterminate term and shall hold office during the pleasure of the Board of Directors.

Additional Officers, Agents, etc.

In addition to the Officers mentioned in 7.0, the Club may have such other officers, agents, and committees as the Board of Directors may deem necessary and may appoint, each of whom or each member of which shall hold office for such a period, have such authority and perform such duties as may be adopted by the Board, or as the Board may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, agents, or committees. In the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them of such officer to any other officer, or to any director.

Removal

Any officer may be removed, either with or without cause, at any time, by the Board of Directors at any meeting. Any officer appointed by an officer or committee to which the Board shall have delegated the power of appointment may be removed, either with or without cause, by the committee or superior office (including successors) who made the appointment, or by any committee or officer upon whom such power of removal may be conferred by the Board of Directors.

Resignations

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed for regular appointments of elections to such office.

Powers, Authority, and Duty of Officers

The President shall act as liaison to the National organization and serve as a tie-breaker in votes taken within the Board of Directors.

The Secretary/Treasurer. The Secretary/Treasurer shall:

- (a) Have charge and custody of, and be responsible to maintain, all funds, securities, notes, contracts, deeds, documents, and all other indicia of title in the Club and valuable effects of the Club; receive and give receipts for monies payable to the Club from any sources whatsoever; deposit all monies payable to the Club from any sources whatsoever; deposit all monies in the name of the Club in such Banks, trust companies, or other depositories as shall be selected by or pursuant to the directions of the Board of Directors; cause such funds to be disbursed by checks or drafts on the authorized depositories of the Club, signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
- (b) Have the right to require from time to time reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the Club from officers, employees, or agents transacting the same.
- (c) Keep or cause to be kept, correct records of the monies, business, and transactions of the Club and exhibit those records to any Director of the Club upon application.
- (d) Render to the Board of Directors whenever requested an account of the financial condition of the Club and of all transactions as Treasurer and, as soon as may be after the close of each fiscal year, make and submit to the Board of Directors a like report for such fiscal year. This report shall be forwarded to the National office in compliance with the BMW CCA Chapter minimum standards.
- (e) Keep the minutes of all annual meetings of the Members of each Club Area and of the Board of Directors in one or more books provided for that purpose.
- (f) See that all notices are duly given in accordance with these Bylaws or as required by law, including publication of the Club newsletter.
- (g) Be custodian of the corporate records.

- (h) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
- (i) In general, perform all duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

**ARTICLE VIII
PERSONAL LIABILITY**

- 8. All persons or corporations extending credit to, contracting with, or having any claim against the Club or Board, shall only look to the funds and the 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 therefor.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These Bylaws may be amended or added to, or repealed and superseded by a new Code of Bylaws, by written ballot, which shall be submitted to all current Active Members. Notification of proposed amendments and explanation of the subject matter shall be sent to the Active Members along with the ballot. Such ballot shall provide at least thirty (30) days subsequent to mailing thereof for return response. Such amendment shall be considered adopted if at least two-thirds (2/3) of the returned ballots are affirmative.

END OF CODE OF BYLAWS