

HOUSTON CHAPTER BMW CAR CLUB OF AMERICA, INC.

BYLAWS

MISSION STATEMENT

The organization adopts the mission of the BMW Car Club of America (hereinafter “BMW CCA”) as follows: “The mission of the BMW Car Club of America is to enhance the BMW experience for our members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility.”

ARTICLE I NAME, OBJECTIVES, AREA AND OFFICES

Section 1 – Name

The name of this organization shall be the Houston Chapter, BMW Car Club of America (herein after “Chapter”).

Section 2 – Objectives

1. To provide the members with an opportunity to meet with other BMW owners and enthusiasts.
2. To promote the enjoyment and ownership of the BMW automobile.
3. To establish and maintain mutually beneficial relations with BMW NA / AG, local dealers, sponsors and other BMW CCA chapters.
4. To facilitate events and activities which accomplish our objectives and are consistent with our not-for-profit status.

Section 3 – Area

The Chapter will serve geographic areas as determined by BMW CCA.

Section 4 – Offices

The official address for purposes of Chapter business, or at such other place as may be designated by the Board of Directors, shall be:

Houston Chapter
BMW Car Club of America
Post Office Box 56763
Houston, Texas 77256-6763

The office of the Chapter shall be at the residence of the Chapter President, or at such other place as may be designated by the Board of Directors.

ARTICLE II POWERS, PURPOSE OF BYLAWS AND CLUB INSIGNIA

Section 1 – Powers

The Chapter shall be empowered to conduct all business, not-for-profit, necessary to the objectives of the Chapter in keeping with these Houston Chapter, BMW Car Club of America Bylaws (hereinafter “Bylaws”).

Section 2 - Purpose of Bylaws

The purpose of these Bylaws is to provide a broad administrative framework within which the objectives of the Chapter may be achieved. All business of the Chapter shall be conducted in accordance with the Bylaws.

Section 3 - Chapter Insignia

The Board of Directors shall designate the insignia or badge of the Chapter and may incorporate the emblems or insignia of organizations with which the Chapter is affiliated.

ARTICLE III MEMBERSHIP, DUES AND LOSS OF MEMBERSHIP

Section 1 – Membership

1. Membership in the Chapter shall be open to any member of the BMW CCA.
2. Definition and classes of membership:

A member shall be any individual who meets the above criteria and who has paid dues as required by the BMW CCA. There shall be only one class of membership. All members shall

have full rights and responsibilities, provided, however, that these rights shall apply only to the Chapter.

3. Rights and Responsibilities of membership:

- a. Members are entitled to vote and hold office in the Chapter, to attend any Chapter or Board of Directors meeting, and receive all other benefits of membership in the Chapter.
- b. Members of the Chapter shall be governed by the Bylaws.

4. Membership in affiliated organizations:

If the Chapter affiliates with another organization, as provided by these Bylaws, any member of the Chapter meeting the membership criteria of the organization, shall become a member and maintain membership in such organization so long as the affiliation continues in effect.

5. Application for membership:

Application for membership shall be made in the manner prescribed by the BMW CCA and affiliated organizations.

Section 2 - Dues

Annual dues for membership shall be set and collected by the BMW CCA.

Section 3 - Loss of Membership

1. A member shall forfeit membership by not paying annual dues to the BMW CCA.
2. A member may be suspended or removed from the Chapter by the Board of Directors for action detrimental to the objectives and best interests of the Chapter.

**ARTICLE IV
OFFICERS AND DUTIES**

Section 1 - Officers

1. The elected officers of the Chapter shall be:
 - a. President
 - b. Vice President
 - c. Treasurer

- d. Secretary
- 2. The elected officers shall form the Executive Committee.
- 3. No person may hold more than one (1) elected office at one time or the same elected office for more than two (2) consecutive terms.
- 4. Officers shall serve a term of two (2) years, from February through January.
- 5. The positions of President and Vice President shall be elected in the even numbered years.
- 6. The positions of Secretary and Treasurer shall be elected in the odd numbered years.

Section 2 - Duties and Responsibilities of Officers

- 1. The **President** shall be the Chief Executive Officer of the Chapter and shall:
 - a. Preside at all meetings and provide the meeting agenda.
 - b. Supervise the general functioning of the Chapter.
 - c. Call Board meetings as conditions warrant.
 - d. Provide an annual report to the membership on the Chapter's activities and financial health.
 - e. Shall sign checks for disbursements authorized by the Board of Directors and forward supporting documentation to Treasurer within ten (10) days.
 - f. Perform other executive functions as may be required.
 - g. Ensure Chapter compliance with and maintain the BMW CCA Operations Manual.
 - h. Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.
- 2. The **Vice-President** shall assist the President in the conduct of the affairs of the Chapter and shall:
 - a. Assume the duties of the President in the event of the President's absence or inability to serve in his office.
 - b. Make arrangements for and assure necessary insurance coverage for all events.

- c. Be responsible for coordinating social events for the Chapter in conjunction with the Social Events Chair and/or appointed committees.
 - d. Have oversight of the Chapter website regarding posting of events.
 - e. Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.
3. The **Treasurer** shall be the Chief Financial Officer of the Chapter and shall have custody of all the Chapter's assets and funds. The Treasurer shall:
- a. Receive, record, and deposit all Chapter funds.
 - b. Maintain an accurate and complete accounting of all the Chapter's assets and funds. Report the Chapter's financial status at each Business meeting.
 - c. Shall sign checks for disbursements authorized by the Board of Directors.
 - d. Shall turn over all Chapter funds, assets, accounts, records, etc. to successors as directed by the Board of Directors.
 - e. At the end of the calendar year, prepare an annual financial statement for submittal by March 1st of the following year to the national office of the BMW CCA, and for publication in the Chapter newsletter.
 - f. Prepare for an independent audit of all Chapter funds, assets, accounts, records and etc. in his/her possession for turn-over to successors as directed by the Board of Directors.
4. The **Secretary** shall be responsible for maintaining full and complete records of the Chapter meetings, meetings of the Board of Directors and Special Meetings as designated by the President. The Secretary shall:
- a. Take complete minutes of each Chapter and Business meeting, and make them available two weeks prior to the next scheduled Board meeting.
 - b. Maintain and have custody of all records for the Chapter except those delegated to the Treasurer.
 - c. Prepare correspondence as directed by the President or the Board of Directors.
 - d. Maintain a current roster of Chapter members in conjunction with the Membership Chair and/or committees.

- e. Shall turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1 - Members of the Board of Directors

1. The elected Chapter Officers may at their discretion, and by a unanimous vote, appoint any other Chapter member to a position on the Board of Directors. The voting members of the Board of Directors shall consist of all elected Chapter Officers, plus those appointed, (hereinafter "Board of Directors").
2. As determined necessary by the Board of Directors, other positions of responsibility may be identified and qualified Chapter members appointed to execute the associated tasks and obligations. The Board of Directors shall determine the specific responsibilities and authority levels of these positions at the time the position is established.
3. Appointed members of the Board of Directors shall serve until the following January, at which time the Executive Committee meeting shall appoint committee Chairs for the current year. A committee Chair may be re-appointed for another term. There shall be no limit on the number of terms an appointed member may serve on the Board of Directors.
4. For purposes of conducting a Board of Directors meeting, a quorum of no less than three (3) elected officers is required, and all Board decisions and actions shall be supported by a majority vote of the board members present, except as otherwise provided for herein. The Chapter President, or his designee, may authorize voting via audio and video teleconferencing and/or through electronic communication. All Directors will be notified of Board of Directors meetings.

Section 2 – Responsibilities

1. The Board of Directors is the managing council of the Chapter and shall:
2. Determine all matters of the Chapter's policy not otherwise determined by the General Membership
3. Ensure the proper conduct of all administrative and financial affairs of the Chapter in accordance with these Bylaws.

4. To identify and recommend qualified Chapter members to fill unfilled terms of Officers, and/or to positions deemed necessary by the Board of Directors. Such appointments shall be approved by a unanimous vote of the elected officers.
5. Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
6. Create and appoint special committees as necessary to carry out the objectives of the Chapter.
7. The Board of Directors may direct an audit of the Chapter's finances.
8. Supervise the planning of Chapter events.
9. Officers shall be members in good standing with the Chapter.

Section 3 – Reports

The President, or other designated member of the Board of Directors, shall report significant actions of the Board of Directors to the general membership in the newsletter.

ARTICLE VI VOTING AT MEMBERSHIP MEETINGS

Section 1 – Voting

1. Each member shall have one (1) vote.
2. Unless otherwise prescribed by these Bylaws, all issues shall be decided by a simple majority vote.
3. Votes shall be taken at a Membership meeting of the Chapter. Notice of the Membership meeting shall be published at least thirty (30) days prior, in the Chapter newsletter and website. Results will be announced at said Membership meeting.
4. Mail and electronic voting is authorized. All such votes must be received no later than three (3) days prior to the formal vote count.

ARTICLE VII ELECTIONS

Section 1 - Election by Simple Majority

All officers shall be elected by a majority vote.

Section 2 – Nominating Committee

1. Prior to the Annual Meeting the Board of Directors shall appoint a Nominating Committee of at least two (2) active members. All votes for elected Officers shall be directed to the Nominating Committee.
2. At the Annual Meeting all votes for available Board positions shall be recorded by the Nominating Committee and turned over to the Secretary for safe keeping.

Section 3 - Election at Annual Meeting

The election of Officers shall be held at the Annual Membership Meeting.

Section 4 – Nominations

1. Prior to the Membership Meeting, the President, or designee, shall seek potential candidates for office by publishing a notice in the summer issue of the newsletter. For all elected positions candidates must be in good standing with the Chapter. Candidates for the position of President must have served on the Board for a period of not less than one (1) year. The list of candidates for elected office, with the time and place of the Membership Meeting, shall be published in the newsletter and on the Chapter website. In the event no qualified candidates can be found for the position of President, the requirement for serving a minimum of one (1) year on the Board may be waived.
2. Any member may nominate a member in good standing for an available position in accordance to these Bylaws by submitting a written nomination with both membership numbers, countersigned by the nominee. All write-in nominations must be received by the Nominating Committee to be considered. Nominees must be a chapter member in good standing.

Section 5 - Voting

All votes received via US Mail, fax, electronically and members present at the meeting shall be tallied and results immediately given. In the event of a tie vote, the tie shall be broken by a vote of the Board of Directors present at the event listed in Section 2 above, excluding Board of Director members included in the tie. In the event this vote ends in another tie, then the tie shall be broken by a coin flip. The Officers duly elected shall assume their offices in February determined by the date set by the Board for the turn-over meeting.

ARTICLE VIII MEETINGS

Section 1 – Business Meetings

The Board of Directors shall hold regular Business Meetings at least four (4) times during the calendar year. All members will be advised of the time and place in the newsletter and on the website. The Board of Directors shall meet upon call of the President to conduct business and plan the Chapter's meetings and activities. All members of the Board of Directors shall be advised of such.

Section 2 – Annual Membership Meeting

Each January the Chapter shall hold the Annual Membership Meeting. All members shall be advised of this meeting at least thirty (30) days in advance in the Chapter newsletter.

Section 3 - Special Meetings

The President, a majority of the Board of Directors, or at least twenty-five (25) of the Chapter's members, may call a Special Meeting. All members shall be notified of the time and place of such Special Meeting at least thirty (30) days in advance in the Chapter's newsletter.

Section 4 - Conduct of Meetings

Meetings shall be presided over by the President and the Secretary shall take minutes. In the event of the President's absence, the Vice President shall conduct meetings. In the absence of the Secretary, the President shall appoint an acting Secretary. Meetings shall be conducted in accordance with Robert's Rules of Order insofar as they are consistent with these Bylaws and the objectives of the Chapter.

ARTICLE IX AFFILIATION

The Houston Chapter may affiliate with other organizations, which have similar objectives. The Board of Directors shall consider the questions of affiliation or disaffiliation with other organizations of similar objectives and shall present their recommendation to the members at the Chapter meeting. The members may, by a two-thirds (2/3) majority vote of those present, affiliate the Houston Chapter with such organizations and agree to abide by their Bylaws or may disaffiliate from such organizations.

ARTICLE X AMENDMENT OF BYLAWS

Section 1 - Proposed Amendments

The Board of Directors or the members may propose amendments to these Bylaws.

Section 2 - Adoption of Amendments

Amendments to the Bylaws shall be voted on at the Annual Membership Meeting of the Chapter, or by Special Meeting called by the President, or majority of the Board of Directors, or by at least twenty-five (25) of the Chapter members in good standing. All members shall be advised of the time and place of such meeting and of the proposed amendments at least thirty (30) days in advance in the Chapter newsletter. Voting on the amendments will be conducted as specified in Article VI, with a two-thirds majority in favor of the amendments required for adoption.

Section 3 - Effective Date of Amendments

Amendments to the Bylaws shall become effective immediately upon adoption.

Section 4 – Copy

A copy of the Bylaws shall be available on the Chapter website or upon request to the Chapter Secretary.

ARTICLE XI CHAPTER NEWSLETTER

Section 1 - Newsletter Name

The newsletter of the Houston Chapter shall be known as *Torque of the Town*.

Section 2 – Editor

1. The Executive Committee shall appoint the Editor of the newsletter as a committee Chair. The Editor may succeed him/herself without limit.
2. The Editor is responsible for the preparation and distribution of the newsletter to all members.
3. The Editor shall use good judgment concerning what should or should not be published in the newsletter. Derogatory comments about members, sponsors, dealerships, independent shops

and the like should be avoided at all costs. Articles without author permission and anonymous letters shall not be published.

Section 3 – Advertising

1. Every effort will be made to supplement the cost of producing the newsletter with advertisers and sponsors. Advertising and sponsorship should not exceed fifty percent (50%) of the newsletter space.
2. Advertising rates will be approved by the Board of Directors.
3. The Newsletter Editor shall ensure that all sponsors/advertisers are billed for their ads and report to the Board advertising payment status at each Board meeting. The Board will decide whether to continue an ad pending payment.

Section 4 – Publishing

The Chapter newsletter shall meet the requirements of the BMW CCA Operations Manual, and be published in the manner and frequency approved by the Board.

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The governing Board of Directors and members of the Houston Chapter BMW CCA hereby adopt these Bylaws on May 21, 2011.