

# 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 1

#### NAME, OBJECTIVES, AREA AND OFFICES

##### Section 1 — Name

The name of this organization shall be the Houston Chapter, BMW Car Club of America, Inc. (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 Chapter objectives and are consistent with the Chapter's not-for-profit status.

##### Section 3 — Area

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

##### Section 4 — Office

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 2 POWERS, PURPOSE OF BYLAWS AND CLUB INSIGNIA

### Section 1 — Powers

The Chapter shall be empowered to conduct all business necessary to the objectives of the Chapter in keeping with these Chapter 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 3 MEMBERSHIP, DUES AND LOSS OF MEMBERSHIP

### Section 1 — Membership

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

A member shall be any individual who meets the above criteria and who has paid dues as required by the BMW CCA. All members shall have full rights and responsibilities, provided, however, that these rights shall apply to the Chapter as applicable to the BMW CCA.

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 to 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 Chapter Board of Directors for action detrimental to the objectives and best interests of the Chapter. BMW CCA National Board may also suspend or remove a member.

ARTICLE 4  
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. If no one is running for the open or vacant position after the two (2) terms are complete, the Executive Committee can approve an extension of service.
4. Officers shall serve a term of two (2) years, from January 1<sup>st</sup> through December 31<sup>st</sup>.
5. The positions of President and Secretary shall be elected in the even numbered years.
6. The positions of Vice President 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. Sign checks for disbursements authorized by the Board of Directors and forward supporting documentation to Treasurer as needed to meet Chapter reporting requirements..
  - f. Perform other executive functions as may be required.
  - g. Ensure Chapter compliance with and maintain updates to the Chapter's copy of the BMW CCA Operations Manual.
  - h. Turn over all Chapter assets, accounts and records 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 other appointed committees.

- d. Turn over all Chapter assets, accounts and records to successors as directed by the Board of Directors.
  - e. Maintain a current roster of Chapter members in conjunction with the Membership Chair and/or committees.
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 Chapter Board meeting.
  - c. Sign checks for disbursements authorized by the Board of Directors.
  - d. Turn over all Chapter funds, assets, accounts and records to successors as directed by the Board of Directors.
  - e. Prepare an annual financial statement following the end of the calendar year for submittal to the national office of the BMW CCA in accordance with their timeframe. Statement to also be published via current acceptable methods of publication.
  - f. Complete and submit applicable federal/state tax forms by the federal/state deadline. Applicable forms must also to be submitted to BMW CCA.
  - g. Ensure the Chapter's accounting records are maintained pursuant to federal/state regulations.
  - h. Prepare for an independent audit of all Chapter funds, assets, accounts and records in possession for turn-over to successors as directed by the Board of Directors.
  - i. Shall have appropriate accounting education and/or work experience to support this position.
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 Board meeting, and make them available prior to the next scheduled Board meeting.
  - b. Maintain and have custody of all legal records for the Chapter except those delegated to the Treasurer.

- c. Turn over all Chapter assets, accounts and records to successors as directed by the Board of Directors.

## ARTICLE 5 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 voting position on the Board of Directors. The voting members of the Board of Directors shall consist of all elected Chapter Officers, plus those duly appointed.
2. As determined necessary by the voting members of the Board, other positions of responsibility may be identified and qualified Chapter members appointed to execute the associated tasks and obligations. The Board shall determine the specific responsibilities and authority levels of these positions at the time the position is established. The Board may, at its discretion, review, consolidate and or eliminate positions of responsibility.
3. Appointed members of the Board of Directors shall serve until such time as the Chapter Board meets to extend or 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.

### Section 2 — Responsibilities

1. The Board of Directors of the Chapter shall:
  - a) Determine all matters of the Chapter's policies.
  - b) Ensure the proper conduct of all administrative and financial affairs of the Chapter in accordance with these Bylaws.
  - c) Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
  - d) Create and appoint special committees as necessary to carry out the objectives of the Chapter.
  - e) Direct an audit of the Chapter's finances when deemed necessary.
  - f) Supervise the planning of Chapter events.

### Section 3 — Reports

The President, or other designated member of the Board of Directors, shall report periodically the actions of the Board of Directors to the membership by any currently accepted method of communications.

## ARTICLE 6 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 at general meetings will be a simple Yay/Nay or 'show of hands'.

ARTICLE 7  
ANNUAL ELECTIONS

Section 1- Election by Simple Majority

All officers shall be elected by a majority vote.

Section 2 — Elections

The election of officers shall be held during the month of November, the year prior to the Officer taking office. In those elections where there is only one candidate for each and every office covered by the election, the Board of Directors need not conduct the election process. In such cases, the Board of Directors shall announce the names of the candidates running for office without opposition via currently accepted methods of communications. Voting need not be required. The election winner will be announced to the Chapter by currently accepted methods of communications.

Section 3 — Nominations

1. Prior to the election, the Board shall seek potential candidates. Candidates for an elected position must go through a nomination/vetting process. The nomination/vetting committee will be comprised of members of the Executive Committee's choosing. 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 to the Nomination Committee. All nominations must be received by the Nominating Committee 60 days prior to the election to be considered. Nominees must be a chapter member in good standing.

The list of candidates for office, with the date of the election, shall be published on the Chapter website at least forty-five (45) days prior to the date of the election. 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. In the event no qualified candidates can be found for the position of President, the Board may waive the requirement for serving a minimum of one (1) year on the Board.

Section 4 – Voting for Officers

The votes received electronically will be tallied at the beginning of December, the year prior to the Officer taking office. The BMW CCA National Office IT Department will be responsible for hosting, taking and tallying the votes as well as announcing the winner to the Board. In the event of a tie vote, the tie shall be broken by a vote of the Board of Directors at the December Board meeting, 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 on January 1st.



ARTICLE 8  
MEETINGS

Section 1— Board Meetings

1. The Board of Directors shall hold regular Board Meetings at least four (4) times during the calendar year, or as required to meet state/federal requirements. All members will be advised of the date, time and place. 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 date, time and place.
2. For purposes of conducting a Board of Directors meeting, a quorum of no less than three (3) voting Board members 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 President's designee, may authorize voting via audio and video teleconferencing and/or through any currently accepted methods of communication. All Board members will be notified of Board of Directors meetings via currently accepted methods of communications.
3. An Executive Session may be called by any voting member of the Board. The meetings may be held in person, or via teleconference. Executive session matters may involve confidential, privileged and/or sensitive information and will only be generally noted in the minutes using broad and generalized descriptions.

Section 2 — Annual Membership Meeting

The Chapter shall hold an Annual Membership Meeting. All members shall be advised of this meeting at least thirty (30) days in advance via currently accepted methods of communications.

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 via currently accepted methods of communications.

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.

ARTICLE 9  
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 via currently accepted methods of communications. Voting on the amendments will be conducted as specified in Article 6, Section 1, 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. A copy will also be provided to the BMW CCA National Office.

Signature lines to be added...

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