

BAYOU CHAPTER BMW CAR CLUB OF AMERICA BY-LAWS

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 A - Name

The name of this organization shall be the Bayou Chapter, BMW Car Club of America (herein after "Chapter").

Section B - 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 the not-for-profit status.

Section C - Area

The Chapter will serve geographic areas as determined by BMW CCA and any other affiliated or non-affiliated members as determined by BMW CCA.

Section D - Offices

The office of the Chapter shall be a Post Office Box maintained for purposes of club business, or at such other place as may be designated by the Board of Directors.

ARTICLE II: POWERS, PURPOSE OF BY-LAWS AND CLUB INSIGNIA

Section A - Powers

The Chapter shall be empowered to conduct all business necessary to achieve the objectives of this Chapter, in keeping with the BMW Car Club of America By-laws.

Section B - Purpose of By-laws

The purpose of these By-laws 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 By-laws.

Section C - Chapter Insignia

The Board of Directors shall designate the official insignia or badge of the Chapter.

ARTICLE III: MEMBERSHIP AND DUES

Section A - Membership

Membership in the Chapter shall be open to any member or associate member of the BMW CCA.

Section B - Dues

1. 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.
2. Annual dues for membership shall be set and collected by the BMW CCA.

Section C - Rights and Responsibilities of Membership

1. 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.
2. Members of the Chapter shall be governed by the By-laws.
3. Application for membership shall be made in the manner prescribed by the BMW CCA and affiliated organizations.

Section D - 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 deemed detrimental to the objectives and best interests of the Chapter.

ARTICLE IV: OFFICERS AND DUTIES

Section A - Officers

1. Elected officers of the Chapter shall be:

President
Vice-President
Treasurer
Secretary

These above elected officers shall form the Executive Committee.

2. No person may hold more than one (1) elected office at one time.
3. Officers shall serve a term of one (1) year, from January 1st through December 31st.

Section B - Duties and Responsibilities of Officers

1. **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 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.
 - (f) Perform other executive functions as may be required.

(g) Ensure club compliance with and maintain the BMW CCA Operations Manual.

(h) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

2. 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 the event coordinator for the Chapter, and solicit individual coordinators for each event held by the Chapter.

(d) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

3. 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) Sign checks for disbursements authorized by the Board of Directors.

(d) 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.

(e) Complete and submit applicable federal/state tax forms.

(f) Maintain current state sales tax license.

(g) Collect, record, and pay applicable sales tax.

(h) Maintain all electronic (web based) collections, credit card merchant accounts, and associated revenue accounts.

(i) Turn over all Chapter funds, assets, accounts, records, etc. to successors as directed by the Board of Directors.

4. Secretary shall be responsible for maintaining full and complete records of the Chapter's general meetings, meetings of the Board of Directors and other 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. The Board may delegate this function to another Chapter member.

(e) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section A - Members of the Board of Directors

The elected Chapter Officers may, by a unanimous vote, appoint or remove other Chapter members to a position on the Board of Directors – to a maximum of three (3) members. The voting members of the Board of Directors shall consist of all elected Chapter Officers, plus those appointed, (hereinafter “Board of Directors”).

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.

Appointed members of the Board of Directors shall serve until the following January Business meeting, at which time the elected Chapter Officers may re-appoint such members for another term. There shall be no limit on the number of terms an appointed member may serve on the Board of Directors.

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. Board of Directors may authorize attendance and voting via audio and video teleconferencing. All Directors will be notified of Board of Directors meetings.

Section B - Responsibilities

The Board of Directors is the managing council of the Chapter and shall:

1. Determine all matters of the Chapter's policy not otherwise determined by the General Membership
2. Ensure the proper conduct of all administrative and financial affairs of the Chapter in accordance with these Bylaws.
3. 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.
4. Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
5. Create and appoint special committees as necessary to carry out the objectives of the Chapter.
6. Direct an audit of the Chapter's finances.
7. Supervise the planning of Chapter events.
8. Be members in good standing of the Chapter.

Section C - 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 and website.

ARTICLE VI: VOTING AT MEMBERSHIP MEETINGS

Section A - 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 are authorized. All such votes must be received no later than three (3) days prior to the formal vote count.

ARTICLE VII: ELECTIONS

Section A - Election by Simple Majority

All officers shall be elected by a majority vote.

Section B - Election at Annual Meeting

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

Section C - Nominations

Prior to the election meeting, the Board shall seek potential candidates for office by publishing a notice in the Newsletter and on the Website. Candidates for the position of President and Treasurer must be a Chapter member in good standing for at least two (2) years. The list of candidates for office, with the time and place of the election meeting, shall be published at least sixty (60) days prior to the election date.

Section D - Voting

The votes received prior to and at the December meeting shall be tallied at the December meeting and results immediately given. All absentee votes must be received by the December meeting. 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 B 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 at the Annual Meeting and party in January.

ARTICLE VIII: MEETINGS

Section A - Business Meetings

The Board of Directors shall hold regular Business Meetings. The Board of Directors shall meet upon call of the President to conduct business and plan the

Chapter's meetings and activities. A majority of the members of the Board of Directors may call a meeting upon ten (10) days prior notice to all Board of Directors members.

Section B - Membership Meetings or Events

At least four (4) times during the calendar year, the Chapter shall hold a Membership Meeting or Event. All members shall be advised of this meeting or event at least thirty (30) days in advance in the Chapter newsletter and website.

Section C - Annual Membership Meeting

During the fourth (4th) quarter of the calendar year, 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 and website.

Section D - 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 and website.

Section E - 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 By-laws and the objectives of the Chapter.

ARTICLE IX: AMENDMENT OF BYLAWS

Section A - Proposed Amendments

The Board of Directors or the members may propose amendments to these By-laws.

Section B - Adoption of Amendments

Amendments to the By-laws shall be voted on at the Annual Membership Meeting of the Chapter. 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's newsletter and website. Voting on the amendments will

be conducted as specified in Article VI, with a two-thirds majority of those present in favor of the amendments required for adoption.

Section C - Effective Date of Amendments

Amendments to the Bylaws shall become effective immediately upon adoption.

Section D - Copy

A copy of the By-laws shall be available on the Chapter website; amendments will be posted in the Chapter newsletter and website.

ARTICLE XI: CHAPTER NEWSLETTER

Section A - Newsletter name

The newsletter of the Bayou Chapter, BMW CCA shall be known as *The Cajun Courier*.

Section B - Editor

1. The Board of Directors shall appoint the Editor of the newsletter. 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. Anonymous letters shall not be published.

Section C - Advertising

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

Section D - 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 Chapter members and the governing Board of Directors adopt these By-laws on January 17, 2009.