

**BMW CAR CLUB OF AMERICA
LOS ANGELES CHAPTER
ORGANIZATIONAL BYLAWS**

ARTICLE I: GENERAL:

Section 1 - NAME:

The name of this organization shall be the BMW Car Club of America, Los Angeles Chapter, (hereinafter referred to as the Chapter).

Section 2 - PRINCIPAL OFFICE:

The principal office of the Chapter shall be located at the residence of its duly elected President, or at the residence of his successor, or at such other place as may be designated by the Board of Directors.

Section 3 – POST OFFICE BOX

The Chapter shall maintain a Post Office Box as its permanent mailing address. The box must be checked regularly. The Treasurer may elect to have bank statements and other financially-related materials mailed directly to his/her home. The Board of Directors must approve this deviation before the Treasurer can submit address changes.

Section 4- GENERAL OBJECTIVES

The general objectives of the Chapter, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A.) The enjoyment of sharing good will and fellowship derived from BMW automobiles and engaging in such social and other activities as may be agreeable to the membership and in harmony with the Chapter's other general objectives.
- B.) The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information and experience.
- C.) The establishment and maintenance of mutually beneficial relationships with Bayerische Motoren Werke AG (BMW AG), BMW of North America (BMW NA), and authorized BMW dealers.
- D.) The cooperation with other Chapters and the National Office of BMW CCA, as well as other BMW Clubs throughout the world through the exchange of ideas and experience, both directly and through BMW CCA's active membership in the International Council of BMW Clubs and BMW Clubs Europa, e.V., or their successors.

Section 5- POWERS:

This Chapter shall be empowered to conduct all business, not for profit, necessary to carry out the general objectives of the Chapter as set forth in the Articles of Incorporation and in these bylaws.

Section 6 - LOGO:

The logo of the Chapter shall be designated by the Board of Directors (if incorporating a corporate logo, subject to corporate approval).

ARTICLE II: MEMBERSHIP

Section 1 - ELIGIBILITY:

Membership in the Chapter shall be as designated by BMW CCA National (hereinafter referred to as the Club and/or National) and shall be open to all BMW CCA members in good standing in accordance with BMW CCA Chapter and National bylaws.

Section 2- CLASSIFICATION OF MEMBERSHIP:

- A). MEMBER: Anyone interested in BMW automobiles, having paid the dues and fees as required.
- B). ASSOCIATE: Any immediate family member of an active MEMBER, whose main residence is the same of the member, interested in the Club and its objectives, having paid the dues and fees as required.
- C). BMW CCA National Office may provide for special types of membership such as life, charter, or honorary, but not restricted thereto.

Section 3 - DUES:

Dues and fees shall be set by BMW CCA National.

Section 4- PRIVILEGES OF MEMBERS:

Members in good standing shall be entitled to all of the privileges of the Chapter. Each member in good standing is entitled to one vote on all Chapter matters. In the event of dissolution of the Chapter, and after the payment of its liabilities, its remaining assets, if any, shall be divided equally among current members in good standing.

Section 5 – MEMBERS STANDARDS OF CONDUCT

Members shall become familiar with, and adhere to, the Standards of Conduct as outlined in the BMW CCA National Policy and Procedure Manual, Section 2.10.

Section 6- REVOCATION OF MEMBERSHIP:

Any member may have his or her Chapter membership revoked by a vote of two-thirds of the Board of Directors of the Chapter for good cause, which shall constitute action or inaction which is detrimental or inimical to the general objectives or the best interests of the Chapter or its reputation. Before such revocation, the member shall be notified by the Board of Directors and shall have the right to present evidence to the Board of Directors to such charges as may have been made against him. Any member whose membership has been ordered revoked by the Board of Directors shall have the right of appeal to the Chapter membership at any regular meeting. When the Board of Directors determines that it is in the Chapter's best interests to revoke a member's Chapter membership, the Board will immediately contact their BMW CCA Regional Vice President for guidance. A Chapter member whose membership has been revoked by the Chapter may, at the National Board's discretion, transfer his/her membership to another Chapter.

ARTICLE III: OFFICERS and DUTIES

Section 1 - COMPOSITION:

The Board of Directors shall be composed of the following members:

Elected Positions

- President
- Vice President
- Secretary
- Treasurer
- Area Representatives (6)
 - Los Angeles Basin
 - Orange County
 - Riverside/San Bernardino Counties
 - San Fernando Valley
 - San Gabriel Valley
 - Ventura/Santa Barbara Counties

Appointed Positions

- Communications Chairperson
- Driving Events Chairperson
- Social Events Chairperson
- Chief Driving Instructor (optional)
- Chairman of the Board (optional)

Section 2 - ELIGIBILITY:

Any regular or associate member of the Chapter in good standing shall be eligible to hold office. No member may hold more than one elected office. Members in elected positions may also hold an appointed position. No member shall have more than one vote on the Board of Directors, regardless of the number of positions they hold. Members nominated for, appointed to, or holding the offices of President and Vice President must have served on the Board previously.

Section 3 – TERMS OF OFFICE:

Elected officers will begin term on October 1. All officers shall hold office for a period of two years. The President shall serve not more than two consecutive two-year terms. The President, Secretary, and half the Area Representatives (Orange County, San Fernando Valley and Ventura/Santa Barbara Counties) shall be elected in even numbered years. The Vice President, Treasurer and half the Area Representatives (Los Angeles Basin, Riverside/San Bernardino Counties and San Gabriel Valley) shall be elected in odd-numbered years.

Officers in appointed positions shall serve from the time appointed until a new person is appointed to the position. It is recommended that the elected Board of Directors appoint or reaffirm the Communications, Driving Events and Social Events Chairpersons at the first board meeting after the general election each year.

Section 4- GENERAL DUTIES:

- A. It shall be the responsibility of the Board of Directors to determine all matters of Chapter policy not otherwise predetermined by National Guidelines, or by the members in regular or special meetings. The Board of Directors shall ensure the proper conduct of the administrative matters of the Chapter, the fulfillment of duties by officers, and compliance with these bylaws.
- B. The Board of Directors shall ensure that the Chapter remains in compliance with BMW CCA National Bylaws, Policies and Procedures.
- C. The Board of Directors may adjust tasks assigned to the various officers to accommodate the circumstances and abilities of the individuals holding the offices.
- D. Office holders shall maintain all records and paraphernalia associated with the office in such a manner as to facilitate a timely and orderly transition to their successors.
- E. Serving on the Board of Directors requires a commitment of time and attention. Directors must make every effort to participate in Board meetings and General Meetings. Directors should make the effort to attend the majority of all Chapter activities. They must be willing to spend the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors must be willing to familiarize themselves with, and commit to following, the Club and Chapter guidelines set forth by the BMW CCA National Board and Executive Office.
- F. In the conduct of Chapter business, and in the best interests of the Chapter, some topics and materials may be deemed to be sensitive or confidential. Disclosure of such information may be harmful to individuals, or damaging to the Chapter. Board members shall pledge not to disclose sensitive or confidential topics and materials without proper authority and to keep confidential all discussions and materials pursuant to topics deemed to be sensitive, until such time as a given sensitive topic is declared by the Board of Directors to no longer be sensitive.

Section 5- MEETINGS:

The Board of Directors shall hold at least four (quarterly) Board of Directors meetings each year which shall be governed by Robert's Rules of Order. These meetings will be held in a public place, open to all Chapter members. Notice of the date and location of these quarterly meetings shall be published to the general membership by at least two of the following methods:

- A. published in the Chapter newsletter
- B. posted on the Chapter website
- C. emailed to the Chapter email list

not less than 30 days before the meeting. A General Membership Meeting shall be held immediately following the quarterly Board of Directors meeting.

With the exception of the quarterly meetings, monthly Board of Directors meeting may be held at a public place, at a member's home, via email or via tele-conferencing. Notice of all Board of Directors meetings must be made to all Board members either verbally or in writing, not less than seven days prior to the meeting date.

The date, time and location of all Board of Director meetings held in a physical location be published via Chapter newsletter, Chapter website and/or Chapter email list not less than seven days prior to the meeting date. Reasonable accommodations must be made for any general member who wishes to attend a Board of Directors meeting.

Section 6 – QUORUM

A quorum at any meeting of the Board of Directors shall consist of two-thirds of the Board members. A Board member holding two positions shall only be counted once. In the absence of an appointed Chairperson, or in the event where an appointed Chairperson also holds an elected position, a member of his/her team may be appointed to attend a Board Meeting and will be given all the rights and privileges of a Board Member for the duration of the Board meeting.

If a quorum is not met at a Board of Directors meeting, the members present may conduct business without a quorum. The secretary shall keep records of all motions made, and the motion shall be sent to the entire Board via email as provided in for in Article III, § 7.

Section 7- EMERGENCY MEETINGS:

Motions may be proposed and voted on via email providing the following conditions are met:

- A) The motion requires immediate attention and can't or shouldn't be postponed to the next regularly scheduled Board of Directors' Meeting.
- B) The motion was made at a regularly scheduled Board of Directors' Meeting when there was not a quorum present.
- C) The entire Board of Directors is included in the email postings.
- D) The majority of **all** Board members, not just the ones responding to the email, must vote to pass the motion.
- E) At the next regularly scheduled Board of Directors' Meeting, the motion, the names of the Board member who proposed and seconded the motion, and the result of the vote will be read into the minutes so that the motion is properly recorded in the minutes.

Section 8- VACANCIES, REMOVALS AND APPOINTMENTS:

Any member of the Board of Directors may be removed by the vote of at least two-thirds of the voting membership of the Board being in favor of removal. Such removal shall be made for good cause only, including, but not limited to, excessive absences without good reason, repeated failure to perform the duties of office as described in Article III, § 4 and 9, or knowingly violating Club or Chapter guidelines. Any vacancy occurring on the Board of Directors shall be filled by an appointee of the Board, by a vote of at least two-thirds of the Board Members being in favor of the appointment, for the remainder of the term of office.

Section 9- SPECIFIC DUTIES AND CONDITIONS:

PRESIDENT:

The President shall be the Chief Executive Officer of the Chapter, and shall preside over all meetings of the general membership. The President serves as official Chapter spokesman in dealings with other Chapters and/or BMW CCA National, the National Office of BMW CCA, the International Council of BMW Clubs, BMW Clubs Europa e.V., BMW AG, BMW NA, and other Clubs and outside organizations. The President will oversee the Area Representatives, supplying support, advice and direction to ensure their job duties are fulfilled.

VICE-PRESIDENT:

The Vice-President shall assist the President in the conduct of the administration of the Chapter, and shall perform such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall be first in succession in the event of the death, disability, removal or resignation of the President.

SECRETARY:

The Secretary shall take and maintain full, legible and complete minutes of all business meetings of the Chapter, especially verbatim accounts of all motions and votes. These are to be embossed with the Chapter corporate seal and maintained in chronological order, in books meant for that purpose, as a historical record of the business conducted by the Chapter. The Secretary shall maintain copies of all Chapter correspondence. The Secretary shall be responsible for ensuring the timely delivery of a welcome letter and current Chapter newsletter to each new Chapter member.

TREASURER:

The Treasurer shall control all monies belonging to the Chapter, maintaining the funds in proper accounts in appropriate financial institutions; shall keep accurate and complete books of account; and shall record all receipts and payments of Chapter debts and obligations. All checks or other payments shall be authorized and signed by the Treasurer and by such other officer(s) as may be designated by the Board of Directors. The Treasurer shall promptly file all documents and maintain any additional records that may be required by any government agency, including any financial disclosure required in connection with the tax exempt status of the Chapter. The Treasurer will maintain a file with all user IDs and passwords for any program or application paid for, or used exclusively for, the Chapter.

AREA REPRESENTATIVES

Area Representatives will be responsible for organizing at least two events within their geographic Area each calendar year. These events will be open to any member, but will be designed to appeal to the members within his/her area. One of these events should be a Meet & Greet held at a dealership within the area. The second event may be of a similar format or may be any other type of event designed to appeal to the general membership in that area. The Area Representative shall provide the Communications Committee with timely information to facilitate promotion of each event. If insurance, pre-registration, payment, or certain other conditions are required for an event, the Area Representative shall make that request(s) as early as possible.

The Area Representative will appoint and oversee individual members to maintain contact with each BMW Center within his/her geographical area, using the .

The Area Representative will provide quarterly contributions to the Chapter newsletter.

The Area Representative will seek volunteers from his/her area to assist in performing his/her duties. The Area Representative will solicit assistance from the other appropriate Board Member(s) to assist in performing his/her duties.

COMMUNICATIONS CHAIRPERSON

The Communications Chairperson shall oversee all forms of communication between the Chapter and its members, including the Chapter newsletter, website, eBlast notifications, Facebook page, and any other form of communication the Chapter elects to use. The Communication Chairperson will ensure that there is a qualified volunteer member for each position related to Chapter communication. The Communications Chairperson may fill one or more communications positions within the team but is encouraged to seek out volunteers for most positions.

If the Communications Chairperson cannot attend a Board of Director's Meeting, he/she will appoint the newsletter editor, webmaster, or other member of the Communication Team to attend and vote in his/her place.

DRIVING EVENTS CHAIRPERSON

The Driving Events Chairperson shall oversee all wheels-turning events held by the Chapter, including but not limited to, HPDE, autocross, car control clinic, rallies, Concours, and driving tours. The Driving Events Chairperson will ensure that there is a qualified volunteer coordinator for each type of driving event the Chapter hosts. The Driving Events Chairperson shall be responsible for assuring that all BMW CCA Minimum Standards are understood and followed by each driving event coordinator. The Driving Events Chairperson may fill one or more of the Driving Event positions but is encouraged to seek out volunteers for most positions.

If the Driving Events Chairperson cannot attend a Board of Director's Meeting, he/she will appoint the HPDE registrar, Autocross Coordinator or other member of the Driving Events Team to attend and vote in his/her place.

SOCIAL EVENTS CHAIRPERSON

The Social Events Chairperson will coordinate the Chapter's major non-driving events. He/she will actively seek volunteers to suggest, plan, and/or organize a social event and will provide support as needed. The Social Event Chairperson may organize an event but is not expected to plan all the social events for the Chapter.

CHAIRMAN OF THE BOARD:

A Chairman of the Board may be appointed by the Board of Directors for a one-year term of office. The Chairman of the Board is a non-voting member of the Board, except in the case of a tie vote, where the Chairman of the Board may cast the deciding vote. The Chairman of the Board shall preside over all meetings of the Board of Directors. If the Board of Directors chooses not to appoint a Chairman of the Board, or if the Chairman of the Board is not present at a Board Meeting, the President or other titled Board member may lead the meeting.

ARTICLE IV: ELECTION OF OFFICERS:

Section 1 - ELECTION COMMITTEE:

As early as March but no later than the first of June, the President shall appoint an Election Chairman, a Chapter member in good standing who shall be neither a current Board member nor a prospective nominee. Nominations will then be taken, in writing, between June 1 and July 31. During that time, the Election Chairman will solicit a written acceptance or declination from each person nominated. Write-in nominees are not permitted. Nominees must be members or associate members of the Los Angeles Chapter.

Section 2 - BALLOTING:

Voting for the Board of Directors shall be by secret ballot after July 31 and before August 31. Voting may be done via United States Postal Service, or a ballot inserted in the newsletter, or electronically.

The President will provide the Election Chairperson with a list containing only the membership number and the zip code of each active member. The Election Chairperson will use this list to verify that all ballots have been completed by a member or associate member.

If there are no contested offices and no bylaw amendments, the Board of Directors may vote to accept the new officers without a ballot to the general membership.

The new slate of elected officers shall begin their terms on October 1 and will continue in that office for 2 years.

Section 3- BALLOT DISPOSITION:

After the ballots have been counted and the results announced, the ballots shall be sealed and submitted to the Secretary to be maintained in the archives for a period of at least one year.

ARTICLE V: COMMITTEES:

Section 1 - OTHER COMMITTEES:

There shall be such committees as may be appointed by the Board of Directors, without limit as to members, purpose, or duration, so long as such committees' purpose is consistent with other provisions of the bylaws and the objectives of the Chapter.

ARTICLE VI: MEETINGS OF THE MEMBERS

Section 1 - GENERAL MEMBERSHIP MEETINGS

Meetings of members shall be held in such time and place as the Board of Directors may determine. The location of these meetings shall be rotated between the Chapter's Areas. The general membership meeting may be combined with an event or with a Board of Directors Meeting. There shall be at least one general membership meeting every 90 days as provided for in Article III, § 5.

Section 2- SPECIAL MEETINGS:

Special meetings of the members may be called by the President or by the Board of Directors.

Section 3- QUORUM:

At any regular meeting of the members, a quorum consists of the membership present. Said quorum may adjourn any meeting. The members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4- CONDUCT OF MEETINGS:

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these bylaws, the Articles of Incorporation of the Chapter, or the general laws of this State or

the United States of America.

Section 5- NOTICE OF MEETINGS:

A notice stating the time, place, date, and purpose of any meeting of the members shall be provided via mail or electronically to the membership not less than fifteen days prior to such a meeting. Publication of said meeting notice in Chapter newsletter may fulfill this requirement.

Section 6- PROXIES:

Proxies for the purpose of voting are not allowed by these bylaws.

Section 7- VOTING AT REGULAR MEETINGS:

Depending on the situation and the requests of the membership present, voting at the regular meetings shall be conducted in one or more of the following ways, stated in order of preference:

- A). By voice of the present quorum.
- B). By hand count of the present quorum.
- C). By reverse roll call vote of the present quorum. The Secretary shall request the name of each voting member and record one vote per member of every present member in good standing.

Following a vote by either method A), or B), should the situation warrant, the presiding officer or any member present may call for a recount using a more definitive method.

ARTICLE VII: AMENDMENT OF THE BYLAWS:

Section 1 - METHOD OF AMENDMENTS:

These bylaws may only be amended by a majority of the votes cast in a referendum of the membership which shall be conducted by mail, email, or held at a general membership meeting.

Section 2- PROPOSED AMENDMENTS:

Amendments to these bylaws may be proposed by a majority vote of the Board of Directors, a majority vote of the membership at any regular meeting, or by written petition to the Board of Directors signed by 25 or more voting members in good standing. Once proposed, any such amendment proposal must be submitted to the general membership for voting.

Section 3- NOTICE OF PROPOSED AMENDMENTS AND REFERENDUM:

The Secretary shall notify the voting members of the proposed amendment and the scheduled referendum, and shall provide an explanation of the proposed amendment and the need thereof. This shall occur within sixty (60) days of receipt of the proposed amendment and, in the case of a referendum held at a regular monthly membership meeting, not less than 15 days prior to that scheduled referendum. Distribution of such information by inclusion in the Chapter newsletter may serve as said notification.

Section 4 - BALLOTS:

In the case of a referendum held by mail, completed ballots are to be received by the Chapter within thirty (30) days of the mailing to the members. The Secretary shall cause the ballots to be tabulated, and the results shall be announced to the Board of Directors and to the members at the next monthly meeting.

END OF BYLAWS