

Golden Gate Chapter, BMW CCA, Inc.

Bylaws

Article 1. Name

Golden Gate Chapter, BMW CCA, Inc. (hereafter the "Club"), a not for profit California corporation. The Club is a chapter of the BMW Car Club of America (hereafter "The BMW CCA").

Article 2. Purpose

The purpose of the Club, as permitted to not for profit corporations under the laws of California, is to promote interest and activities in, but not limited to, touring activities, safe and skillful driving instruction, publications, and activities related to motor touring, including the purchase, rental, and leasing of all kinds of property for carrying out such activities.

Article 3. Location

Meetings will be held at a location chosen by the President or the Board of Directors (hereafter the "Board"). For corporate matters, the address of the Club shall be that selected by the Board.

Article 4. Membership

Section 1. An Active Member of The BMW CCA is assigned to the Club by The BMW CCA based on geographical location or member request. An Active Member shall be a voting member of the Club and eligible for all Club benefits.

An Associate Member of The BMW CCA is assigned to the Club by The BMW CCA based on geographical location or member request. An Associate member shall be a voting member of the Club and eligible for all Club benefits except the receipt of Club publications

Section 2. The above provisions notwithstanding, the Board may provide for special types of membership, such as, but not limited to, honorary, life, or charter.

Section 3. Any Active Member or Associate Member may have his or her membership revoked by a 2/3 vote of the members of the Board for actions determined by the Board not to be in the best interests of the Club, at a duly designated meeting held after thirty (30) days advance written notice of reasons for removal are presented to the member.

Article 5. Elections

Section 1. Any Active or Associate Member in good standing may nominate him or herself, or may nominate another Active or Associate Member in good standing by submitting a written nomination with both membership numbers, countersigned by the nominee.

Section 2. The Board may appoint a nominating committee (consisting of voting members) which may nominate any candidates for office. The report of the nominating committee will be made to the membership at least thirty (30) days before the Annual Meeting. All nominees for office must have been members in good standing for at least six months prior to the Annual Meeting.

Section 3. Election of officers will be announced at the Annual Meeting. Ballots must be mailed to the membership at least twenty-one (21) days prior to the date of the Annual Meeting. In order to be counted, ballots must be received at the designated location or delivered to the Club at a Club meeting no later than the date specified. Receiving a plurality of the votes returned on time shall elect an officer. If, when the final election tabulations are made, there exists a tie, ballots for any tied elections will be counted daily until the tie is broken for up to an additional four business days. If a tie still exists, all candidates tied for the lead will be invited to attend the Annual Meeting to witness a coin toss to determine the winner.

Section 4. If a vacancy occurs between elections, the Board shall appoint a voting member to fill the vacancy after the vacancy occurs. The Board may, at its discretion, appoint a voting member to assume the duties of any officer who is absent, incapacitated, or otherwise unable to perform the duties of the office.

Article 6. Officers

Section 1. The Club shall have a Board consisting of elected officers, a President, Vice-President, Secretary, Treasurer, and Membership Chair. The Board may also appoint a Newsletter Editor and no more than three Members at Large as members of the Board. All appointed members shall be voting members of the Club during the term they are appointed to the Board.

Section 2. All elected officers and appointed members shall hold office for a period of one year.

Section 3. The duties of the members of the Board are:

- a) The President shall officiate at all meetings.
- b) The Vice-President shall officiate in the absence of the President.
- c) The Secretary shall maintain minutes of meetings, carry on correspondence, keep current Club records and perform other duties as assigned by the Board.
- d) The Treasurer shall be responsible for all funds, making expenditures that are authorized by the Board, and submit a report of treasury at the Annual Meeting.
- e) The Membership Chair shall maintain a roster of members and promote the addition of new members.
- f) The Newsletter Editor shall serve as Editor in Chief of the Club Newsletter.

g) The Members at Large shall have duties as assigned by the Board.

Section 4. An officer may be removed from office by a 2/3 vote of the members of the Board at a duly designated meeting held after thirty (30) days advance written notice of reasons for removal are presented to the officer.

Article 7. Meetings

Section 1. Except as otherwise provided, the President or Board will call meetings when necessary or suitable to the activities of the Club.

Section 2. The Board shall meet at such times as they may determine by vote, or at the call of the President.

Section 3. The Secretary or an appointee shall provide written notice to the members of the Club of all General Meetings of the Club, in a mailing to each member at least five (5) days before meeting time. The Secretary shall notify all members of the Board of meetings by similar notice.

Section 4. For the purpose of a General Meeting, fifteen (15) voting members shall constitute a quorum.

Section 5. Roberts Rules of Order shall be the parliamentary authority of the Club.

Section 6. The Annual Meeting shall be held within the first three months of the calendar year.

Article 8. Corporation Powers

Section 1. Except as herein otherwise provided, the Board shall exercise all powers of management of the Club.

Section 2. The Board may appoint a committee as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint a committee.

Section 3. It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

Section 4. No person shall bind the Club to an obligation, nor commit the credit of the Club, except as specifically authorized by the Board.

Article 9. Dues

Section 1. All members of the Club shall be members in good standing of The BMW CCA and pay the initiation fees and annual dues of The BMW CCA.

Article 11. Personal Liability

Section 1: All persons or corporations extending credit to, contracting with, or having any claim against, the Club or Board, shall look only to the funds and the property of the Club for the payment of any debt, damages, or judgment or 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 therefore.

Article 12. Amendments

Section 1: An amendment to these Bylaws may be proposed to the membership by 2/3 vote of the members of the Board voting at a Board Meeting having a quorum present. The Secretary shall, after such Board vote, notify the voting membership of the proposed amendment. The members may adopt the proposed amendment by a 2/3 vote of the voting members returning ballots within 45 days of the mailing of such notice. No amendment shall become effective until approved by the membership.

Article 13. Effective Date

Section 1: These Bylaws shall become effective July 1, 1999 after adoption using the procedure of Article 12.