

**Tarheel Chapter  
BMW CCA, Inc.**

**BYLAWS**  
(effective February 2017)

**BYLAWS  
Of The  
TARHEEL CHAPTER, BMW CCA, INC.  
(Effective February 2017)**

ARTICLE I

**CORPORATE NAME**

This corporation shall be known as the TARHEEL CHAPTER, BMW CAR CLUB OF AMERICA, INC. (hereinafter referred to as the "Club").

ARTICLE II

**PURPOSE**

Insofar as permitted to corporations without profit under the laws of the State of North Carolina, the purpose of the Club shall be to promote interest in motoring and touring activities, to promote safe and skillful driving, and to engage in such activities as may be conducive to said purposes, including but not restricted to skillful driving classes, motoring tours, publication of information relating to motoring and automobile maintenance, and the purchase, rental or leasing of all kinds of property, real and mixed, for the purpose of carrying out such activities.

ARTICLE III

**LOCATION**

Section 1. The mailing address of the Club shall be the post office box or other postal address published in the Club's official newsletter, unless otherwise specified by special action of the Board of Directors, as hereinafter defined.

Section 2. The location of the Club meetings shall be chosen by the President of the Club or by any other member of the Board of Directors designated for that purpose by the President.

#### ARTICLE IV

#### **MEMBERSHIP**

Section 1. (a) Active Membership shall be limited to BMW enthusiasts.

(b) An applicant for Club membership shall be granted Active Membership upon receipt of annual dues and a properly completed membership form by the headquarters of the BMW Car Club of America, Inc. (hereinafter referred to as the "National Club"). The National Club shall assign the applicant a membership number and send said number to the Club, by which the Club will identify the member.

Section 2. (a) Immediate Family Members of Active Members may apply for and receive the status of Associate Member of the National Club, subject to the provisions and requirements established by the National Club and its Board of Directors concerning such status.

(b) Any Associate Member so designated by the National Club shall enjoy all rights and privileges pertaining to Active Membership in the Club, including the right to vote and hold elective office.

Section 3. The above provisions notwithstanding, the Club's Board of Directors may provide for and grant special types of Club membership, such as honorary, life, or charter, but not restricted thereto.

Section 4. In all Club matters requiring a vote by the general membership, those members that are eligible to vote (hereinafter referred to as "Voting Members") shall include all Active Members in good standing, together with Associate Members, as defined under the provisions of Section 2, Paragraphs (a) and (b) above.

#### ARTICLE V

#### **OFFICERS**

Section 1. (a) The Club shall have as its officers a President, Vice President, Secretary, Treasurer, Membership Chairperson, Activities Chairperson, Newsletter Editor, Custodian and the Immediate Past President, all of whom shall constitute the Club's Board of Directors (hereinafter referred to as the "Board").

(b) It shall be the responsibility of the Board to manage the Club's affairs, internally and externally, in an orderly, businesslike and responsible manner conducive to the purposes of the Club as set forth hereinbefore, and subject to all other provisions herein defining the authority and responsibilities of the Board and its members, individually and collectively. Except as otherwise provided herein, the Board shall exercise all powers of management of the Club.

(c) It shall be the policy of the Board to consult the membership of the Club on any matters involving the general welfare and conduct of the Club; however, failure to do so shall not affect any vote of the Board.

(d) The Board may select and appoint individual members of the Club to assist any or all officers as deemed necessary. These individuals may not vote with the Board.

ARTICLE V (continued)

(e) The Board may name any committee, as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint any committee. Members of such committees may not vote with the Board.

Section 2. (a) All members of the Board named in Section 1, Paragraph (a) above (hereinafter referred to as "officers"), except the Immediate Past President, shall be elected.

(b) Officers shall hold office for a period of two years, or that period of time extending from the date their election is announced at the Annual Meeting to the date of the next Annual Meeting at which election results for their respective offices are to be announced, as further defined in Paragraph (c) below.

(c) The President, Secretary, Activities Chairperson and Membership Chair shall be elected in odd-numbered years. The Vice President, Treasurer, Newsletter Editor and Custodian shall be elected in even-numbered years.

Section 3. Each officer shall have one vote, and only one vote, regardless of any such additional duties, functions or responsibilities assigned to that officer.

Section 4. Any officer shall have the right to resign, by submitting a statement of resignation in writing to the Board.

Section 5. Any officer may be removed from office by a two-thirds (2/3) majority vote of the voting members present at a duly constituted general meeting of the Club's membership, such a meeting comprising a quorum of one percent (1%) or fifteen (15) voting members, whichever is greater, after thirty (30) days' advance written notice to the general membership, stating reasons for removal.

Section 6. (a) The President shall have overall management responsibility for the conduct of all business affairs and activities of the Club, with the advice and consent of the Board; shall preside at all meetings of the Board and of the membership at large; and shall report to the membership on the general state of the Club at the Annual Meeting, and at such other times as the Board may request.

(b) The Vice President shall perform the duties of the President in the absence of, or by reason of the disability of the President, and shall furthermore perform such other duties as the President or Board may assign.

(c) The Secretary shall maintain minutes of all meetings, provide the Newsletter Editor with condensed minutes suitable for informing the membership of the work of the Board, carry on all inter-Club correspondence, keep all current Club records except as otherwise specified herein, and perform such other duties as the President or Board may assign.

(d) The Treasurer shall receive and disburse all Club funds, as authorized by the Board; shall keep accurate and detailed records of all such receipts and disbursements; and shall deposit all funds received on behalf of the Club in a depository designated by the Board. The Treasurer shall make a report at the Annual Meeting, and shall also make such additional reports as may be requested by the Board. Except as provided herein, no person shall incur an obligation

to, nor commit the credit of, the Club, unless specifically authorized by the Treasurer, acting in concert with the Board.

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ARTICLE V (continued)

(e) The Membership Chairperson shall be responsible for the conduct of all Club affairs specifically pertaining to or concerned with Club membership, including but not restricted to, the active and orderly pursuit of member recruitment and retention; working jointly with the Activities Chairperson and all event organizers on communications and other means of promoting member recruitment and retention as part of Club activities; and the conduct of all communications with Club members pertaining to their membership status in the Club.

(f) The Activities Chairperson shall be responsible for planning and coordinating an active and orderly program of events and activities for the general membership of the Club, in accordance with and conducive to the purposes of the Club as set forth hereinbefore. The Activities Chairperson shall ensure that each region of the Club, however defined, is served by at least one "Area Coordinator" as defined in Article XII of these Bylaws. The Activities Chairperson shall be responsible for providing Area Coordinators with any support that enables them to carry out their plans and activities; for representing them before the Board; and for keeping them up to date on Board activities.

(g) The Newsletter Editor shall be responsible for the publication and timely distribution of the Club newsletter, known as the *TARHEEL FOOTNOTES*, in formats approved by the Board, including but not restricted to printed and electronic versions; and for the planning, supervision and coordination of all activities necessary thereto, including the appointment of Club members to assist in carrying out said activities. Whereas the purpose of the newsletter is to unite and inform the membership of the Club, its content shall therefore reflect the Purpose of the Club. The Newsletter Editor shall make periodic reports to the Board on the status of the newsletter, including but not restricted to costs incurred in the production and distribution of the newsletter. The Board shall function as the editorial board for the newsletter in all matters pertaining to such statements of Club policy as may be published in the newsletter. The Newsletter Editor shall be principally responsible for the solicitation and maintenance of all advertising in the newsletter, but may delegate such responsibility to an Active Member of the Club, subject to approval by the Board.

(h) The Custodian shall maintain, and oversee the use of, all Club property and equipment; shall manage all sales of Club regalia; and shall perform such other duties as the Board may assign. The Custodian may be called upon by the Board to make periodic reports on the status of said Club property, equipment and regalia, and on receipts and disbursements of Club funds that occur in the conduct of the Custodian's assigned duties.

(i) The Immediate Past President shall serve as the Member-At-Large and as such shall be a voting member of the Board; and shall perform such duties as the President or Board may assign.

ARTICLE VI

ELECTIONS

Section 1. Elections of Club Officers shall be held annually, and results of such elections shall be announced at the Annual Meeting.

Section 2. (a) All nominees for elected Club office as defined herein, except the office of President, must be voting Club members in good standing for at least six (6) months prior to the Annual Meeting during which election results are to be announced.

(b) Nominees for President must be voting Club members in good standing, and must have been actively involved in Board discussions and decisions, as Board members, Area Coordinators, committee members, or in any other capacity that actively interacts with the Board, for at least one (1) year prior to the Annual Meeting during which election results are to be announced.

(c) Any Club member may nominate an Active Member in good standing as candidate for an elective Club office, subject to the provisions hereinabove, by submitting a petition in writing or by electronic means, countersigned or otherwise acknowledged by the nominee to signify acceptance of the nomination.

Section 3. (a) The Board shall appoint a Nominating Committee, consisting of at least three (3) active Club members, which shall select its own chair.

(b) The Nominating Committee shall receive and record all nominations submitted by the membership at large, provided such nominations are in accordance with all provisions in Sections 1 and 2 of this Article and all other provisions of these Bylaws concerning nominations for office.

(c) If no nominations for an office are submitted by the membership, the Nominating Committee may, in addition to the incumbent, solicit, select and nominate a candidate for that office in accordance with all provisions of these Bylaws concerning nominations for office.

(d) The Nominating Committee shall submit, in a timely manner, the nominations received and/or candidate selections made by the Committee, to the Board.

(e) Upon receipt of said nominations by the Board, the Nominating Committee shall publish a notice to the general membership by means of a ballot. Said ballot shall list all candidates nominated and/or selected for each office; shall provide space(s) for write-in candidates; and shall be published no less than thirty (30) days before the Annual Meeting, by means that reach the entire voting membership of the Club, including but not restricted to the Club newsletter and the Club website.

Section 4. (a) Election of officers shall occur by voting members submitting properly completed ballots, by mail or electronically. The ballots must be received by the Nominating Committee at least five (5) days before the Annual Meeting.

(b) The Nominating Committee shall be responsible for certifying the validity of ballots, in accordance with all provisions herein governing validity of ballots, and specifically the provisions of Article IV, Section 4 of these Bylaws; for verifying the eligibility of write-in candidates in accordance with Section 2 of this Article; for counting said ballots; for recording the votes for all candidates; and for announcing the results of the Election to the general membership at the Annual Meeting.

(c) The Nominating Committee shall furthermore ensure that complete, auditable records of the ballots received and election results are available for review for one (1) year from the date of the Election.

Section 5. If a vacancy occurs on the Board between elections, the Board may appoint an Active voting member of the Club to fill the vacancy. This appointment shall remain in effect until and only until the next election for that office following the appointment.

## ARTICLE VII

### MEETINGS

Section 1. Except as otherwise provided herein, general meetings of the Club shall be called by the President or the Board when necessary or suitable to the activities of the Club.

Section 2. (a) The Board shall meet at such times as its members determine collectively by vote, or at the call of the President.

(b) Board meetings shall be open to the general membership; however, such general members present at meetings of the Board shall not be permitted to vote with the Board, nor may they enter into the discussions of the Board unless called upon by the chair.

Section 3. (a) The Secretary, or the Secretary's appointee, shall notify all members of the Club of all general meetings by written notice, posted to the Club's website at least five (5) days before the designated day of the meeting, and by publication thereof in the newsletter thirty (30) days in advance of the meeting date.

(b) The Secretary shall notify all Board members of meetings of the Board, by written notice, mailed or sent by electronic means, at least five (5) days before the designated day of the meeting.

Section 4. (a) One percent (1%) of the voting Club members of record, but no fewer than fifteen (15) such members, shall constitute a quorum at any general meeting of the membership of the Club.

(b) A simple majority of the voting membership of the Board shall constitute a quorum at any meeting of the Board.

ARTICLE VII (continued)

Section 5. (a) Robert's Rules of Order shall be the parliamentary authority for all meetings of the general membership of the Club, and for all meetings of the Board. The Immediate Past President shall act as Parliamentarian in all matters of dispute concerning such meetings.

(b) The Secretary, or the Secretary's appointee, shall have available at all meetings a copy of Robert's Rules of Order, and a copy of these Bylaws.

Section 6. The Annual Meeting of the Club shall be held before **June 30<sup>th</sup>** of each year.

Section 7. (a) Special meetings of the general membership may be called by the President or the Board at the written request of at least ten percent (10%) of the voting members of record.

(b) Upon receipt of any such request, the President or the Board shall schedule the meeting to take place at the earliest reasonable date, and shall send written notice of the meeting to all members of the Club no less than five (5) days before the designated day of the meeting. The notice shall state the object of the meeting, and no other business shall come before the meeting.

ARTICLE VIII

FISCAL YEAR / DUES

Section 1. Unless otherwise determined by special action of the Board, the fiscal year of the Club shall be the calendar year.

Section 2. (a) There shall be annual dues for all active members of the Club, as deemed necessary by the National Club or the National Board of Directors. A minimal fee is required of Associate Members as defined by the National Club.

(b) The above provisions notwithstanding, the Board may provide for, and grant special dues schedules in conjunction with special types of membership, as defined hereinbefore in Article IV, Section 3.

Section 3. In the event that this Club's affairs dictate the need, the Board may propose an additional local dues structure. This proposal must be favored by two thirds (2/3) of the voting members present at a duly constituted meeting of the general membership of the Club. The intent to impose additional dues must be stated in the published agenda sent out prior to the meeting.



ARTICLE IX

**ASSETS / PERSONAL LIABILITY**

Section 1. No part of the Club's earnings shall inure to the benefit of any of its officers, directors, members, or any other private individual.

Section 2. In the event of the Club's dissolution, all Club assets shall be disbursed to the National Club's Board or its designee, to be held in escrow for the benefit of any future chapter that may be organized in North Carolina.

Section 3. All persons or corporations extending credit to, contracting with, or having any claim against the Club or its Board, shall look only to the funds and the property of the Club for the payment of any debts, damages, judgment or decree, or any other monies 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 shall be personally liable therefor.

ARTICLE X

**SEAL**

The custody of the Seal of the Club shall remain with the Treasurer.

ARTICLE XI

**AMENDMENTS**

Section 1. (a) These Bylaws, and any portion thereof, may be amended, altered, or repealed, in whole or in part, by an affirmative vote of two thirds (2/3) of the voting members present at any duly constituted general meeting of the Club. No amendment shall become effective until approved by the general membership.

(b) There shall be written notice of the meeting to amend, to be sent to all members of the Club no less than five (5) days before the designated day of the meeting. The written notice shall contain the subject matter of the proposed Bylaws change(s).

Section 2. (a) Amendments may be proposed by the Board, or by any two (2) voting Club members in good standing.

(b) Proposed amendments shall be submitted to the Secretary in writing, in person, by mail, or electronically, by the proponents of said amendments, or verbally by the Board.

(c) The Secretary shall cause the complete text of the proposed amendment(s) to be included in the notice of the general meeting at which said proposal(s) are to be submitted to a vote by the general membership.

ARTICLE XII

**CHAPTER REGIONS / AREA COORDINATORS**

Section 1. (a) The Board shall institute and maintain an administrative structure for the Club, which ensures that that the Club serves the interests of all of its members in the manner defined in Article II ("Purpose") of these Bylaws.

(b) Said administrative structure shall, in particular, promote the greatest possible representation of and participation by Club members at the local level throughout the geographic territory assigned to the Club, by defining Chapter Areas or Regions that best reflect the geographic distribution of the Club's membership.

(c) Boundaries of such Areas or Regions shall be defined at the discretion of the Board, and may be revised from time to time as the Board sees fit.

Section 2. (a) Each Chapter Area or Region, however defined, shall be served by one or more Area Coordinators, as the Board may determine.

(b) Area Coordinators shall be Active Club Members, recruited and appointed by the Board and assigned the responsibility for planning and coordinating an active and orderly program of events and activities within their respective Regions, with the support of, and active input from the Activities Chairperson.

(c) The Activities Chairperson may delegate the responsibility for providing support and enablement to Area Coordinators to an Active Club Member, on a more or less permanent basis, subject to the approval of the Board, as elsewhere provided herein.

(d) Area Coordinators may be called upon to participate in Board meetings, but shall not have the vote at such meetings.