

# Genesee Valley Chapter of the BMW Car Club of America

## Bylaws

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### Article 1. Name

BMW Car Club of America Genesee Valley Chapter  
(Herein after referred to as "The Club.")

### Article 2. Purpose

Insofar as permitted to corporations under laws of State of New York, without profit, to engage in any lawful activity, in particular to promote interest in motoring, touring activities, and to encourage safe and skillful driving classes, publications and activities related to motor touring, including the purchase, rental and leasing of all kinds of property, real and mixed for carrying out such activities.

### Article 3. Location

Meetings will be held at a location chosen by the President or the Board of Directors. For corporate matters, the address of the Club shall be that of the statutory agent.

### Article 4. Membership

Section 1. Active members, limited to BMW CCA members in good standing. This requirement pertains to the month of application for membership and not for the renewal of same.

Section 2. An active member may request that a member of his immediate family, residing with him, be designated as an associate club member.

Section 3. The above provision notwithstanding, the Board of Directors may provide for special types of membership, such as honorary, life or charter, but not restricted thereto.

Section 4. Voting rights shall be limited to full members in good standing.

### Article 5. Elections

Section 1. Any member may nominate a member in good standing by submitting a petition in writing, countersigned by the nominee.

Section 2. The Board of Directors 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 held by secret ballot either on line or at the annual meeting. Ballots may be mailed to the membership if requested and if so must be postmarked at least 21 days prior to the date of the annual meeting. Ballots returned by mail must be received at the Club headquarters no later than the date of the annual meeting.

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

## Article 6. Officers

- Section 1. The Corporation shall have a President, Vice President, Secretary, Treasurer, and at least two and not more than four Officers at Large, all of which shall be members of the Board of Directors (herein after referred to as the Board).
- Section 2. All officers shall hold office for a period of two years and each officer is limited to two terms in a given office.
- Section 3. Any officer shall have the right to resign by submitting his resignation in writing to the Board.
- Section 4. The President shall officiate at all meetings. The Vice President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current Club records, and perform other duties assigned by the Board. The Board may assign voting members to assist the Secretary as necessary. The Secretary shall have available at all meetings a copy of the Bylaws. The Treasurer shall be responsible for all funds, making expenditures which are authorized by the Board, and is required to submit a report of the treasury at the annual meeting, such report to have been previously audited by a committee appointed by the Board. No person shall incur an obligation to, nor commit the credit of the Club, except as specifically authorized by the Board. The Officers at Large shall perform such duties as deemed necessary by the Board.

## Article 7. Meetings

- Section 1. Except as otherwise provided, meetings will be called by the President a minimum of 4 times per year or as necessary or suitable to the activities of the Club.
- Section 2. The Board shall meet at such times as they may by vote determine or at the call of the President.
- Section 3. The Secretary or his appointee shall notify all members of all General Meetings of the Club by written notice on the club website at a minimum of 4 times per year or more as needed.
- Section 4. One percent (1%) of the voting members of record but not fewer than 12 such members shall constitute a quorum.
- Section 5. The annual meeting shall be held in the last three months of the year.

## Article 8. Corporation Powers

- Section 1. Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation.
- Section 2. The Board may name a membership or other such 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.
- 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.

Article 9. Dues

Section 1. All active members of the Club shall pay dues in the amount set by the National Office of the BMW Car Club of America. The dues are payable annually as set by the national organization.

Article 10. Personal Liability

Section 1. All persons or corporation 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 or its Board are personally liable therefore. All Insurances will be maintained by the national organization.

Article 11. Amendments

These Bylaws may only be amended by a two-thirds vote of the voting members present at any meeting, with a minimum of 20 members. The Board or any two voting members may cause the Secretary to include such information in the notice to members.

These Bylaws were accepted by the members voting on March 28, 2015.