

PROPOSED BY-LAWS:

BYLAWS OF THE
BMW CAR CLUB OF AMERICA GENESEE VALLEY CHAPTER
WHEREAS the BMW CAR CLUB OF AMERICA GENESEE VALLEY CHAPTER
("Club") approved bylaws on March 28, 2015; and
WHEREAS the Club desires to amend and restate the bylaws;
NOW, THEREFORE, the Club amends and wholly restates the bylaws to read as
follows:

I. NAME AND PURPOSE

A. The name of the Club shall be the BMW CAR CLUB OF AMERICA GENESEE VALLEY CHAPTER.

B. The purpose of the Club shall be to promote the welfare of the community as follows: the promotion of interest in motoring and touring activities, to encourage safe and skillful driving classes, publication of material related to motoring and touring, and dissemination of information related to the purchase, rental, and leasing of all kinds of property related to carrying out the aforementioned activities.

C. The corporate seal shall be circular in form, being inscribed with the name of the Club, the year of its incorporation and the word "New York." The Secretary, with the approval of the President or Treasurer, may change the form of the seal at any time.

II. MEMBERSHIP AND DUES

A. Current membership in the Club shall be restricted to members of the BMW Car Club of America ("BMW CCA") who designate the Genesee Valley Chapter as their local region.

B. A member may request that a member of his or her immediate family, residing with the member, be designated as an associate club member.

C. The Board of Directors may provide for special types of membership, such as honorary, life or charter.

D. Annual regional dues shall be set the National Office of the BMW Car Club of America.

E. Termination of Membership:

F. Regional membership will automatically lapse for non-payment of dues if national membership in the BMW CCA has lapsed for non-payment of dues. Regional membership will also lapse for non-payment of regional dues at the end of 90 days after being billed.

G. Any member may be suspended until the next annual meeting for infraction of the Club rules by vote of a majority of the Board of Directors of the Club or for other cause if a majority of the Board of Directors deems the suspension to be in the best interest of the Club. Upon suspension, the member will be informed in writing and will be given a reasonable opportunity to be heard regarding the suspension.

H. Any suspended member may be presented at the next annual meeting for expulsion and shall be expelled if a majority of the members present and voting shall vote to expel the member. The vote shall be by secret ballot.

I. Any member may resign by written letter to the Secretary. The resignation shall be effective upon receipt, provided all debts to the club have been paid.

III. MEETING OF THE MEMBERS

A.. Regular meetings of the membership shall be a minimum of four times per year, or as otherwise scheduled by the Board of Directors. Meetings shall include reports of directors and committees and other business that may come before the meeting.

B. The annual meeting of the members shall be held at the regular meeting each year. The election of officers may be held at the annual meeting.

C. Special meetings of the members may be called by the Regional Executive, or by a majority of the Board of Directors.

D. A written or printed notice stating the place, day, hour and purpose of the annual meeting of the members and special meetings shall be given by the Secretary at least 30 days before these meetings. Notice shall be sent to each member by mail or email to the address appearing on the records of the Club.

E. A quorum shall consist of the members present at regular, special, or annual meetings.

F. All actions not otherwise specifically detailed in these bylaws shall be by majority vote of those board members present.

IV. ELECTIONS

A. Any member in good standing may nominate another member in good standing to serve on the Board of Directors. Nominations must be submitted to the Board of Directors at least 30 days prior to the election.

B. The Board of Directors may appoint a nominating committee consisting of members in good standing, which may nominate candidates for office.

C. All candidates for any position on the Board of Directors must have been a member in good standing for at least one year prior to the annual meeting.

D. All candidates for President of the Board of Directors must have held another position on the Board of Directors for at least one year, within the past 6 years.

E. Election of directors shall be by majority vote, through secret ballot, either electronically or by paper ballot. Paper ballots may be submitted in person at the annual meeting or mailed and postmarked at least 21 days prior to the annual meeting, addressed to the Secretary of the Board of Directors at an address that shall be made known in both written publication and on the Club's website at <http://www.gvc-bmwcca.org/>.

F. In the event of a vacancy of an elected officer, the majority of the then-acting Board of Directors shall appoint a member in good standing to complete the term.

V. CLUB ADMINISTRATION

A. The administration of the Club shall be by the Board of Directors. The Board of Directors shall consist of the directors whose election, qualification, duties and term of office are set forth above and below.

B. Each member of the Board of Directors shall have one vote.

C. A Quorum of the Board of Directors shall be a majority of the then existing members of the Board of Directors.

D. The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and at least two (and not more than four) directors at large.

E. Each director shall serve a two-year term, with a maximum of four consecutive years of service in each board position, unless there are no other nominations.

F. Any financial commitment by the Club in excess of \$1,000 must be approved by majority vote of the Board of Directors, in person or electronically.

G. Any financial commitment by the Club in excess of \$10,000 must be approved by 3/4 majority vote of the Board of Directors, in person or electronically.

H. The duties of the Directors shall be as follows:

I. The President shall preside at the meetings of the Club and Board of Directors, shall set the agenda for those meetings, and shall be the primary point of contact between the Club and BMW CCA. The President is authorized to sign contracts and checks on behalf of the Club.

J. The Vice President shall perform the duties of the President in his or her absence, and shall assist the other officers as required.

K. The Secretary shall attend all meetings of the members and Board of Directors and shall record all the votes and minutes of those meetings.

The Secretary shall ensure that notice of all meetings of the members and votes by the members are communicated to the membership. The Secretary shall preside over Club elections.

L. The Treasurer shall have custody of all money, debt, and obligations belonging to the Club. They shall receive money from the Club and deposit it in the Club account. The Treasurer is authorized to sign contracts and checks on behalf of the club. The Treasurer shall give a report on the financial status of the Club at the annual meeting, and when requested, at the Board Meetings and Membership Meetings. No obligations, debt or other liability shall be incurred by the Treasurer without the specific prior approval of the majority of the Board of Directors.

M. The Directors shall set financial policies from time to time which authorize individuals to enter into contracts and make payments, and shall otherwise perform duties deemed necessary by the Board of Directors.

N. The Bylaws shall be available for review on the Club's website at <http://www.qvc-bmwcca.org/>.

VI. COMMITTEES

A. The Board of Directors may at any time appoint standing committees to act with respect to unique matters.

VII. FISCAL YEAR

The fiscal year shall be the calendar year.

VIII. AMENDMENT OF BYLAWS

A. A majority of the Board of Directors of the Club, or any 10 members, may propose amendments to the Bylaws by a written petition submitted to the Secretary.

B. Upon such proposal being made, a copy shall be included in the notice of the next meeting of the members, together with a proxy proposal.

C. A vote shall be taken not less than 30 days nor more than 50 days following notification to the general membership.

D. These bylaws may be amended by a two-third majority vote of the members present at the meeting at which the vote is taken, either in person or by proxy.

IX. LIMITED LIABILITY

A. Any person or entity extending credit to, contracting with or having any claim against the Club or Board of Directors shall be limited to seek damages only from the assets of the Club. No member or Director, acting with duly authorized authority from the Club, shall be personally liable for any debt or injury while acting in his or her capacity as a director or member.

B. The Club shall review and maintain liability insurance as set forth by the BMW Car Club of America and as advised by counsel.

X. GENDER

A. The masculine gender, whenever used herein, shall include the feminine, the feminine shall include the masculine; the neuter shall include both the masculine and feminine; and the singular shall include the plural wherever necessary or appropriate.

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