

BYLAWS
of the
BMW CCA, SUNSHINE BIMMERS CHAPTER, INC.
(Revised December 2013)

ARTICLE I
CORPORATE NAME

This corporation shall be known as the **BMW CAR CLUB OF AMERICA, SUNSHINE BIMMERS CHAPTER, INC.** (hereinafter referred to as the “Club”).

ARTICLE II
PURPOSE

Insofar as permitted to corporations without profit under the laws of the State of Florida 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, social events, publication and electronic dissemination 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 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. Active Membership shall be limited to active members of the BMW Car Club of America, Inc. (hereinafter referred to as the “National Club”), which shall assign members to the Club.

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 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 all Associate Members, as defined under the provisions of Section 2, Paragraphs (a) and (b), above.

Section 5. Membership in the Club may be revoked by the National Club under the procedures it adopts. Any person who has his or her membership revoked shall immediately lose all rights and privileges of Club membership and shall be immediately removed from any elected or appointed office that may be held.

ARTICLE V OFFICERS

Section 1.

(a) The Club shall have as its officers a President, Vice President, Secretary, and Treasurer, and three additional Directors, all of whom shall serve on the Club's Board of Directors (hereinafter referred to as the "Board"). Collectively, these seven persons (hereinafter referred to as "Officers") comprise the Voting Board of the Club.

(b) The Board may create additional service positions, define their duties, and appoint members of the Club to fill such positions. Potential service positions include Membership Chairperson, Activities Director, Newsletter Editor, Driving Events Coordinator, and Webmaster. Such persons shall serve as non-voting members of the Board except when the person appointed to a service position shall already serve as an Officer of the Club.

(c) 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.

(d) 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.

(e) 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.

(f) 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 Officers named in Section 1, Paragraph (a), above, 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 following Annual Meeting at which election results for their respective offices are to be announced.

Section 3. Each Officer shall have one vote. In case of a tie vote, the President's vote is the tiebreaker.

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

Section 5. Any member of the Voting Board may be removed from office with cause by the affirmative vote of a majority of the Voting Board then in office after formal notice to the Club's members, as described in Article VII, Section 2, stating the reason for removal and the time and place for the Board meeting at which the issue is to be decided.

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 Club membership at large; and shall report to the membership on the general state of the Club via the newsletter, 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. The Vice President is the parliamentarian and is responsible for advising the Board on Roberts Rules of Order.

(c) The Secretary shall maintain minutes of all meetings, provide the Newsletter Editor with condensed minutes suitable for informing the Club of the work of the Board, carry on 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 President or the Board; shall keep accurate and detailed records of all such receipts and disbursements; shall timely provide all financial reports to the Board and the National Club; and shall deposit all funds received on behalf of the Club in a depository designated by the Board. Checks over \$500 will require the signature of two Directors, who shall be 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.

Section 7. No Club officer may be an officer nor hold an ownership interest in any other automotive-oriented club or corporation that provides similar services to those offered by the Club.

ARTICLE VI ELECTIONS

Section 1.

(a) Elections of Club Officers shall be held annually, and results of such elections shall be announced at the Annual Meeting.

(b) In order to provide for Board continuity, Officers shall be elected to staggered terms. The President, Treasurer, and one Director shall be elected in even-numbered years; the Vice President, Secretary, and two Directors shall be elected in the odd-numbered years. However, if an office has been vacated by resignation or removal before the incumbent shall have completed at least one year on the Board, then that post shall be included in the next election and the person so elected shall serve the remaining year in the original two-year term. For the purposes of these Bylaws, one year is the time between successive Annual Meetings.

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 election.

(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, 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; however, this requirement may be waived by an affirmative vote of the Board.

(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.

(d) No two members of the same household shall be nominated for candidacy to elected office in the Club. Should any two Board members begin to share living quarters after being elected, at least one of them shall not stand for re-election.

Section 3.

(a) Election of officers shall occur by voting Club members submitting properly completed ballots, by U.S. Mail or electronically, to the address given on the ballot by a due date specified by the Board, which must be at least five (5) days before the Annual Meeting and be

printed on the ballots. If there is only one candidate for each position subject to election in any year, the Board shall publish, by U.S. Mail or electronically, the list of candidates at least 21 days prior to the Annual Meeting and provide the opportunity for any member to submit an objection in writing to the Secretary regarding any or all candidates proposed for office. Should no such objection be submitted within five (5) days of said publication, the candidates on the ballot shall be considered to have been elected without opposition. If an objection is submitted regarding any candidate, then an election shall be conducted at least 10 days prior to the Annual Meeting and space provided on the ballot for a write-in candidate to be supported for each office for which an objection was submitted. Candidates for whom no objection was submitted and who are unopposed for election shall not be included on the ballot but shall be deemed to have been elected without opposition.

(b) The Secretary 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 Secretary 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 any member of the Club in good standing to fill the vacancy.

ARTICLE VII MEETINGS

Section 1.

(a) The Board shall meet at such times as its members determine collectively by vote, or at the call of the President. Such meetings may be held in person at a previously designation location, via telecommunications, or by other means.

(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.

(c) Board business may be conducted at other times without a meeting by printed and electronic communications, including email, during which the President may determine that a consensus of the Board has been reached.

(d) The Treasurer shall monthly provide written financial statements to the Board and National Club in a physical or electronic form. Said reports shall be summarized for the appropriate time period and printed in the Club newsletter for distribution to the members at least once a year.

Section 2.

(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 email at least five (5) days before the meeting. Each such notice shall state the agenda for the meeting; however, the President may modify the agenda during the meeting upon motion of an Officer and approval by a majority of the Voting Board present, provided that no action requiring a vote of the members shall be added to the agenda without prior notice to the members at least five (5) days prior to the meeting.

(b) The President or 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.

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

Section 3.

(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.

(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.

**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 established 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.

Section 4. Whenever possible, fees should be established by the Board to cover the cost of events providing benefits only to participants or to other subsets of the Club's members, provided that the Board may decide to have the Club cover all or part of the cost of any particular event in order to encourage participation by the members.

**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. 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 therefore.

**ARTICLE X
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 Board meeting of the Club.

(b) There shall be written or electronic 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 XI
STANDARDS OF CONDUCT**

The standard of conduct for our members is incorporated from the BMW CCA Operations Manual as follows:

2.10 STANDARDS OF CONDUCT

For the BMW CCA to be a positive experience for all members it is incumbent upon all members, with regard to their fellow members, Club officials and employees, their chapters and

the National organization, to conduct themselves in a courteous and ethical manner. Following are the standards of conduct to which members of the BMW CCA are expected to adhere:

2.10.1 BMW CCA Members Standards of Conduct

The mission of the BMW Car Club of America, Inc. (BMW CCA), is to enhance the BMW experience for our members by providing services, support, information and activities that promote camaraderie and encourage social awareness and responsibility.

The BMW CCA is an organization that welcomes everyone, whatever his or her age, background or car model. With a large membership, it is appropriate to establish basic standards of conduct that govern our interactions with each other. Therefore, the following Standards of Conduct have been established. Changes shall require a majority vote of the Board of Directors. Simply put –

- Treat others with the respect and consideration with which you would like to be treated.
- All members will treat each other with common courtesy.
- Personal confrontation, conflict and verbal, visual or physical abuse will not be tolerated.
- Personal criticism or defamation of one individual by another will not be tolerated.
- Personal responsibilities include:
 - Complying with all Club policies, rules, bylaws and minimum standards.
 - Maintaining appropriate behavior.
 - Not assisting others who are attempting to knowingly violate any policy, rule, bylaw or minimum standard, or are attempting to commit an unethical act.
- Abiding by the rules of competition when participating in a competitive event.

When acting in an official capacity and representing BMW CCA, its programs or its chapters, members are responsible to accomplish their volunteered duties in accordance with the following standards:

- Make certain the organization is operating legally.
- Take precautions to minimize or eliminate risk, especially with regard to individual safety, property protection, and legal liability. Act so as to safeguard organization assets.

ARTICLE XII DISPUTE RESOLUTION

Section 1. Membership in the Club and participation in Club events are privileges and not rights.

Section 2. Disputes concerning Club matters occur on occasion between and among Club members or between the Club and the National Club. These disputes (hereinafter referred to as “Internal Disputes”) would not exist but for the fact that an individual voluntarily chose to join the Club or to participate in Club events or the Club voluntarily chose to affiliate itself with the National Club.

Section 3. Whenever possible, Internal Disputes should be resolved exclusively within the organizational structure of the Club and not in the public courts, irrespective of whether a member claims to have sustained injury, damage, or loss.

Section 4. Litigation or threats of litigation concerning Internal Disputes brought by members are typically not in the best interest of the Club or its members.

Section 5. It has long been the practice of the Club to require members to sign waivers and releases of liability as a condition of being granted the privilege of participating in or attending certain Club events. These protect the Club from the harmful effects of litigation by, among or between its members.

Section 6. Nothing herein shall not prohibit the Club's Board from finding that extraordinary circumstances exist and therefore authorizing the Club to bring or participate in litigation or binding arbitration, to the extent that such authorization is neither prohibited by law or prohibited elsewhere in these Bylaws. Such a finding requires that the Board, by a 2/3 vote and in its sole discretion, decides that such litigation or arbitration is in the best interests of the Club.

The foregoing were adopted as the amended and restated Bylaws of the BMW Car Club of America, Sunshine Bimmers Chapter, Inc. by a majority vote of the members on

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