

# Wasatch Chapter of the BMW CCA, Corporation Bylaws

Amended February 1, 2018

**Article 1. Name** - Wasatch Chapter, BMW CCA, Inc. (hereafter the "Chapter"), a not for profit Utah corporation. The Chapter is a chapter of the BMW Car Club of America (hereafter "The BMW CCA").

**Article 2. Purpose** - The purpose of the Chapter, as permitted to not for profit corporations under the laws of Utah, is to enhance the BMW experience for members by providing publications, services, support, information, and activities that promote camaraderie and encourage social awareness and individual responsibility.

**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 Chapter shall be that selected by the Board.

## ARTICLE 4. MEMBERSHIP

**Section 1. ELIGIBILITY:** Membership in the Chapter shall be as designated by the BMW CCA National Office and shall be open to all BMW CCA members in good standing in accordance with BMW CCA Chapter and National bylaws.

**Section 2 CLASSIFICATION OF MEMBERSHIP:**

A) Member: Anyone interested in BMW automobiles, having paid the dues and fees as required.

B) Associate: Any immediate family member of an active Member interested in the Club and its objectives, having paid the dues and fees as required.

C) Honorary: Any person who, on the affirmative vote of the Board of Directors, is deemed to merit recognition for outstanding interest in or service to the Chapter and its objectives.

D) BMW CCA National Office may provide for special types of memberships such as life, charter, or honorary, but not restricted thereto.

## ARTICLE 5. ELECTIONS

**Section 1.** Any Wasatch Chapter member may nominate a Wasatch Chapter member in good standing by submitting a nomination.

**Section 2.** The Board of Directors may appoint a nominating committee (consisting of Chapter members) which may nominate 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. Candidates for President must have a minimum of six, (6) months prior service as a member of the Board of Directors in order to be eligible to serve as President.

**Section 3.** Serving as Editor of the Newsletter or any other post that the Board allows will fulfill the

required obligatory minimum prior service as a member of the Board of Directors. This provision will allow the person working closely with the Board to be candidate for President after 6 months service in this position.

Section 4. Election of officers will be conducted at the Annual Meeting. Ballots must be mailed to the membership at least 21-days prior to the date of the Annual Meeting. In order to be counted, ballots must be received at the designated location no later than the date specified. Ballots may be sent via email if members of the Chapter are receiving the Chapter newsletter via email. If, when the final election tabulations are made, there exists a tie, all candidates tied for the lead (or their designated representative) will participate in a coin toss to determine the winner.

Section 5. If a vacancy occurs between elections, the vacancy shall be filled by a Chapter member appointed by the Board of Directors. The Board of Directors may, at its discretion, appoint a Chapter member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

Section 6. Any Board position that is filled on an interim basis, to fill a Board position that has been vacated, and was appointed to fill this position will only do so until the next scheduled election for that position.

Section 7. Should no nomination for a given position be received by the deadline, the Board's Secretary will accept nominations until one week prior to the election. After that date, if no candidate has been identified, the Board may appoint an eligible member to the position.

## ARTICLE 6. OFFICERS

Section 1. The Corporation shall have a President, Executive Vice-President, Secretary, Treasurer, and up to two Members at Large as Executive Committee Board Members, hereafter referred to as the Board. These positions shall have voting rights.

Section 2. All officers shall hold office for a period of two years, or the period of time which exists between one Annual Meeting and the one approximately two years later. President, Treasurer, and First Member at Large shall be elected on even years. Vice President, Secretary, and Second Member at Large shall be elected on odd years. No officer shall serve more than 2 consecutive terms in the same position. Any term served by appointment to fill a vacancy will not count toward the maximum of two consecutive terms.

Section 3. Any officer shall have the right to resign by submitting a resignation in writing to the Board.

Section 4. The officers shall have the following duties:

A) The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Board and of the members. He/she may sign, in the name of the corporation, contracts or other instruments authorized either generally or specifically by the Board and shall have general supervision of the affairs of the corporation.

B) The Executive Vice-President shall, in the absence of the President, officiate at all meetings. He/she is responsible for arranging, scheduling, and coordinating programs for general membership meetings. He/she shall perform these and such other duties, and have such authority as from time to time shall be delegated to him/her by the President or the Board. In the absence of the President or in the event of his/her death, disability, or refusal to act, the Vice President shall perform the duties and be vested with the authority of the President.

C) The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep Minutes of all Board meetings. He/she shall have charge of the corporate records of the corporation. He/she may attest to the execution of contracts or other instruments signed in the name of the corporation which are authorized and proper in the conduct of its business. He/she will carry on all correspondence, and perform other duties as assigned by the Board. The Board may appoint voting members to assist the Secretary as necessary. The Secretary shall have available at all meetings a copy of the bylaws and Roberts Rules of order.

D) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of accounts for the corporation and shall keep or cause to be kept regular books of accounts for the corporation. He/she shall account to the President whenever he/she may require, concerning his/her transactions as Treasurer and concerning the financial condition of the corporation. He/she is required to submit a report of treasury at the annual meeting. The Treasurer is also responsible for completing all correspondence required for taxation purposed by both the State of Utah and the United States of America.

E) Members at Large will assist in the administration of the Chapter, and assume duties as agreed upon with the remainder of the Board. These two positions need not be filled if there are no nominations forthcoming.

F) The Chapter Newsletter Editor is not an Board position, but is recognized as one of the most important positions to the success of the Club. This position may be held as a joint position to another Board position. The Chapter Newsletter Editor will edit the Chapter's Newsletter and will administer production and distribution of the newsletter. The Editor will be appointed by the Board at its first meeting following the election. Candidates for the position must make their interest known to the Board in advance of that meeting.

Section 5. An officer may be removed from office by a 2/3 vote of a Quorum of the Board present at a duly designated meeting, after thirty (30) days advance written notice of reasons for removal.

Section 6. If a vacancy occurs between elections, the vacancy shall be filled by a Chapter member appointed by the Board. The Board may, at its discretion, appoint a Chapter member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

## ARTICLE 7. MEETINGS

Section 1. Except as otherwise provided, Board meetings will be called by the President of Board when necessary or suitable to the activities of the Chapter.

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 an appointee shall notify all Board members of a Board meeting by written notice, email, or by telephone (voicemail acceptable) at least five (5) days before meeting time. The Secretary or an appointee shall notify all members of all general meetings of the Chapter by written notice (newsletter notification acceptable), email, or by telephone (voicemail acceptable) at least five (5) days before meeting time.

Section 4. For the purpose of a Board meeting, more than half of the currently serving Board members must be present to constitute a quorum.

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

Section 6. The annual meeting for the entire membership shall be held in the first four (4) months of the year.

## ARTICLE 8. CORPORATION POWERS

Section 1. Except as herein otherwise provide, 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 Chapter. Failure to do so shall not affect any vote of the Board.

## ARTICLE 9. PERSONAL LIABILITY AND RESPOSIBILITY OF THE CHAPTER

Section 1. All persons or corporations extending credit to, contracting with, or having any claim against. the Chapter or Board. shall look only to the funds and the property of the Chapter for the payment of any debt, damages. or judgment or decree or any other money that may become due an payable to them from the Chapter or the Board so that neither the members or the Chapter nor its Board are personally liable therefore.

### Section 2. INDEMNIFICATION

A) Each director. officer or agent of the Chapter now or hereafter serving as such. shall be indemnified by the Chapter against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such director, officer or agent, or by reason of any action alleged to have been taken. omitted or neglected by him/her as such legal expenses reasonably incurred by him/her in connection with any such claim or liability.

B) The amount paid to any officer, director or agent by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved. and such additional amount as may be fixed by the Board.

C) The right of indemnification here-in·above provided for shall not be exclusive of any rights to which any director, officer or agent of the Chapter may otherwise be entitled by law.

Section 3. No person shall incur an obligation to, nor commit the credit of the Chapter, except as specifically authorized by the Board.

## ARTICLE 10. SEAL

The custody of the seal shall remain with the President.

## ARTICLE 11. AMENDMENTS

An amendment to these bylaws may be proposed to the membership by a 3/4 vote of the Board of Directors at any time. When this occurs the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment of such notice. No amendment shall become effective until approved by the membership. Notification and voting on amendment will be performed via US Postal Services or a secure electronic means. Amendments will become effective on the date specified in the proposed amendment.