



REVISED BYLAWS

Sacramento Valley Chapter BMW Car Club of America, Inc

ARTICLE I: NAME

Section 1. The organization shall be known as the Sacramento Valley Chapter of the BMW Car Club of America, Inc. (the "chapter").

ARTICLE II: PURPOSE AND MISSION

Section 1. The purpose of the chapter is to promote social and fraternal relationships among the members through events that promote interest in motoring and the safe enjoyment of the BMW automobile.

Section 2. According to the BMW Car Club of America Operations Manual (the "operations manual"), the mission of the chapter is to enhance the BMW experience for chapter members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility.

ARTICLE III: LOCATION

Section 1. The mailing address for the chapter is PO, Box 13594, Sacramento, CA 95a53-3594, or any future address selected by the chapter board of directors (the "board:").

Section 2. The geographical area of the chapter is determined by BMW CCA based on members' zip codes.

ARTICLE IV: MEMBERSHIP.

Section 1. According to the operations manual, membership is handled by BMW CCA National, and a new member is assigned a chapter by zip code. Any member may request dual chapter membership or assignment to a different primary chapter. Primary chapter membership is determined by BMW CCA. Membership applications received by the chapter shall be forwarded to BMW CCA immediately along with a check to BMW CCA

Section 2. A primary chapter member, associate chapter member, or dual member of the chapter who is in good standing, eighteen years of age or older, and resides in the geographical area of the chapter may vote in chapter elections.

Section 3. Any immediate family member residing with a chapter member is eligible to be an associate member upon paying the dues and fees required. An associate member will not receive the Roundel or chapter publications, but may receive all other club benefits.

Section 4. According to the operations manual (Section 2.9.1, BMW CCA Members Standards of Conduct, adopted 3/25/06), the principal standards of conduct required of members are, as follows: "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."

Section 5. Each voting officer shall keep a copy of the current operations manual. The copy shall be provided by and returned to the chapter and shall be made available to chapter members upon request.

Section 6. Members remain members in good standing by upholding the purposes and mission of the chapter and abiding by the standards of conduct

Section 7. If a two-thirds majority of the board deems that a member, including an associate member, has demonstrated actions that are not in the best interests of the chapter, that member shall be notified in writing that the board has voted to suspend or expel the member together with the grounds therefor. The member may, within thirty days of that notice, request a review by the board of that decision. The board shall consider the request at a closed board meeting, which the member shall be notified of and may attend. The board may rescind the decision by a two-thirds vote. If the decision is not rescinded, the President shall forward copies of all documentation to BMW CCA, and request BMW CCA to suspend or expel the member from the chapter. Copies shall be provided to the member, who may appeal the board decision to BMW CCA, whose decision is final.

ARTICLE V: OFFICERS AND DIRECTORS

Section 1. The chapter shall have a board of directors consisting of the elected offices of President, Vice President, Secretary, and Treasurer, and ex officio, the immediate past

president. These shall be the *voting* members of the board. The board shall also appoint as non-voting members of the board an Activities Director/Events Coordinator, Membership Chairperson, Newsletter Editor, and Webmaster, who shall serve at the pleasure of the board.

Section 2. The board may appoint the Activities Director/Events Coordinator or the Membership Chairperson, or both, as voting members of the board.

Section 3. All elected officers shall hold office for a term of one year or the period of time that exists between one annual meeting and the next, to be held approximately one year later. No elected officer shall hold that office for more than four consecutive terms,

Section 4. In the event there is no qualified candidate for an elected or appointed office, or in the event of a vacancy during a term of office, the board may appoint one of its elected members or any voting chapter member to fill the vacancy.

Section 5. If a voting board member is absent from three consecutive board meetings, is incapacitated, or is otherwise unable to perform the duties of his or her office, a vacancy occurs.

Section 6. Any nominee for an elected office must be a voting member of the chapter and have been a member in good standing of BMW CCA for at least six months prior to the beginning of the term of office for which he or she has been nominated.

Section 7. An officer may resign by submitting his or her written resignation to the board.

Section 8. If two-thirds of the board votes that an elected officer shall be removed because he or she has demonstrated actions that are not in the best interests of the chapter, the officer shall be notified in writing of that decision along with the grounds therefor. Within thirty days of that notice, the officer may request a review of that decision by the board. The request shall be considered at a closed board meeting, which the officer shall be notified of and may attend. An officer may not vote on the question of his or her removal or review thereof. However, the officer may attend and participate in any board meetings pending review.

Section 9. Following a review, the board may rescind or affirm its decision by a two-thirds vote. A vote to rescind or affirm, or the vote to remove if no review is requested within thirty days, is final. Notice thereof shall be given to the

chapter membership at the next chapter business meeting and via the chapter newsletter and website, as well as to BMWCCA.

Section 10. No officer or member shall incur an obligation of, or commit the credit of, the chapter except as specifically authorized by vote of the board.

Section 11. All checks shall require the signature of the Treasurer and one other elected member of the board.

ARTICLE VI: DUTIES OF ELECTED AND APPOINTED OFFICERS

Section 1. The duties of each elected and appointed officer are those set forth in the operations manual together with any additional duties, guidelines; and procedures set by vote of the board.

Section 2. If no qualified chapter member volunteers to be Newsletter Editor or Webmaster, the board may hire all outside service to perform these duties.

ARTICLE VII: ELECTIONS

Section 1. Prior to the end of August, the board shall appoint a Nominating Committee composed of at least three voting members who are neither current board members nor prospective nominees. The Nominating Committee shall follow the guidelines set forth in Robert's Rules of Order.

Section 2. Any chapter member in good standing may also nominate a candidate for elected office.

Section 3. The board shall review the slate of candidates, which shall be announced no later than the end of November. The board shall prepare a ballot for each contested election, to be accompanied by a statement or picture, or both, of each candidate who submits same. The ballots shall be distributed to each member qualified to vote, with voting accomplished either by first class mail or electronically.

Section 4. Voting instructions shall be published in the chapter newsletter immediately preceding a contested election.

Section 5. If no offices are contested, the candidates shall be deemed elected.

Section 6. Ballots shall be distributed, together with notice of the time and place of the meeting set for tallying the votes, at least twenty-one days prior to the annual meeting.

Mailed ballots shall be returned to the chapter mailing address. To be counted, votes must be received no later than one week prior to the annual meeting. Each vote for a contested office shall be verified by name and membership number.

Section 7. The board or committee designated by the board shall tally the votes at an open meeting within seven days prior to the annual meeting. Any member may attend and observe the tally. The board shall announce the results of the election at the annual meeting, at which time the new officers shall assume office.

Section 8. After the tally, mailed ballots shall be sealed and retained by the Secretary for at least two years.

ARTICLE VIII: MEETINGS

Section 1. The President or the board shall call regular meetings of the members as necessary or suitable to the activities of the chapter, the location thereof to be as convenient as possible. A membership meeting shall be held at least every ninety days.

Section 2. The board shall meet quarterly or more often as necessary to conduct chapter business, either upon call of the President or as determined by vote of the board. All board meetings shall be open except as otherwise specified in these bylaws or meetings for the consideration of sensitive matters.

Section 3. The Newsletter Editor and the Webmaster shall notify the membership of all membership meetings and open board meetings.

Section 4. To conduct any official business at a membership meeting, a quorum is required consisting of at least two elected board members and at least twenty voting members of the chapter.

Section 5. Robert's Rules of Order shall be the parliamentary authority for the chapter.

Section 6. The annual meeting of the membership shall be held in the first three months of each calendar year.

ARTICLE IX: PERSONAL LIABILITY

Section 1. Any person or corporation extending credit to, contracting with, or having any claim against the chapter or the board, shall look only to the funds and property of the chapter for payment of any debt, damages, judgment; settlement, decree, or any other moneys that may become due and payable to them from the chapter or the board, so that neither a member of the chapter nor any board member is personally liable thereto.

ARTICLE: X ASSETS

Section 1. No part of the chapter's net earnings or assets shall inure to the benefit of any officer or other member, or to any private individual.

Section 2. In the event of chapter dissolution, all assets of the chapter shall be distributed to BMW CCA, to be held in escrow for future chapter activity in the same region.

ARTICLE XI: BYLAW AMENDMENTS

Section 1. Any voting chapter member may submit to the board, in writing, a suggested amendment to these bylaws for their consideration.

Section 2. Amendments to chapter bylaws may be proposed by a majority vote of the board or by a petition signed by twenty-five or more voting chapter members. Any such proposal shall be submitted to the chapter membership for review or comment via the newsletter and website. After review and comment, the proposed amendment, with any resulting changes adopted by the board, shall be submitted to the membership for a vote, and the vote tallied, in the same manner as the election of candidates.

Section 3. A bylaw amendment is effective upon approval by a majority of the chapter members qualified to vote who vote thereon.

Section 4. The President or the Secretary shall file the revised bylaws with BMW CCA and the California Secretary of State.

ARTICLE XII: REQUIREMENTS OF THE BMWCCA

Section 1. In the event these bylaws fail to address mandatory requirements of the operations manual, the requirements of the operations manual shall prevail.

Sacramento Valley
Chapter

BMW CCA
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