

BMW Car Club of America  
Puget Sound Region

Chapter Bylaws

## Introduction

The Bylaws of the Puget Sound Region of the BMW Car Club of America (BMW CCA) are based upon the booklet entitled "Bylaws: BMW AUTOMOBILE CLUB OF AMERICA," released by the BMW ACA Los Angeles Chapter, dated August 1971. Revisions were adopted in July 1984, and additional revisions were prepared in April 1994, September 1997 and October 2012 to reflect the actual operating practices of the Puget Sound Chapter of BMW ACA. This document, dated November 1, 2000, incorporates additional changes in the current operating practices of the Puget Sound Region, and changes resulting from the merger with BMW CCA.

## Article I NAME, PRINCIPAL OFFICE AND PUBLICATION

*1.1 Name.* The name of this Club shall be Puget Sound Region of BMW Car Club of America, hereinafter referred to as the "Club."

*1.2 Principal Office.* The principal office of this Club shall be located at the residence of its duly elected President, or at such other place as may be designated by the Board of Directors.

*1.3 Publication.* The official publication of the Club is a magazine, Zündfolge.

## Article II AFFILIATION WITH THE INTERNATIONAL COUNCIL OF BMW CLUBS

The BMW ACA Puget Sound Chapter was originally affiliated with the International Council of BMW Clubs. That affiliation, which was lost when the Los Angeles Chapter of BMW ACA joined BMW CCA, is now restored by the merging of the Puget Sound Region with BMW CCA.

## Article III GENERAL OBJECTIVES

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be furtherance and promotion of the following:

Enjoyment of good will and fellowship derived from owning a BMW automobile, and engaging in such social and other events as may be agreeable to the membership and in harmony with the Club's general objectives.

Maintenance of the highest standards of operation and performance of the marque, by sharing and exchanging technical and mechanical information and experiences.

Establishment and maintenance of mutually beneficial relationships with Bayerische Motoren Werke AG, with BMW NA, and with authorized BMW dealers, so that the marque prospers and continues its unique leadership as the world's greatest automobile.

Cooperation with other BMW Clubs throughout the world through the exchange of ideas and suggestions, and cooperation with the International Council of BMW Clubs.

## Article IV POWERS AND LOGO

*4.1 Powers.* This Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club, as set forth in its Articles of Incorporation, these Bylaws, and as permitted by law.

*4.2 Logo.* The Logo of the Club shall be designated by the Board of Directors, incorporating the BMW emblem, indicating the name of this Club, and conforming with the standards set by the International Council of BMW Clubs. The present logo meets these standards.

## Article V MEMBERSHIP

*5.1 Qualifications for Membership.* Initial membership in the Club shall be restricted to owners or co-owners of BMW automobiles, and such other persons interested in BMW automobiles or in the Club and its objectives, as provided in Article III.

*5.2 Non-discrimination.* No application for membership shall be approved or denied on account of the sex, race, creed or religion of the applicant.

*5.3 Classes of Membership.*

**Active Member.** A member of BMW CCA who has designated or been assigned to the Puget Sound Region as the member's local chapter, and has dues paid up, is an Active member of the Club.

**Family Member.** An Associate Member of BMW CCA who has designated or been assigned to the Puget Sound Region as the member's local chapter, and has dues paid up, is a Family member of the Club.

**Honorary Member.** A person who founded or gave extraordinary service to the Club over a long period may become an Honorary member by affirmative vote of three-quarters of the Board of Directors. Persons holding Founding and Lifetime Member status under previous Bylaws are now Honorary Members. No dues are required of Honorary Members, who shall have all the privileges of Active members.

**Business Member.** A business that advertises in the club magazine, *Zündfolge*, is a Business Member of the Club. Business membership does not include membership in BMW CCA. A pro-rated portion of the advertising fee shall be designated as membership dues. Membership is required to place display advertisements in *Zündfolge*.

**5.4 Membership in other BMW clubs.** Members may belong to any other national or international BMW club or association of BMW clubs. Membership in any other club does not constitute or imply membership in the Puget Sound Region.

**5.5 Membership Applications.** Application for membership shall be made in the manner prescribed by the BMW CCA.

**5.6 Annual Dues.** National dues for Active and Family Members shall be determined by BMW CCA and local dues, if any, shall be determined by the Club's Board of Directors. Dues for all other membership classes shall be determined from time to time by the Club's Board of Directors.

**5.7 Privileges.** Any individual who is a member in good standing of any membership class is entitled to all the privileges of the Club, and to participate in all Club activities; except that Business members have no voting privileges and may not participate in activities requiring BMW CCA membership, such as driving events. In addition, meetings of the Board of Directors are open to all members in good standing.

**5.8 Suspension and expulsion.** Any Club member may be suspended or expelled by two-thirds vote of the Board of Directors for good cause, which shall be an action inconsistent with the general objectives or best interests of the Club or its reputation. Before suspension or expulsion, the member shall be notified in writing; may, within thirty days of notice, request a review of the proposed decision; and if review is requested, the Board shall consider same at a meeting at which the member may attend and present evidence and argument. All decisions of the Board are final and without recourse. Suspension or expulsion by the Club shall not affect membership in BMW CCA, only in the Puget Sound Region.

**5.9 Resignation.** Any member may resign from the Club by addressing a letter of resignation to the Secretary of the Club. The resignation shall become effective upon receipt by the Secretary, and all Club privileges and rights of membership shall be terminated upon receipt. Resignation from the Club does not affect membership in BMW CCA.

## Article VI BOARD OF DIRECTORS

**6.1 Composition.** The Board of Directors shall consist of, but not be limited to, the following:

Elected officer positions: President, Vice-President, Secretary, Treasurer.

Appointed positions: Editor in Chief (1 or 2), Driving Events Coordinator (1 or 2), Chief Driving Instructor, Media Director, Special Events Coordinator, Tech Events Coordinator, Membership Coordinator, Tours Coordinator, Events Coordinator, Registrar, Rally Coordinator and any Directors at Large as provided for in Article 7.2.

Automatic position: Immediate Past President.

The composition of the Board may be changed by the Board as deemed necessary to carry out the business of running of the Club; provided, however, there shall be no fewer than five directors.

**6.2 Duties.** It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board shall insure the proper conduct of the administrative affairs of the Club, the fulfillment of duties by its officers, and compliance with these Bylaws.

**6.3 Eligibility and Term of Directors.** An Active, Family or Honorary member may be a director provided s/he has been a member in good standing for a minimum of twelve months immediately preceding the date nominations close. In addition, the President shall have been a member a minimum of twenty-four months' immediately preceding prior Board service, and Vice President, Secretary and Treasurer shall have a minimum of twelve months' membership immediately preceding prior Board service; provided however, that the minimum service requirements shall be reduced or waived by the nominating committee if no nominee for an officer position meets them. Any person serving as a director must be an Active, Family or Honorary member in good standing during the entire term of directorship or s/he shall be removed from office. A member can hold more than one Board position concurrently, except that no individual may hold more than one officer position concurrently. Directors serve one-year terms that run concurrently with the calendar year.

**6.4 Procedure for elected Board positions.**

**Nominating Committee.** At its August meeting, or as soon thereafter as practicable, the Board shall select a nominating committee consisting of no fewer than three members in good standing, of whom one must be a Board member and one may not be a Board member.

**Duties of Nominating Committee.** The Nominating Committee shall solicit and accept applications, from any eligible members, for Board positions for the next calendar year. In addition, the committee shall publish, in the next *Zündfolge* and electronic publication, a notice soliciting nominees for elected board positions. Further, the Committee shall solicit from nominees

statements in support of their candidacy, for publication in Zündfolge and the club electronic publication in accordance with editorial guidelines.

**Closing dates.** The closing dates for nominations and nominees' supporting statements shall generally be dates in October to be determined by the Board of Directors and announced no later than a September Zündfolge and electronic publication. Statements and a ballot shall be published in a November Zündfolge or electronic publication. No position shall be included on the ballot if the position is uncontested. No provision for write-in votes will be made, and no write-in votes will be counted.

**Counting ballots.** Ballots will be counted by two Active or Honorary members not seeking or holding Club offices or directorships, to be selected by the Board of Directors, who shall certify the election results. Ballots shall be counted at the last scheduled board meeting of the year.

Election shall be by simple majority of those casting ballots. In the event of a tie, the election shall be decided by a coin toss.

The elected Board members shall assume office on January 1.

Election results shall be published no later than the following issue of Zündfolge and by electronic publication.

**6.5 Procedure for appointed Board positions.** At its last regular meeting of the year, or as soon thereafter as is practicable, the outgoing Board of Directors shall select a director for each appointed position, by majority vote of those Directors present and voting. Appointed directors so chosen shall assume office on January 1. The names and positions of appointed directors shall be published no later than the next Zündfolge and electronic publication.

**6.6 Removal of Directors.** Any director may be removed for good cause, including unexcused absence from three consecutive Board meetings, by a two-thirds vote of the Board. Prior to removal, the Director shall be given at least two weeks' written notice and an opportunity to appear and address the Board.

**6.7 Filling vacancies.** Any vacancy occurring in the Board of Directors for any reason may be filled by an eligible member nominated by the President (or Vice President if the office of President is vacant, or the Board of Directors if both positions are vacant) and approved by the majority of the Board at its next regular or special meeting.

**6.8 Indemnification.** Each director or officer who has served or is serving the Club, shall be indemnified against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which s/he is made a party by reason of being or having been a director or officer, except in relation to matters as to which s/he shall be liable for gross negligence or misconduct in the performance of official duties.

**6.9 Annual report.** The outgoing Board of Directors shall report in writing to the membership regarding the affairs of the Club, including a balance sheet, the names of incoming officers and directors, and such other information as the Board sees fit to include. This report shall be published in the first Zündfolge of the year and by electronic publication.

**6.10 Conflict of interest.** No director or officer shall have any personal or corporate financial interest in any transaction with or on behalf of the Club, without first disclosing the interest in advance and in writing to the Board. Violation of this provision shall be grounds for removal pursuant to Article 6.6.

## Article VII OFFICERS

**7.1 Officers.** The officers shall be President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors, or by amendment of these Bylaws.

**7.2 Eligibility and Term.** As directors, officers shall be elected for a one-year term, unless earlier removed by the Board, and such term shall run concurrently with the calendar year. In addition to the requirements of Paragraph 6.3, (a) no individual may be elected to a particular office for more than two consecutive terms, (b) the year following retirement, a retired officer may be appointed to the Board for one year as a Director at Large, and (c) no person may be a Director at Large for more than one year.

**7.3 Duties.**

**President.** The President shall preside at all meetings of members and the Board of Directors. S/he is the chief executive officer of the Club, and is responsible for the conduct of the administrative affairs of the Club.

**Vice-President.** The Vice-President assists the President in her or his duties; proposes monthly members' meetings to the Board; and performs such other duties as may be assigned by the President or the Board. In the event the office of President becomes vacant, the Vice-President shall act as President pro tempore until the office of President is filled pursuant to Article 6.7.

**Secretary.** The Secretary attends all meetings of the Board of Directors, and records full and complete minutes of proceedings and votes of the Board. These minutes shall be maintained as Club records, and the Secretary shall have custody of Club records except financial records in the custody of the Treasurer. S/he also performs all other duties relative to the office required by these Bylaws.

**Treasurer.** The Treasurer has charge of all money and assets belonging to the Club. S/he directs the deposit of all monies of the Club to the Club's account in a bank designated by the Board. S/he ensures strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall maintain accurate books of account of the financial status of the Club. All disbursements in the name of the Club shall be signed by the Treasurer or by such other Officer(s) designated by the Board.

**7.4 Limitation of Authority.** No Club expenditure or commitment of more than \$200 shall be incurred without prior authorization by a majority of the Board. This shall not, however, preclude application to the Board for reimbursement for a

claimed advance of an unbudgeted or unapproved expenditure.

## Article VIII COMMITTEES

In addition to the Nominating Committee, there may be other committees appointed by the Board of Directors, without limit as to members or purpose, consistent with the other provisions of these Bylaws and the objectives of the Club.

## Article IX MEETINGS OF MEMBERS

### *9.1 Meetings of Members*

*Annual meeting.* The annual meeting of members shall be held at such time and place as the Board of Directors may determine, for the purpose of discharging the outgoing Board, announcing the names of the new Board, and such other business as may come properly before the membership.

*Monthly meetings.* Meetings of members shall be held at such time and place as the Board may determine. At least seven days' written notice of monthly meetings shall be given to each member, through Zündfolge or electronic publication.

### *9.2 Conduct of Meetings of Members*

Meetings of members shall be presided over by the President of the Club, or in her/his absence, such other officer as the President may appoint.

Meetings of members shall be generally governed by Robert's Rules of Order, which shall prevail except insofar as they may be inconsistent with these Bylaws.

## Article X MEETINGS OF THE BOARD OF DIRECTORS

### *10.1 Meetings of Directors.*

*Regular Meetings.* Regular meetings of the Board of Directors shall be held generally once a month at such time and place as may be convenient to the Board. At least seven days' written notice of regular meetings shall be given by the Secretary. Publication of the meeting in Zündfolge or electronic publication constitutes adequate notice. Regular meetings shall be open to the general membership, and members may there address the Board. Regular meetings, or portions thereof, may be declared closed to general membership by the Board at its discretion.

*Annual Meeting.* The Annual Meeting of the Board of Directors, at which Directors for the following year are appointed, shall be a December Board meeting, unless otherwise agreed.

*Special Meetings.* Special meetings of the Board of Directors may be called by any four Directors, or by the President (or the Vice-President if the President is absent). At least seven days' notice shall be given of the time and place of any special meeting, which must be held in the Puget Sound Region.

*Meetings by Waiver.* Meetings may be held by telephone, by e-mail, by video conference, or by any other medium agreed to by two-thirds of the Board.

*10.2 Conduct of Meetings of Directors.* Board meetings may be conducted generally in accordance with Robert's Rules of Order, which shall prevail except insofar as they may be inconsistent with these Bylaws.

*10.3 Quorum.* Two-thirds of the Directors present at any meeting shall constitute a quorum for the transaction of business. The Board may continue to conduct business until adjournment, so long as a quorum remains present.

*10.4 Vote required.* All matters before the Board shall be decided by a majority vote of those Directors present in person or by proxy, unless otherwise required by these Bylaws.

*10.5 Proxies.* Any Director may, by written instrument signed by her or him, appoint any other Director to act as her or his proxy at any regular or special meeting of the Board. The designated proxy may act and vote in the absent Director's stead, as if the absent Director was present.

*10.6 No cumulative voting.* No single individual, by virtue of holding multiple Board positions (for example, Tours Coordinator and Vice President), shall have more than one vote on the Board of Directors.

## Article XI ADOPTION OF BYLAWS

*11.1 Amendment.* These Bylaws may be amended, in writing, by two-thirds vote of the Board of Directors.

*11.2 Availability.* These Bylaws, as amended, shall be made available for inspection by any club member desiring to see them.

## Article XII MISCELLANEOUS PROVISIONS

*12.1 Notices.* Notices required to be given by these Bylaws, unless otherwise provided, shall be by regular first class United States mail, postage prepaid, or by electronic mail, to the last known address of the intended recipient.

*12.2 Dissolution.* In the event of dissolution of this Club, after the payment of liabilities, any remaining assets shall be divided equally among the Active and Honorary members in good standing.

## Article XIII ADOPTION & RETROACTIVITY

13.1 These Bylaws were adopted by the Board of Directors of the Puget Sound Region on October 26, 2016. These Bylaws replace and supersede all prior Bylaws.

13.2 *Retroactivity.* These bylaws are retroactive in their application.