

*NEW YORK CHAPTER
BMW CAR CLUB OF AMERICA*

BY-LAWS

Updated October 2022

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Note to the reader: All references to the masculine pronoun are for convenience only; the feminine pronoun may be freely substituted.

ARTICLE I — NAME AND ADDRESS

Section 1 – Name

The name of the chapter is the BMW CCA New York Chapter, Inc. (hereafter referred to as “the Chapter”).

Section 2 – Address

The address of the chapter is P. O. Box 62, East Meadow, NY 11554 until it is deemed necessary by the board of directors to change the Chapter address. Such a change will result in an editorial modification to this document without a vote by the membership.

Section 3 – Territory

The territory of the Chapter is such territory as may be assigned by BMW CCA, Inc.

ARTICLE II — OBJECTIVES

The general objectives of the Chapter, to which its members are mutually pledged, are the furtherance and promotion of the following:

1. The highest standards of safety on the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning a BMW and engaging in such events as may be agreeable to the membership.
3. The maintenance of the highest standards of performance and operation of a BMW by sharing technical information.
4. The establishment and maintenance of mutually beneficial relationships with BMW dealers and other service sources to the end that BMW shall prosper and continue to enjoy its position in sports annals.
5. The exchange of ideas and suggestions with other BMW clubs throughout the world and such cooperation as may be desired.
6. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.
7. Any other act or thing incidental to or connected with the foregoing objectives or in advancement of these objectives, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the New York Not-for-Profit Corporation Law.

ARTICLE III — POLICY, POWERS, AND BADGE

Section 1 – Political Activity

The Chapter shall be politically nonpartisan with respect to non-BMW CCA matters.

Section 2 – Powers

The Chapter shall be empowered to do all things and conduct all business necessary to carry out the objectives of the Chapter as set forth in its Certificate of Incorporation, issued under the statutes of New York and in these By-Laws. No person shall incur an obligation to, nor commit the credit of the chapter, except as specifically authorized by the Board.

Section 3 – Badge

The badge of the chapter shall be inscribed with the words “New York Chapter” and the initials “BMW CCA.”

ARTICLE IV — OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations and Indebtedness

Only the four elected officers or persons authorized by the board of directors (see Article VII, Section 1) to act on behalf of the Chapter shall incur any obligations or indebtedness in the name of the Chapter. The Board may choose to delegate this authority to chairperson of Chapter events to expedite the planning and execution of the respective activity.

All obligations or indebtedness incurred in accordance with the provisions of these By-Laws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to such corporate obligation or liability.

Section 2 – Unauthorized Obligations

No elected officer or any person authorized by the board of directors to act on behalf of the Chapter shall incur any obligation or indebtedness in the name of the Chapter which is not for the benefit of the Chapter nor shall the board of directors approve the incurring of any such obligation or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligation

The incurring of any unauthorized obligation or indebtedness in the name of the Chapter by any elected officer or member shall be an *ultra vires* act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Chapter in an amount equal to the obligations or indebtedness which the Chapter may be required to pay.

ARTICLE V — MEMBERSHIP, DUES, PRIVILEGES AND SANCTIONS

Section 1 – Members

Membership in the Chapter shall be restricted to owners or co-owners of a BMW automobile and to such other persons interested in the Chapter and its objectives who are willing to uphold its policies and objectives and subscribe to its By-Laws, and who reside within the assigned territory. Application from prospective members who reside beyond this territory shall be considered on an individual basis. Members who move beyond this territory may

retain their affiliation with the Chapter provided that the required fee is paid to the National Office.

Section 2 – Classes of Membership

1. Active — any owner or co-owner of a BMW, or any individual who does not own or co-own a BMW, but who shows an interest in the Chapter, who is acceptable to the board of directors.
2. Honorary — any person who, on the affirmative vote of a majority of the members present at any regular or special meeting of the membership, is deemed worthy of recognition for outstanding interest in or service to the Chapter or the marque. Honorary membership in the Chapter only shall be limited to one year unless otherwise specifically stated in the nomination.
3. The boards of directors may provide for special types of membership such as “life” or “special,” but not restricted thereto.

Section 3 – Dues

Establishment of dues shall be the responsibility of the National organization in cooperation with the Chapter.

Section 4 – Privileges

1. All members in good standing, of whatever class, shall be entitled to attend Chapter activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.
2. Only active members of the Chapter shall be entitled to hold elective office.
3. Only active members of the Chapter may vote for officers or upon issues of policy.
4. Only active members of the Chapter may hold appointive office.

Section 5 – Expulsion

A member may be expelled by a majority vote of the chapter board of directors for violations of the rules of the National or Chapter organization, for unsportsmanlike or disrespectful behavior or for behavior inconsistent with the best interests of the Chapter. Any expelled member shall have the right to appeal to the membership of the Chapter at any regular or special meeting of the Chapter. The decision, by majority vote of those present, shall be final.

Section 6 – Suspension

Members may be suspended for reprehensible behavior that, in the opinion of the board of directors, does not warrant expulsion. Suspended members may appeal to the board of directors for reinstatement. Failing to receive a favorable decision from the board of directors, suspended members may appeal to the membership at any annual or special meeting. The decision, by majority vote of those present, shall be final.

Section 7 – Resignation

1. An elected member of the NY Chapter BMWCAA board of directors may resign from the board of directors by giving notice via e-mail to the board of directors or by verbal notice at a regular meeting of the board. Resigning from the NY Chapter Board of Directors does not include resignation from the BMWCCA.
2. If a member chooses to resign from the BMWCCA they can do so by contacting the National Office and notifying them of their intent to resign from the BMWCCA. The NY Chapter BMWCCA does not handle national club membership resignations or other issues.

ARTICLE VI — MEETINGS

Section 1 – Conduct of Business

All meetings for conduct of Chapter business shall be guided by parliamentary procedure as specified in *Robert's Rules of Order*.

Section 2 – Annual Meeting

The Chapter shall hold an annual meeting when feasible or determined to be necessary at a time and place determined by the board of directors.

Section 3 – Board of Directors Meetings

1. Board of directors' meetings shall be held the second Wednesday of every month throughout the year. The members of the board of directors shall be notified of the date and place of such meetings. Individual meeting dates may be changed at the direction and approval of the board of directors.
2. The board meetings shall be open to any member who requests in advance to attend.
3. The meeting minutes shall be kept by the secretary and shall be available for review by an active member in good standing upon written request.

Section 4 – Special Meetings

The president may call a special meeting at any time. In addition, the president shall call a special meeting within three weeks of receipt of a petition for such, signed by any five active members.

Section 5 – Quorum

At meetings of the board of directors, the presence of two of the four elected officers, including the president or vice president, and two other members of the board of directors shall constitute a quorum. For a vote to be held during a meeting of the board of directors, the presence of three of the four elected officers shall constitute a quorum.

ARTICLE VII — BOARD OF DIRECTORS

Section 1 – Board of Directors

1. The board of directors shall consist of the four elected officers of the chapter, one to three members-at-large, and designated coordinators (see Section 4). Only the four elected officers may vote on all issues. Coordinators and members-at-large may vote only on issues directly related to their responsibilities.
2. The board of directors is under the direction of the president and shall advise him on chapter matters at his request.
3. The board of directors shall decide when an officer is incapable of properly fulfilling his responsibility to the chapter.
4. A board member who misses three (3) consecutive meetings shall be deemed to have resigned his position.
5. The board of directors elected officers (voting board) shall select one to three Members-at-Large, Chapter Coordinators and Chairpersons for all committees and may disband any committee or remove any chapter coordinator, chairperson, or any of the Members-at-Large at any time, unless prohibited or restricted by a specific committee charter.

Section 2 – Elected Officers

The elected officers of the chapter shall be the president, vice president, secretary, and treasurer. No person shall hold more than one elective office concurrently. No officer may continue in office subsequent to losing his standing as an active member or moving his residence beyond the territory of the Chapter, provided such a move prevents him from attending meetings and events, causes him to be generally unavailable for members to reach, or otherwise impairs his ability to perform the duties of his office. In the event of the president losing his status as an active member, the vice president shall act as president until a general election can be held. All other offices, except immediate past-president, that are vacated shall be filled by appointment by the president until a general election is held.

Section 3 – Duties

1. The president shall preside at all meetings of the Chapter and of the board of directors. The president shall briefly report the actions of the board of directors to the Chapter. The president shall supervise and coordinate the duties of the other officers. The president shall be the chief spokesman for the Chapter in all dealings with the public and with BMW CCA, Inc.
2. The vice president shall assist the president in the performance of the latter's duties and shall act in his stead in the event of his absence, disability or disqualification. He shall be responsible for overseeing event scheduling and functioning as the liaison between the board of directors and event organizers.
3. The secretary shall keep full and complete minutes of all Chapter meetings. At these meetings, he shall be responsible for ensuring that full compliance with the By-Laws is maintained. He shall be responsible for notice to the members of all annual and special meetings. He shall be responsible for all past minutes of the Chapter.
4. The treasurer shall have custody of all moneys, debts, obligations, and assets of the Chapter. He shall be authorized to make normal ongoing disbursements as required to operate the Chapter. Extraordinary disbursements in excess of an amount determined by

the board and specified in the Operations Manual shall not be made without special authorization by the board. The treasurer shall keep the Chapter's books of account on a calendar year basis beginning January 1. He shall give a financial report at each regular meeting of the chapter. The treasurer shall have custody of the past financial records of the Chapter and of the Chapter's corporate seal.

5. The one to three member-at-large positions shall be proposed by the four voting board members (elected officers) and the number of proposed appointments is solely at the discretion of the voting board members. The proposed member(s)-at-large shall be appointed by a simple majority vote of the board, with the intent of taking ownership of a specific and significant task, such as one of the positions listed in Section 4 or comparable responsibility. This person or persons shall not have held a voting board position in the past year. The intent of this position is to encourage new persons from the membership to be a candidate for a board position in a subsequent election.

Section 4 – Chapter Coordinators & Committees – Responsibilities, and Duties

Coordinators vote on issues directly related to their responsibilities. When an individual holds more than one position on the board of directors, that individual shall have only one vote. When a coordinator position is shared by more than one person, a majority vote of the co-coordinators determines the single vote that represents that coordinator position. The standing coordinators are:

1. The autocross coordinator is responsible for organizing and running Chapter autocrosses. The duties include obtaining results and names of chapter participants for publication and providing a financial report for each event. This coordinator may vote only on autocross topics.
2. The concours coordinator is responsible for organizing and running concours events, including advance notification to members and post event write up via electronic communications or other media as needed. A financial report will also be provided for each event. This coordinator may vote only on concours topics.
3. The driver school chairman is responsible for organizing and operating driver schools including advance notification to members and post event write up if needed via electronic communications or other media as needed. A financial report will also be provided for each event. This coordinator may vote only on driver school related topics.
4. The merchandise coordinator is responsible for the sales and shipment of chapter goods ordered by club members and others, maintenance of the inventory. He shall ensure adequate supplies of goods are brought to chapter meetings as requested by the respective event coordinator/chairman and provide routine sales reports to the board. Forward collections to the treasurer.
5. The rally coordinator is responsible for organizing and running Chapter rallies, including advance publication and post-event write up for the Chapter Website and providing a financial report for each event. This coordinator may vote only on rally topics.
6. The social coordinator is responsible for organizing parties and social events for the membership, including advance publication and post-event write up for Chapter Website

and providing a financial report for each event. This coordinator may vote only on social topics.

7. The technical coordinator is responsible for scheduling tech sessions and writing technical articles for the chapter Website. He should be available to provide advice and assistance to the membership on technical matters. This coordinator may vote only on technical topics.
8. The tourmeister is responsible for organizing and running chapter tours, and for advance publication and post-event write up for the chapter Website. This coordinator may vote only on tour topics.
9. The webmaster gathers and edits material and assumes responsibility for the Chapter website, subject to direction from the president and any promulgated guidelines. Material specifically related to an event or activity must be reviewed and approved by the coordinator responsible for that activity before posting to the site. The webmaster may vote only on information technology and web related topics.

Section 5 – Special Committees

The president may establish special committees as needed.

ARTICLE VIII — ELECTIONS

Section 1 – Annual Elections

The Officers of the Chapter shall be elected annually via electronic voting on the National BMWCCA website www.bmwcca.org. Club members who are voting will need to log in to the bmwcca.org website in order to cast their vote(s).

Candidates for President and Treasurer must have prior service as a voting member of the Board of Directors or Member-At-Large in order to be eligible to serve as President or Treasurer.

Non-incumbents must be nominated by a member in good standing prior to the deadline posted on the chapter website or club communication e-mails and submit a written candidacy statement within a period published on the chapter website or club communication e-mails. Nominations and candidacy statements must be submitted via e-mail to nominations@nybmwcca.org.

Section 1a – Annual Elections Process

Club members will be notified of the start of the Nominations Period via club communication e-mails and if possible the club website.

The slate shall consist of one or more nominees for each office. The newly elected officers shall officially assume duties of office at the next regular meeting of the Board after voting is completed.

If there is no challenger for a voting board member position, and the incumbent wishes to remain in the position, no voting is required and the incumbent is automatically elected for another one year term.

Nominations Period starts on or about November 15th

Nominations Period ends no less than 30 days after club member notification is sent, on or about December 15th. Once the nomination period ends, no further nominations will be accepted for the current nomination period.

Nominee and Incumbent candidacy statements must be received no later than January 7th.

On or about January 8th, candidacy statements will be published and club members will be notified that the Voting Period has started via club communication e-mails and if possible the club website.

Ballots will be cast via the national BMWCCA.org website. The specific voting link will be provided when the start of voting notification is published.

If there are three or more candidates for a board position and any one individual does not receive at least 51% of the vote, the candidate with the lowest number of votes shall be dropped, and a run-off election shall be held between the remaining candidates. This procedure shall be followed until one candidate receives at least 51% of the vote.

The initial Voting Period (not including any required run-off's) ends no less than 21 days after club member notification is sent, on or about January 31st. Run-off voting if required will start when notification is sent and end 7 days later.

Once the Voting Period has ended, the vote tally from the national BMWCCA electronic voting system will be communicated to the winning candidates as soon as possible with the intent of ensuring that the winner is aware of the results and can attend the next monthly board meeting to assume their responsibilities.

Official announcement of the results will take place at the next monthly board meeting and formal notification to all club members will be distributed immediately after the board meeting via club communication e-mails and the website.

Section 2 – Vacancies

If any elective office, except that of the President, is vacated, the President, with the consent of the elected Board of Directors, shall appoint an active member to complete the term of office. This appointment must be confirmed by a majority vote of the elected Board of Directors present at the next monthly, annual or special meeting.

ARTICLE IX — AMENDMENTS

Section 1 – Initiation

Any active member of the chapter may propose an amendment to these By-Laws. A proposed amendment to these By-Laws must be submitted, in writing, to the elected board of directors.

Section 2 – Initial Approval by Board of Directors

If a proposed By-Laws amendment is approved by a majority of the elected board of directors, the secretary shall post the updated By-Laws on the Chapter Website and members will be notified of the updated By-Laws via Club Communications.

Section 3 – Adoption

The proposed amendment shall become effective as soon as it is accepted by a majority vote of the elected board of directors and updated club By-Laws are published on the club website.