

## Bylaws of the St. Louis BMW Club

### Article I: Name

The name of this club shall be "The St. Louis BMW Club, Inc.", a Missouri Corporation.

### Article II: General Objectives

The general objectives of the Club shall be the furtherance and promotion of the following:

- Education about the BMW automobile
- The enjoyment of ownership of the BMW automobile
- The interchange of technical information about the BMW automobile
- To teach and promote driver safety
- Mutually beneficial relationships with other organizations having similar objectives. This may include, but not limited to; the manufacturers and dealers of BMW automobiles and other car clubs
- To meet with other BMW owners and enthusiasts at such social and other events as may be agreeable to the membership, while maintaining the nonprofit nature of the Club

### Article III: Membership and Privileges

#### **Section 1: Membership**

Membership in The St. Louis BMW Club shall be open to any person who has been accepted by the BMW Car Club of America (BMW CCA) as a member or associate member who resides within the region assigned to the St. Louis BMW Club by BMW CCA or any current member of BMW CCA who elects to become a member of The St. Louis BMW Club.

#### **Section 2: Classes of Membership**

There shall be only one class of membership. All members shall have full rights and responsibilities.

#### **Section 3: Rights and Responsibilities**

Members are entitled to vote and hold office in The St. Louis BMW Club, to attend any St. Louis BMW Club meetings, and receive all other benefits of membership in The St. Louis BMW Club. Members of The St. Louis BMW Club shall be governed by these Bylaws.

#### **Section 4: Application for Membership**

Application for membership shall be made on forms, online, and in the manner prescribed by BMW CCA. All application forms for membership will be sent to the BMW CCA National Office.

#### **Section 5: Suspension**

Any member may be suspended by a two-thirds vote of the Executive Board of The St. Louis BMW Club for the infractions of BMW CCA or The St. Louis BMW Club rules or regulations or for action inimical to the general objectives or best interest of BMW CCA or The St. Louis BMW Club. The Executive Board shall notify a member being considered for suspension, at least one week in advance, in writing, of the meeting where the suspension will be considered. The member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Executive Board or a committee appointed by it for the purpose, concerning the alleged misconduct. The Executive Board may thereafter suspend for a definite time or expel the member, and its decision shall be final.

#### **Section 6: Publications**

A one year subscription to The St. Louis BMW Club's official newsletter, The Gesundheit, shall begin with the issue following receipt by The St. Louis BMW Club of official notice from BMW CCA of acceptance of membership application.

## Article IV: Officers

### Section 1: Elected Positions

The elected Officers of The St. Louis BMW Club shall be:

- President
- Vice President
- Secretary
- Treasurer

### Section 2: Eligibility

Members eligible for elected office in The St. Louis BMW Club shall have been:

- A member in good standing of The St. Louis BMW Club for one (1) full year
- The President shall be a member in good standing of The St. Louis BMW Club for two (2) full years
- If a suitable candidate cannot be found, the Executive Board may waive, by a two-thirds majority, at the request of the nominating committee, any or all of the above eligibility requirements
- No person may hold more than one office at a time
- No Officer may continue in office if they move their residence outside the region of The St. Louis BMW Club or is suspended by the Board

### Section 3: Terms of Office

Officers shall serve a term of two years beginning on January 1 and ending December 31.

### Section 4: Duties of Officers

**President:** The President, or other Officers designated by the President, presides over all meetings, prepares the agenda, and directs the discussion thereof; acts as an ex-officio member of all standing committees and temporary committees except the nominating committee; has the responsibility for executing all documents and correspondence in the name of the Club as authorized by the membership or the Executive Board. The President may also be appointed by the board as signer of checks, if the Treasurer is absent or temporarily unable to perform his duties. The President, or other Officer as designated by the President, is responsible for sending in the annual Chapter report to the Zone Governor prior to the Chapter Congress. The President also reports on significant actions of the Executive Board at the next general membership meeting.

**Vice President:** Acts in the place of the President during his or her absence or when so ordered by the President; assists the President and/or the Executive Board in any manner that they may direct. In the event of the President's death, resignation, disability, or disqualification, the Vice President shall assume the office of the President.

**Secretary:** Records and preserves the minutes or meeting agenda of the Chapter and Executive Board meetings; presents and reads such minutes at the request of the President; prepares necessary correspondence of the Chapter when so directed; coordinates with the Membership Chairperson in maintaining membership and renewal files.

**Treasurer:** Keeps and preserves the records and books of accounts reflecting the financial condition and operation of the Chapter and any corporate documents which obligate the Chapter financially. Upon the request of the President, Executive Board, or Chapter membership, the Treasurer furnishes a report of financial transactions; the Treasurer receives all monies paid to the Chapter and promptly deposits same to its credit with the bank designated as Chapter depository. The Treasurer pays all Club obligations approved by the Executive Board, prepares the annual Chapter financial report for Chapter Congress.

## Article V: Executive Board

### Section 1: Composition

The Executive Board of The St. Louis BMW Club shall consist of:

- the elected Officers of the Club
- the immediate past President
- four elected Board Members. (If the immediate past President declines to serve, then the board shall consist of the elected Officers and **five** elected Board Members.)

## **Section 2: Eligibility**

Board Members shall be members in good standing of The St. Louis BMW Club. No Board Member may continue in office if they move their residence outside the region of The St. Louis BMW Club or is suspended by the Board.

## **Section 3: Term of Office**

Board Members shall serve a term of two (2) years beginning on January 1 and ending December 31. There are no limits on serving consecutive terms.

## **Section 4: Duties of the Executive Board**

The Executive Board shall be the managing council of The St. Louis BMW Club and shall:

- Be responsible for the proper conduct of the administrative affairs of the Club and to exercise control over expenditures. This shall be construed to mean, among other things, that operating expenditures shall be less than or equal to the Club's income in the fiscal year
- Insure the proper functioning of the several Committees
- Insure compliance with these Bylaws
- Determine all matters of the Club policy not otherwise determined by these bylaws or the general membership
- In the event of the death, resignation, disability or disqualification of the Vice President, Secretary or Treasurer, make an interim appointment to office so vacated for the balance of the expired term
- Approve a financial institution for depositing the Club funds
- Set guidelines, review, and direct the treasurer in the handling of Club funds, including but not limited to the amount of operating funds to be kept in the Club checking account and the types of financial instruments which funds in excess of operating funds (surplus funds) may be invested
- Set advertising rates for the newsletter, website, or other Chapter publications
- Approve planned Club events, President's selection of event Chairpersons, and the budget for all events, including the fees charged for participation in such events
- Approve a mailing address for the Club and appoint at least one member to collect and distribute incoming mail at least once a week
- Act on such other matters as it deems appropriate, which are consistent with the objectives of The St. Louis BMW Club and these bylaws

## **Section 5: Quorum**

For the purpose of conducting business, a quorum of the Executive Board shall be four (4) members, of which one must be an Officer.

## **Section 6: Executive Board Meetings**

Executive Board Meetings can be called by the President, or requested by any member of the Board by contacting the President. The President shall notify each member of the Executive Board of the time and place of Executive Board Meetings at least one week in advance of the meeting. Board meetings can be called to discuss Club issues or event planning.

## Article VI: Election of Officers

### **Section 1: Nominating Committee**

At the September Club meeting the Executive Board shall appoint a Nominating Committee of three active members. The Nominating Committee shall review the membership roll, interview potential candidates, accept inputs from interested members, and propose a slate of one nominee for each office and Executive Board position to the Executive Board. This slate of candidates shall become the Executive Board's slate and will be made immediately available for all Club members to view at the Club's website (online) and a notice of online posting e-mailed to all Club members registered to receive Club e-mails.

Any member present at the October Club meeting can make additional nominations.

### **Section 2: Voting**

A final slate, including committee nominations and member nominations, is entered as a ballot and distributed to members at the time of the November Club meeting. Ballots will be available and accepted via e-mail and/or other secure online format.

Ballots will be accepted no later than the first Monday of December.

### **Section 3: Election by Simple Majority**

All Officers and Executive Board members (except immediate past President) shall be elected by a simple majority.

Announcement of the elected Officers and Board Members for the upcoming term will be announced at the Annual Club Meeting (Holiday Party).

### **Article VII: Fiscal Year**

The fiscal year of The St. Louis BMW Club shall be from January 1 through December 31.

### **Article VIII: Obligations and Indebtedness**

#### **Section 1: Authority to Incur Obligations and Expenditures**

Only the elected Officers or persons authorized by the Executive Board to act on behalf of the Club shall incur any obligation or make any expenditure in the name of the Club. All obligations incurred in accordance with the provisions of the bylaws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or Officer of the Club by reason of any such corporate obligation or liability.

No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or make any expenditure in the name of the Club in excess of \$25.00 without prior approval or a majority of the Executive Board, except for the following purposes:

- Printing, mailing, and postage of the Club's official publication, so long as they are within the budget approved by the Executive Board
- Stationary and postage for ordinary administrative use

#### **Section 2: Unauthorized Obligations and Expenditures**

No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or make any expenditure in the name of the Club which is not for the general benefit of the membership of the Club, nor shall the Executive Board approve the incurring of any such obligation or the making of any such expenditure.

#### **Section 3: Personal Liability for Unauthorized Obligation**

The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or member in contravention of these bylaws shall be an *ultra vires* act (in excess of chartered or statutory rights). The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligation or indebtedness which the Club may be required to pay.

#### **Section 4: Indebtedness**

No Officer, member or body of such persons may incur indebtedness in the name of the Club. No Officer, member or body of such may borrow or otherwise procure funds from the club for any matter not to the direct benefit of the membership of the Club.

#### **Section 5: Budgets**

All events and committees will operate within a budget approved by the Executive Board.

### **Article IX: Funds, Assets, and Properties**

#### **Section 1: Use of Funds, Assets, and Properties**

The funds, assets, and properties of the Club shall be used only for the purposes designated in Article II of these bylaws, and shall, in no case, be used for any private gain, personal gain, or political purposes.

#### **Section 2: Abolishment of the Club**

Upon abolishment of the Club, all remaining assets and monies will be turned over to a recognized charity or charity group as agreed upon by the Executive Board and follow the guidelines of BMW CCA.

## Article X: Amendment of Bylaws

The constitution and bylaws shall be amended by the following procedures:

- Any Officer or member may propose a change to the Executive Board during a regularly scheduled Board Meeting
- If a simple majority of the Executive Board approves, the Secretary shall have the proposal made available to members of the Club online. Ballots will be available and accepted via e-mail and/or other secure online format, and shall include a deadline for returning the ballot or vote within a time span no less than two weeks, nor more than two months
- If two-thirds of the responding membership agrees, the proposal will become part of the Club bylaws
- The Secretary will create and make the revised bylaws available to the Club members online

## Article XI: Committees and Appointments

The Executive Board may create such other committees at its pleasure, as it may see fit. The President, with the confirmation of the Executive Board, shall appoint the Chairperson and may, in like manner, dismiss or replace the chairpersons. Club committees can include, but are not limited to:

- Driving Events
- Gateway Tech
- Membership
- Newsletter
- Social Events
- Technical Advisor
- Driving School Instructors
- Advertising
- Detailing
- Legal

## Article XII: Meetings

### **Section 1: Monthly Meeting**

A monthly meeting will normally be held on the first Tuesday of each month, unless a change is approved by the Executive Board. All members will be advised of the time and place of such meeting.

### **Section 2: Annual Meeting**

During the December Holiday Party the Club shall announce the results of the elections of Officers of the Club and the executive Board for the following year. All members shall be advised of the Holiday Party at least ten (10) days in advance.

### **Section 3: Special Meetings**

Special meetings may be called by the President, a majority of the Executive Board, or ten percent (10%) of the full membership. All members shall be notified of such special meetings at least ten (10) days in advance, unless the meeting is called by the President.

### **Section 4: Conduct of Meetings**

Meetings shall be presided over by the President, and the Secretary shall maintain a record of the meetings. In the absence of the Secretary, the President shall appoint an Acting Secretary.

### **Section 5: Meetings of the Executive Board**

The Executive Board shall meet upon call of the President, to conduct business and plan the Club's regular meetings and activities, per Article V, Section 6.

## Article XIII: Event Organization

### **Section 1: Event Chairperson**

The President shall appoint, with the Executive Board's confirmation, Club members to be Event Chairpersons to assume responsibility for the conduct of scheduled Club events.

### **Section 2: Duties**

The event chairperson shall:

- plan and organize scheduled Club events, including recruiting Club members to assist in planning and executing the event
- present to the Executive Board, for approval, a budget for events, requiring an investment of Club funds
- purchase all supplies after approval of the Executive Board.

### **Section 3: National Office Checks**

Checks issued by the National Office to The St. Louis BMW Club will be deposited to the Club's account within 60 days of issue.

### **Section 4: Financial Statements**

The St. Louis BMW Club shall make available a financial statement to all its members at least once a year.