

NEW JERSEY CHAPTER BMW CCA BYLAWS

ARTICLE I—PURPOSES

Section 1. The purposes of this corporation are, to the extent permitted by law, to promote interest in the BMW automobile and in driving activities to encourage safe and skilled driving and to conduct classes, publish literature, and organize activities related to driving.

Section 2. The activities of this corporation shall not be conducted for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of any person having a personal or private interest in the activities of the corporation.

ARTICLE II—AFFILIATION

Section 1. This corporation is a subsidiary organization of the BMW Car Club of America Inc., a South Carolina corporation, and subscribes generally to the purposes and activities of that corporation.

Section 2. Notwithstanding the above, this corporation shall have complete freedom and discretion to carry on its activities as it sees fit, except as limited by its Certificate of Incorporation, its Bylaws, and by law.

ARTICLE III—MEMBERSHIP

Section 1. All persons owning BMW automobiles and all persons having an active interest in BMW automobiles are eligible for membership. Prospective members must make an application to the National office.

ARTICLE IV—ELECTIONS

Section 1. All members in good standing are eligible to hold office, to nominate candidates for office, and to vote for candidates for office.

Written notice of candidacy must be provided to the secretary by the date of the Chapter Executive Board Meeting preceding the election. The date will be announced to the membership at least one week prior to the board meeting.

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 newly elected board may appoint an eligible member to the position.

Section 2. The election of officers shall be by secret written ballot of the members in December. Officers elected will be installed as of January 1st following the election.

Section 3. If a vacancy occurs between election dates, the vacancy will be filled by a member appointed by a majority vote of the Executive Board.

Article V—OFFICERS

Section 1. There will be nine elected officers, including a President, Vice President, Director of Driving Events, Director of Social Events, Director of Communications, Secretary, Treasurer, and two Members-at-Large.

Section 2. The Executive Board shall be comprised of the elected officers of the Corporation, a Business Manager appointed by the elected officers, and two Members-at-Large appointed by the elected officers.

Section 3. All Executive Board members shall hold office for a period of one year.

Section 4. The officers shall have the following duties:

A. President. The President shall be the chief executive officer of the corporation and he/she shall preside at all meetings of the Executive 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 Executive Board, and he/she shall have general supervision of the affairs of the corporation.

B. The 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 Executive 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. Director of Driving Events. The Director of Driving Events, with the guidance of the Executive Board, is responsible for organizing, scheduling, and coordinating all Chapter driving events, including autocrosses, driving schools, rallies, and other events designated by the Executive Board. He/she is responsible for keeping a record of points accumulated by members in the Chapter's Championship Series.

D. Director of Social Events. The Director of Social Events, with the guidance of the Executive Board, is responsible for organizing and coordinating social activities of the Chapter, including banquets, picnics, and/or other activities agreed upon by the Executive Board.

E. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep Minutes of all Executive 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.

F. Treasurer. 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 account 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.

G. Members-at-Large. Members-at-Large will perform such duties as may be assigned them by the Executive Board.

H. Director of Communications. The Director of Communications will oversee and coordinate all communications to members, including information sent via a newsletter, the website, e-mail, social media posts, and/or other communications outlets that fit the Chapter's needs. The Director will select individuals to lead all communication outlets and will submit the names of these individuals to the executive board for approval.

I. Business Manager. The Business Manager manages relationships with chapter sponsors and advertisers and coordinates searches for new sponsors and advertisers. The Business Manager will be appointed by the newly elected board at its first meeting following the election.

Section 5. An officer may be removed with or without cause by a two-thirds vote of members participating in a special election, provided that notice of the proposed vote shall be given to all members in the manner provided by these Bylaws.

ARTICLE VI—MEETINGS

Section 1. Meetings of the Executive Board or the Corporation shall be called by the President or Executive board whenever necessary or suitable to the activities of the corporation.

Section 2. The Executive Board shall meet at such times as they may by majority vote determine, or at the call of the President.

Section 3. The Secretary, or his/her appointee, shall notify all members of every meeting of the corporation at least five days before the date of the meeting.

Section 4. One-half of the Executive Board members shall constitute a quorum at a meeting of the Executive Board.

Section 5. Robert's Rules of Order (Revised) shall be the parliamentary authority of the corporation.

Section 6. The executive board will set dates for the December election of officers and any other elections in which a vote of chapter members is needed.

ARTICLE VII—CORPORATE POWERS

Section 1. Except as otherwise provided herein, the Executive Board shall exercise all powers of management of the corporation.

Section 2. The Executive Board may appoint committees as it sees fit, and may delegate to the President the power to appoint committees.

Section 3. It shall be the policy of the Executive Board to consult the members on any matters concerning the general welfare and conduct of the corporation, but failure to do so shall not affect any action taken by the Executive Board.

ARTICLE VIII—PERSONAL LIABILITY

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

Section 2. The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, Director of Communications, Business Manager, Driver School Chairperson, and/or non-officers who serve as appointees, officials at Chapter events or functions and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action suit, or proceeding in which they are a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in any action, suit, or proceedings to be liable for own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE IX—AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds vote of participants in a special election called by the Executive Board for the purpose of revision. Notice of an election shall contain the subject matter of the proposed changes. The Executive Board may cause the Secretary to include such information in the notice to members.