

BMW CAR CLUB OF AMERICA, INCORPORATED BYLAWS

Article 1. Name

The Corporation name shall be the Roadrunner Chapter, BMW Car Club of America, Inc. (Hereafter referred to as "the Chapter.")

Article 2. Purpose

The Chapter adopts the mission and purpose of the BMW Car Club of America (hereafter referred to as "the BMW CCA"), insofar as permitted to a nonprofit corporation under Arizona Revised Statutes, "...to enhance the BMW ownership experience for members by providing publications, services, support, information, and activities that promote camaraderie and encourage social awareness and individual responsibility."

Article 3. Location

Meetings will be held at a location chosen by the President or the Executive Board of Directors. For Chapter correspondence, the mailing address shall be:

6501 E Greenway Pkwy #103-403 Scottsdale, AZ 85254

Article 4. Membership

Section 1. The Chapter membership shall be solely composed of aActive members of the BMW CCA National, with that have been assigned to the designation of Roadrunner Chapter.

Section 2. An active member may request the BMW CCA that a member of his or her immediate family, for a yearly charge designated by the Board of Directors BMW CCA, be granted associate membership. An associate member will not receive Club publications, however, the Executive Board may elect to distribute to Associate members Chapter publications or information at its discretion. An associate member shall be a voting member of the Club Chapter and eligible for all other Club BMW CCA and Chapter benefits.

Article 5. Code of Conduct

Section 1. Members of tThe Executive Board and the Voting Board will conduct itself themselves in a mature and fair manner allowing all Board members present to express his/her opinion(s) openly.

Section 2. Discussions and voting may be held via email or through a conference call representing a quorum through electronic responses or presence in a call. However,

if the conduct presented via emails or verbal communication is unwarranted and offensive, the matter will be tabled to a formal Executive Board meeting designated by the President.

Section 3. Standards of Conduct - 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.
- Personal responsibilities include:
 - Complying with all Club policies, rules, bylaws and minimum standards.
 - Maintaining appropriate behavior.
 - Not assisting others who are attempting to knowingly violate any policy, rule, bylaw or minimum standard, or are attempting to commit an unethical act.
 - Abiding by the rules of competition when participating in a competitive event.
 - When acting in an official capacity and representing BMW CCA, its programs or its chapters, members are responsible to accomplish their volunteered duties in accordance with the following standards:
 - Make certain the organization is operating legally.
 - Take precautions to minimize or eliminate risk, especially with regard to individual safety, property protection, and legal liability. Act so as to safeguard organization assets.

Section ~~34~~. Upon request of any member at a meeting, Robert's Rules of Order shall be used in the conduct of any meeting.

Article 6. Officers and Appointed Staff

Section 1. Executive Board - The ~~Corporation Chapter~~ shall have an Executive Board composed of the President, Vice President, Treasurer, and Secretary ~~of whom shall be members of the Board of Directors (hereinafter referred to as the "Executive Board")~~. The position of Treasurer shall be filled by a member with the appropriate accounting or finance education or experience.

Section 2. Voting - The ~~Corporation Chapter~~ shall have a Voting Board composed of the members of the Executive Board as well as appointed officers such as an President, Vice President, Treasurer, Secretary, Activities Director, Membership Chairperson, Event Coordinator(s), Webmaster, Newsletter Editor, Social Media Champion, and as well as no more than three Members-At-Large; each of whom shall be ~~members~~ entitled to vote on particular matters. ~~(hereinafter referred to as the "Voting Board")~~. The Executive Board members may vote on all issues. All other members of the Voting Board may vote only on issues directly related to their respective programs or responsibilities. The board will strive to act by consensus whenever possible.

Section 3. Term - All officers shall hold office for a period of two years, or the period of time which exists between one annual meeting and the one approximately two years later.

Section 4. Election - The President, Vice President, Treasurer, and Secretary shall be elected by the Membership. Any other officers determined necessary or desirable by the Executive Board may be ~~elected~~appointed by the members of the Executive Board. No more than two (2) offices may be held by the same person. Except as otherwise provided by law or by these Bylaws, all officers shall hold office until the annual meeting of the Membership or until their respective successors are chosen and qualified. In the event that a member of the Executive Board holds more than one voting position, that person will have only a single vote.

Section 5. Resignation and Removal - Any officer may resign by delivering a written resignation to the Chapter at its principal address or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at an identified later time. The Executive Board may remove any officer with or without cause by a vote of a majority of the members of the Executive Board then in office.

Section 6. Appointed ~~Positions-Officers~~ - The appointed ~~positions-officers~~ shall have the responsibility to represent the Chapter Membership to the Executive Board, and may perform such other duties as may be assigned by the Executive Board from time to time.

Section 7. Members of the Executive Board and of the Voting Board shall confirm in writing, upon request by a member of the Executive Board, their commitment to preserving the confidentiality of Chapter discussions and of Member information as well as the custody, preservation and control of Chapter assets. Confirmations will be in the form approved from time to time by the eExecutive Board.

Section 8. Email accounts - Members of the Executive Board and of the Voting Board may be provided with email accounts to enable them to conduct Chapter business. Such Chapter email accounts shall be used exclusively to conduct Chapter business and shall not be used for any other purpose. Personal or business email accounts shall not be used for Chapter business.

Article 7. Quorum

Section 1. At any general or special meeting of the ~~members~~Membership, the presence (in person or by proxy) of the following shall constitute a quorum: a majority of the Voting Board present (in person or by proxy). In the event of a tie vote by the membership, the then-acting president shall cast an additional deciding vote.

Article 8. Elections

Section 1. Any member may nominate a member in good standing to be a member of the Executive Board by submitting a written nomination with both membership numbers, countersigned by the nominee, providing that person meets the qualifications set forth elsewhere herein. Nominees for Regional Offices and those nominating them must reside and be a chapter member in that region.

Section 2. The Executive Board may appoint a nominating committee (consisting of voting members) that may nominate any candidates for office. All nominees for office must have been members in good standing for at least six months prior to the annual meeting and must demonstrate to the Executive Board or the nominating committee compliance with the qualifications set forth elsewhere herein.

Section 3. Candidates for President must have prior service of at least one year as a member of the Executive Board ~~of Directors~~ in order to be eligible to serve as President.

Section 4. No director or candidate for the ~~Executive board~~ Board of directors may hold a ~~concurrent~~ fulltime position with the BMW CCA national office or as Roundel managing editor, editor-in-chief, Roundel art director and/or art director's staff, Roundel advertising manager and/or advertising manager's staff, or be an employee of BMW AG or any of its subsidiaries.

Section 5. Election of ~~Executive Board members~~ officers will be held by secret ballot to be ratified at the annual meeting. Ballots will be distributed by any of several methods, including but not limited to the US Postal Service, e-mail, or other electronic means, to the membership at least 45 days prior to date of the annual meeting. Ballots returned by mail or by electronic means, as specified on the ballot, must be received at the designated location no later than the date specified. If, when the final election tabulations are made, there exists a tie, ballots for any tied elections will be counted daily until the tie is broken for up to an additional four business days. If a tie still exists, all candidates tied for the lead will be invited to attend the Annual Meeting to witness a coin toss to determine the winner. Challenges to election results must be filed in writing with the Chapter within seven (7) days of posting of the official results.

Section 6. If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Executive Board ~~of Directors~~. The Executive Board ~~of Directors~~ may, at its discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office. Non-contested elections shall not require election by the Mmembership.

Section 7. The voting member's primary place of residency listed in the BMW CCA ~~National Office~~ membership records ~~will~~ shall establish the voting address for purposes of national elections.

Article 9. Membership and Activities

Section 1. Fiscal Year - Except as from time to time otherwise determined by the Executive Board, the fiscal year of the Chapter shall begin on the 1st day of January and end on the 31st day of December of each year.

Section 2. No Members -The Chapter shall have no members. No person now or hereafter designated by the Chapter as membership ("Membership") for any purpose shall be deemed to be a member. Members and associate members as defined by the ~~national organization BMW Car Club of America, Inc.CCA~~ who have been assigned to the Roadrunner Chapter are the Membership entitled to vote and hold office with equal rights in the Roadrunner Chapter, to attend any general meeting and all other benefits of membership. Members (as defined by BMW ~~Car Club of America, Inc.CCA~~ Bylaws) assigned to the Roadrunner Chapter shall be governed by these bylaws.

Section 3. Definition of Good Standing - A member shall be deemed to be in "good standing" if that member is not in arrears of ~~yearly-any~~ dues with ~~the~~ BMW ~~NationalCCA~~, ~~not~~ in default for non-payment ~~of for~~ a Chapter activity, and who has not voluntarily withdrawn from membership, nor has been excluded from membership, a Voting Board position, or an Executive Board position.

Section 4. Any active member or associate member of the ~~Roadrunner~~ Chapter may have his or her Membership revoked by unanimous vote of the Executive Board for cause. The member in question will be contacted by certified mail and/or email and notified of the time and place of the next meeting of the Executive Board. At that time, the member will have the opportunity to respond to the Executive Board's statement of cause before the Executive Board votes on the matter. Determinations by the Executive Board shall be final.

Section 5. Management - The business and property of the Chapter shall be managed by the Executive Board who may exercise all the powers of the Chapter.

Section 6. General Membership Meetings - Meetings of the Membership shall be held ~~monthly~~ quarterly on a date and at a place scheduled and set by the Executive Board. Notice of a ~~monthly~~ quarterly meeting setting forth the date, time and place shall be published in the Chapter newsletter and via Chapter electronic media, such as a web site or electronic mailing list, at least one month in advance of the meeting. However, meetings may be cancelled as determined by the Board if it is deemed appropriate.

Article 10. Chapter events

Section 1. Selection of events - From time to time the Executive Board shall authorize events that are expected to further the Chapter's objectives to enhance the BMW ownership experience. Such events may include fun runs, track events, technical

presentations, and social events such as dinners, breakfasts, coffee meets and charity fundraisers.

Section 2. Limitation of commercial messages – Commercial messages shall be limited in duration and relevant to the event. Where an event is a presentation by a BMW servicer or a vendor of products used on BMWs then the commercial messages may be more extensive than at other events. Otherwise commercial messages shall be limited to a brief acknowledgment of, for example, a sponsorship received. Waivers from this policy can only be made by the Executive Board after a formal written request.

Article ~~10~~11. Governance

Section 1. Powers - The business and property of the Chapter shall be managed by the a board (~~“Executive Board.”~~) who may exercise all the powers of the Chapter.

Section 2. Election and Appointment - The elected members of the Executive Board as detailed in Article 6, Section 1 shall be elected to the Executive Board at the a fourth quarterly general meeting of the Membership or by mail on the via official ballots distributed by Chapter electronic media such as a web site or electronic mailing list. Completed ballots must be received by the Chapter postmarked on or before the date specified on the ballot ballot. All duly-elected members of the Executive Board shall be installed on January 1st at the Annual Meeting following their election and hold office for two years from that date or until their respective successors are chosen and qualified. Any vacancy in the board may be filled by appointment of the President and the approval of a majority of the members of the Executive Board then in office. Should the Presidency become vacant, the Executive Board shall appoint a President for the remainder of the term by majority vote.

Section 3. The Appointed Directors of the Executive Board as detailed shall be nominated and approved by affirmative majority vote of the Elected Executive Board. Each Appointed Director shall have one vote on the Executive Board and shall have other powers and perform such other duties as the Executive Board shall from time to time designate.

Section 4. Resignation and Removal - Any member of the Executive Board may resign by delivering a written resignation to the Chapter at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any member of the Executive Board may be removed from office with or without cause by the affirmative vote of a majority of the Executive Board then in office.

Section 5. Annual Meeting -- The A Chapter annual meeting of the Executive Board of the Chapter shall be held in in the period of March February through May. If the annual meeting is not held on during such date period, a special meeting in lieu of an annual

meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time and place of any such meeting shall be mailed and/or emailed to all Chapter members ~~of the Executive Board~~ not less than seven (7) days prior to the date of the annual meeting.

Section 6. ~~Regular Executive~~ Board Meetings - ~~Regular m~~Meetings of the Executive Board may be held without general call or notice at such places and times as the Executive Board may from time to time determine, provided that any member of the Executive Board who is absent when such determination is made shall be given notice thereof. Regular Meetings shall be open to attendance by the general Membership as the Executive Board provides. These members may make comments or present proposals to the Executive Board at the discretion of the Executive Board. Regular Meetings or portions thereof may be declared closed to the general Membership by the Executive Board without prior notice.

Section 7. ~~Special Voting Board~~ Meetings - ~~Special M~~meetings of the ~~Executive Voting~~ Board may be held at any time and place designated ~~in a call~~ by the President, the Treasurer or two or more members of the Executive Board. Notice of all special meetings of the ~~Voting Executive~~ Board shall be given to each member of the Voting Executive Board by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by one of the ~~officer of one of the~~ members of the Executive Board calling the meeting. Such notice shall be given to each member of the Voting Executive Board in person or by telephone or by electronic means sent to each such member ~~of the Executive Board's business or home address~~ at least twenty four (24) hours in advance of the meeting, or if by mail ~~addressed to such business or home address and postmarked~~ at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any member of the Voting Executive Board who, either before or after the meeting, delivers a written waiver of notice, executed by that member ~~of the Executive Board~~, which is filed with the records of the meeting; or (ii) to any member ~~of the Executive Board~~ who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice of waiver of notice need not specify the purpose of any special meeting ~~unless such purpose is the removal of a member of the Executive Board or an officer.~~

Section 8. Action at Meetings – Three (3) of the members of the Executive Board then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Section 9. Action by Consent - Any action by the Executive Board or any committee may be taken without a meeting if a written consent thereto is signed by all members of the Executive Board or all the members of the applicable committees and filed with the records of the meetings of the Executive Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10. Non-Voting Staff - The Executive Board may appoint non-voting staff to support the aims and activities of the Chapter for such terms and may assign such responsibilities, duties, and privileges as the Executive Board may determine. Persons appointed as staff members shall not be members of the Executive Board for the purposes of these Bylaws and shall have no votes at any meetings of the Executive Board.

Section 11. Committees - The Executive Board may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Chapter, and may delegate such powers and duties thereto as the Executive Board may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

Section 12. Electronic Voting - The Executive Board may take action via electronic means, including electronic mail. The Secretary shall record the results of such votes and shall append them to the next ~~published-Executive~~ Board Meeting minutes.

Article 11. Miscellaneous Provisions

Section 1. Execution of Instruments - All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the Chapter on its behalf shall be signed by the President or the Treasurer except as the Executive Board may generally or in particular cases otherwise determine.

Section 2. Voting of Securities - Except as the Executive Board may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this Chapter at any meeting of stockholders of any other Chapter, the securities of which may be held by this Chapter.

Section 3. Corporate Records - The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of incorporators and members of the Executive Board shall be kept at a designated office of the Chapter or with the Secretary, but such corporate records need not all be kept in the same office. Books, accounts, documents, and records of the Chapter shall be open to inspection by any member of the Executive Board upon request. Members requesting to view such records must submit a written request to the Chapter address. This request will be voted upon at the earliest Board Meeting following physical receipt of the request. Delivery to the mailbox does not constitute receipt. Only actual and physical review of the written request by a Board member is considered receipt.

Section 4. Definitions - All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Chapter as amended and in effect from time to time.

Section 5. Corporate Funds - The President, ~~and~~ Vice-President or Treasurer may spend up to a maximum of ~~\$300~~ 500 on a non-budgeted item without Executive Board approval, but must report the expenditure by the next Executive Board meeting. No other member may make any expenditure on a non-budgeted item without Executive Board approval.

Section 6. Maintenance of records - The records of the Chapter shall be maintained by the individuals designated by the Executive Board. Such records may be in printed or electronic form. Copies shall have the same effect as originals. Members shall be responsible for ensuring the accuracy of the information maintained by the BMW CCA regarding their membership, including, but not limited to, mailing and email addresses.

Article 12. Amendment of Bylaws

Section 1. These Bylaws may at any time be amended or repealed, in whole or in part, by a vote of a two-thirds majority of the Executive Board.

Section 2. Any edits must be posted to the Membership indicating all red-lined corrections denoting all changes to current Bylaws.