

**LONE STAR CHAPTER
BMW CAR CLUB OF AMERICA, INC.
BY LAWS**

ARTICLE ONE

NAME

Lone Star Chapter, BMW Car Club of America, Inc. (Referred to hereinafter as the Club).

ARTICLE TWO

PURPOSE

The Club shall exist to provide for association of its members as a non-profit organization under the laws of the State of Texas and the United States of America in activities the members deem appropriate to further their collective interests, including but not limited to activities to enhance their enjoyment of and disseminate knowledge pertinent to ownership, operation, repair, maintenance, and modification of BMW automobiles.

ARTICLE THREE

LOCATION

Meetings shall be held at places selected by the Board of Directors. The Address of the Club shall be:
Box 11436
Ft. Worth, TX 76110

ARTICLE FOUR

MEMBERSHIP

Section 1. Members and associate members of the BMW Car Club of America, Inc., who are in good standing with the BMW Car Club of America, Inc., and who reside or maintain their mailing address within the geographic limits of the Club as defined by the BMW Car Club of America, Inc., shall be members of the Club unless the option to withdraw according to policy of the National Club is exercised. Any member or associate member of the BMW Car Club of America, Inc., not geographically eligible may join the Club by paying a fee set by, and upon acceptance of application by, the Board of Directors of the Club.

Section 2. When recognized by the Board of Directors as having a substantial coincidence of interests with the membership, any person may, upon payment of a fee set by such Board, be accepted as a full member of the Club.

Section 3. The Board of Directors may designate Honorary Members of the Club.

ARTICLE FIVE

OFFICERS

Section 1. A President, Vice President, Secretary, and Treasurer shall be elected annually from the membership. **The fifth voting Board member (Officer at Large) shall be elected by the duly appointed volunteers from within their ranks.** These **five** elected Officers shall appoint other members as officers with titles, responsibilities, and specific duties deemed appropriate to conduct activities for the Club.

Section 2. The **five** elected officers shall comprise the Board of Directors, hereinafter referred to as the Board, with responsibility for all activities of the Club except that a decision to dissolve the corporation or to disband the Club is reserved to the full membership and shall be made only by written ballot.

Section 3. Decisions of the Board shall be made by voting with each **of the five elected Board** members having one vote on each question considered. A simple majority from a quorum of three or more Directors shall decide any question within the authority of the Board other than the removal from office of a member of the Board or submission

of an amendment of these By Laws to the membership.

Section 4. An appointed officer may be removed from office by a majority of the full Board. An elected officer may be removed from office only by a unanimous vote of all other members of the Board or by a recall election petitioned for by not less than twenty percent of the members of the Club.

Section 5. Should an elected officer position become vacant, the Board may appoint a member of the Club or call for an election to fill the vacancy.

Section 6. DUTIES OF OFFICERS

PRESIDENT. To prepare the agenda for and preside over all meetings except committee meetings, act as an ex-officio member of all committees except nominating committees, execute documents in the name of the Club as authorized by the Board, sign Club checks when necessary in the absence of the Treasurer, submit Club reports requested by the National Office or Zone Governor or required by law, appoint committees as authorized by the Board, and assign temporary duties commensurate with their offices to other officers of the Club.

VICE PRESIDENT~ To assume the duties of the President when the President is absent or requests such assumption, to maintain the Club Policy file, and to develop and maintain the Club Calendar of Events for planning purposes and publication in the Club newsletter.

SECRETARY To maintain an up-to-date list of members, to provide periodically or as required a current address list on mailing labels for the Club newsletter or other purposes approved by the Board, to provide current telephone lists when required and approved by the Board, and to record and preserve for use as may be required minutes of all Club meetings and Board meetings.

TREASURER: To establish, preserve, and post on a timely basis all necessary financial records of the corporation, to include all documents obligating the Club financially, to receive, deposit, and disburse monies and maintain records of all such transactions, to provide regular financial reports to the membership, to prepare financial reports for transmission to the National Office or the Zone Governor as may be requested, and to advise the Board on financial matters and considerations.

OFFICER AT LARGE: To represent the opinions of the non-voting board members (volunteers).

ALL OFFICERS: To read and become familiar with these By Laws, the Club Policy file, and the BMW Car Club of America, Inc., Operations Manual as soon as feasible after assuming office.

ARTICLE SIX

ELECTIONS

Section 1. Elections of officers shall be conducted annually at a general membership meeting, normally within the last 90 days of the calendar year.

Section 2. A Nominations Committee appointed by the Board shall provide a slate of candidates for the elected officer position in time to permit orderly preparation of a ballot including the candidates' names and other material deemed appropriate by the Board.

Section 3. Ballots shall be counted at a scheduled General Meeting at which nominations may be made from the floor. Candidates must be members and declare willingness to perform the duties of the office for which nominated, as must floor nominees, before being certified eligible for election. Ties shall be resolved by a coin toss. Election results shall be certified promptly and the newly elected officers installed at once.

Section 4. Position of the elected volunteer representative (Officer at Large) and appointive officer positions shall be

filled by the newly elected Board without undue delay.

ARTICLE SEVEN

MEETINGS

The membership shall be notified in advance of all General Meetings and regularly scheduled Board and Monthly Meetings. Any member may attend and participate directly in any meeting. The parliamentary authority for all meetings shall be *Robert's Rules of Order*.

ARTICLE EIGHT

CORPORATION POWERS

Except as provided otherwise herein, the Board shall exercise all powers of management of the Club directly or through one or more committees or through individual officers as the Board may direct by resolution adopted by a majority of the directors in office. It shall be the policy of the Club for the Board to seek diligently and with reasonable frequency to ascertain the views of the membership concerning management and activities of the Club.

ARTICLE NINE

PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having claim against the Board or the Club, shall look only to the funds and property of the Club for the payment of any debt, damages, or judgment that may become due and payable from the Club or the Board so that neither the members of the Club nor the officers are personally liable therefor.

ARTICLE TEN

AMENDMENTS

Proposed amendments shall be submitted to the membership in written ballot format pursuant to a vote of the entire Board, except that the Club address may be changed by a routine vote of a quorum of the Board.