

Thank you for taking the time to vote regarding these By-law proposed changes. The board has had a few discussions regarding the voting procedures and BMW CCA has provided some guidance on how to execute voting within our chapters. As we reviewed the current By-laws, we saw some other areas of improvement – more closely identifying the chapter with the national organization while maintaining our independent nature but also stating how we will a collective set of rules that govern the chapters (think of this like a franchise model).

Below are 8 proposals to various parts of our by-laws that the board is presenting to the body for a vote. You are asked to “Approve” or “Decline” the following changes.

**Proposal 1: Article Two: Purpose.** The board proposed adding “, a charter of the BMW Car Club of America (also referred to as National Club),” to clarify the chapter is a charter of a larger organization.

Final Text:

#### **ARTICLE TWO: PURPOSE**

The Club, [a charter of the BMW Car Club of America \(also referred to as National Club\)](#), 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.

#### **Proposal 2: Creation of Article Two-B: Operating Guidelines**

Our current By-Laws do not establish any policies and procedures. The National Club does provide guidelines and operating rules that we must follow. This proposal clarifies that requirement.

Proposed Text:

#### **ARTICLE TWO-B: OPERATING GUIDELINES**

[As a charter of the National Club, and to remain affiliated with the National Club, the Club is required to follow the \*Operation’s Manual\*, Section 6, Chapters and Chapter Operations of the most current revision.](#)

#### **Proposal 3: Article Five: Officers, Section 1 – clarifying odd vs even election years**

There has been confusion on the wording of when the “odd” vs “even” officer positions are to be elected. Here is the proposed text with the change underlined:

**Section 1.** A President, Vice President, Secretary, and Treasurer shall be **elected** from the membership, with President and Secretary on **odd-numbered** [\(example, 2025 is the election year for President and Secretary\)](#) years and Vice President and Treasurer elected on **even-numbered** [\(ex, 2026\)](#) years.

**Proposal 4: Section 6: Duties of Officers**

The National Club has requested a statement to be added to all chapter by-laws requiring the position of President and Treasurer to not be of the same immediate family for financial control reasons. To that end, we propose adding the following text after the section header and before the position of President:

[National Club's Operations Manual, Section 6.6 \(as of 9/2025\), "Immediate Family member's, ie spouses, partners, significant others, or living in the same household may not serve concurrently as a voting member of the same chapter, in the positions of President and Treasurer, as this is a conflict of interest."](#) In addition to those duties laid out in the operations manual:

The change also identifies that there may be duties listed at the national level that are not currently listed/assigned within our by-laws and provides an additional mechanism for each elected officer to understand their duties.

**Proposal 5: Article Six: Elections, Section 1 – Replace with statement National Club will administer the elections**

This is the primary update we have been working toward – the fair election process for our members. The National Club has requested that all elections be administered through their systems and processes – which can include mail-in ballots and validates current membership.

Old Text:

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

New Text:

[Elections will occur on the last 30 days of the year and be administered by the National Club \(Section 6.6 of Operations Manual\).](#)

**Proposal 6: Article Six, Section 3 – Removal of last-minute nominations**

This section identified that ballots are counted on the floor of a scheduled general meeting – since the required process to execute the election utilizes a national election process, write in

candidates will need to follow the national guidelines. Proposed updated Section 3 (with the removed text in strike-through):

**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.

#### **Proposal 7: Article Seven – Meetings – Creation of an Executive Session**

Our current meetings are open to all members for all topics, but the board is requesting the ability to have an executive session to cover sensitive topics. One example is if the board needed to consider disciplinary action against a member (ex: someone on Facebook targeted a member due to free speech and stated we needed to fire that member). During such a discussion, names and reputations could be affected.

Old text: “Any member may attend and participate directly in any meeting.”

Modified: “Any member may attend and participate directly in **the business portion of** any meeting **but may be excluded from an executive session.**”

#### **Proposal 8: Article Seven – Meetings – Creation of a Proxy method**

There are 5 elected positions for the Lone Star Chapter board but there are an additional 5-8 board positions covering our various activities. For the elected positions, we would like to add the ability for that person to provide their voice in their absence.

Proposed addition:

**A proxy vote by an elected member requires voting details to be consistent and immutable with two other board members present.**