

Bylaws of the Kansas City BMW Club

The Kansas City BMW Club, a chapter of the BMW Car Club of America, Inc., is incorporated as a not-for-profit corporation in the State of Kansas. The Bylaws were approved by a majority of the voting members, as tallied during the Annual Meeting on January 10, 1998. An amendment to change terms from 1 year to 2 years was ratified on February 4, 2017.

ARTICLE 1. NAME

Kansas City BMW Club. The Kansas City BMW Club is incorporated under the laws of the State of Kansas as a tax-exempt, nonprofit organization.

ARTICLE 2. PURPOSE

Insofar as permitted to corporations under the laws of the State of Kansas, without profit, to promote interest in motoring, touring activities, and to encourage safe and skillful driving through classes, publications, and activities related to motor touring, including the purchase, rental, and leasing of all kinds of property, real and mixed for carrying out such activities.

ARTICLE 3. LOCATION

Meetings will be held at a location chosen by the President or the Board. For corporate matters, the registered office in Kansas is 12309 Horton, Overland Park, Kansas 66209

ARTICLE 4. MEMBERSHIP

Section 1. Membership is limited to anyone interested in BMW automobiles. Persons desiring membership must apply to BMW Car Club of America, Inc. National Office.

Section 2. If a two-thirds majority of the Board deems that a member or associate member has demonstrated actions that are not in the best interests of the Kansas City BMW Club, the President will petition the BMW CCA National Board to remove the member from the Kansas City BMW Club. Said petition may or may not include a recommendation that the National Board consider expulsion of said member from BMW CCA.

ARTICLE 5. ELECTIONS

Section 1. Members may nominate a member in good standing for office by notifying a Board member verbally, in writing, or electronically. The Board will consolidate nominations and place them on the ballot after confirming with nominees that they agree to run for and serve in office. In the event the membership at large fails to nominate candidates for one or more office, the Board shall constitute itself as a nominating committee and develop a slate of candidates to present to the membership for election.

Section 2. Election of officers will be held by secret ballot, which will be tallied at the annual meeting. Ballots must be mailed to the membership at least 21 days prior to the date of the annual meeting. Ballots may be returned by mail prior to the date specified, or brought to the annual meeting personally by the voting member.

Section 3. If a vacancy occurs between elections, the vacancy shall be filled by a member appointed by the Board. The Board 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.

ARTICLE 6. OFFICERS

Section 1. The Corporation shall have as elected officers a President, Vice President, Secretary, Treasurer, and not fewer than four board members-at-large. The number of members-at-large shall be determined by the Board prior to each nominating period.

Section 2. The President, with approval of a majority of the Board, may appoint the Newsletter Editor and Driving Events Coordinator, who will have all the rights and privileges of Board members-at-large.

Section 3. The Board will consist of all elected officers, members-at-large, and the Newsletter Editor and Driving Events Coordinator.

Section 4. Officers and Board members shall hold office for a period of two years that shall run from the time election results are tallied and announced, until the time the subsequent election results are tallied and announced, or for the period of time which exists between successive annual meeting dates.

Section 5. Any officer shall have the right to resign by submitting a resignation in writing to the Board.

Section 6. Elected officials' duties and responsibilities.

A. The **President** shall officiate at all meetings and supervise the affairs of the corporation.

B. The **Vice President** shall officiate at all meetings in the absence of the President. In the event the President is unable, through absence or incapacitation, to fulfill the position's duties, the Vice President shall perform the duties of the President.

C. The **Secretary** shall maintain minutes of all meetings and perform other duties as assigned by the Board.

D. The **Treasurer** will have custody of the funds and maintain the financial accountings of the

corporation, present the financial report at Board meetings, and submit annual financial reports as required to federal, state, and BMW CCA, Inc. offices. No person shall incur an obligation to, or commit the credit of the Kansas City BMW Club, except as specifically authorized by the Board.

E. Members-at-Large of the Board will assist in developing policy, supervise the planning and execution of specific club activities, and vote as required on all matters requiring Board approval.

Section 7. An officer may be removed with cause by a two-thirds vote of the Board at a duly designated meeting, after thirty days advance written notice of reasons for removal.

ARTICLE 7. MEETINGS

Section 1. Except as otherwise provided, meetings will be called by the President or Board when necessary or suitable to the activities of the Club. The Board shall meet at such times as they may by vote determine, or at the call of the President.

Section 2. All members will be notified of all general meetings of the Corporation by posting a notice in the newsletter, or mailing a separate written notice to each member at least five days before meeting time

Section 3. For the purpose of a general meeting, fifteen voting members shall constitute a quorum. For the purpose of a Board meetings, 50 percent of the elected and appointed officials shall constitute a quorum.

Section 4. Roberts Rules of Order shall be the Parliamentary authority of the Kansas City BMW Club

ARTICLE 8. CORPORATION POWERS

Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation. The Board may appoint committees as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint any committee. It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

ARTICLE 9. PERSONAL LIABILITY

All persons or corporations extending credit to, contracting with, or having any claim against, the Club or Board, shall look only to the funds and the property of the Club 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 Club or the Board so that neither the members of the Club nor its Board are personally liable therefore.

ARTICLE 10. AMENDMENTS

An amendment to these bylaws may be proposed to the membership by: a) a three-fourths vote of the Board at any time; or b) any two or more voting members if their proposed amendment carries a regular Board meeting by a two-thirds vote of the Board members present. In either case the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment by a two-thirds vote of the voting members returning ballots within 45 days of the mailing of such notice. No amendment shall become effective until approved by the membership.

ARTICLE 11. DISSOLUTION OF THE CORPORATION

Upon dissolution of the corporation, none of its properties or funds will benefit any non-charitable organization or purpose. Notice of intent to dissolve will be provided to the membership and BMW CCA, Inc. at least thirty days prior to the date of dissolution.