

ALLEGHENY CHAPTER BY-LAWS Updated

7/31/16

ARTICLE 1 – NAME The name of the corporation is Allegheny Chapter, BMW Car Club of America, Incorporated. (Hereinafter referred to as the “club”)

ARTICLE 2 – PURPOSE Insofar as permitted to corporations incorporated under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania, the purpose is 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 Board of Directors. For corporate matters, the address of the club shall be the Post Office Box listed on the chapter website.

ARTICLE 4 – MEMBERSHIP SECTION 1. Members of the Allegheny Chapter are limited to members of the BMW CAR CLUB OF AMERICA, INCORPORATED, who are assigned to the Allegheny Chapter by the BMW CCA, INC.

SECTION 2. Any member may be removed for non-payment of dues or action determined to be detrimental to the club by a 2/3 vote of the Directors.

ARTICLE 5 – ELECTIONS SECTION 1. Any member may nominate a member in good standing by submitting a petition, in writing, countersigned by the nominee. Nominating petitions may be

submitted via e-mail with one message from the nominator and an acceptance message from the nominee. All nominees for office must have been members in good standing for at least six months prior to the annual meeting. All nominations are to be submitted to the Election Secretary.

SECTION 2. The Board of Directors will appoint an Election Secretary to officiate the election. All nominations will be presented to the Election Secretary. The Election Secretary will provide a listing of all nominees to the membership via the Chapter website, the Chapter newsletter, and e-mail at least 30 days prior to the Annual meeting. Nominees will provide the Election Secretary a Candidacy Statement of not more than 250 words to be included with this listing. Ballots will be distributed to the membership via the Chapter website, the Chapter newsletter and e-mail with the listing of all nominees; the ballots are to be returned to the Election Secretary by the date specified on the ballot. Each ballot must contain the membership number of the voting member; ballots will not be accepted after the date specified by the Election Secretary.

SECTION 3. The Election Secretary will announce the results of the election at the Annual Meeting, based on ballots that have been received by the date specified.

SECTION 4. If a vacancy occurs between elections, the vacancy shall be filled by a voting member appointed by the Board of Directors. The 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.

SECTION 5. In those elections where there is only one candidate for each and every position covered by the election, the Board of Directors need not follow the provisions of Section 2 above. In such case, the Board of Directors shall announce the names of the candidates running for office without opposition on the Chapter website and in the Chapter

newsletter; voting need not be required. The Election Secretary will ratify the election of the candidates at the annual meeting.

SECTION 6. A member may hold only one concurrent Board position.

ARTICLE 6 – OFFICERS SECTION 1. The Club shall have a President, Vice-President, Secretary, Treasurer, Social Director and two Officers-at-Large, all of whom shall be members of the Board of Directors. The elected officers shall appoint members to serve as coordinators for the newsletter, website, competitive events, technical events and membership as necessary.

SECTION 2. All Officers shall hold office for a period of one year, or the period of time that exists between successive annual meeting dates.

SECTION 3. Any Officer shall have the right to resign by submitting his resignation in writing to the Board of Directors.

SECTION 4. The President shall officiate at all meetings. The Vice-President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meeting, carry on correspondence, keep all current Club records, and perform other duties as assigned by the Board of Directors. The Board may appoint members to assist the Secretary as needed. The Treasurer shall be responsible for all funds, making expenditures which are authorized by the Board and is required to submit a financial report at the annual meeting. No person shall incur an obligation to, nor commit the credit of the Club, except as specifically authorized by the Board. The Officers-at-Large shall perform such duties as deemed necessary by the Board.

SECTION 5. A motion for removal of an officer must be made at a regular meeting at least one month prior to a vote on said motion. An officer may be removed by a 2/3 vote of the members' present, plus those voting by absentee ballot.

SECTION 6. The Board may appoint the Past President as a non-voting

member of the Board for a term of one year.

ARTICLE 7 – MEETINGS SECTION 1. Except as otherwise provided, general meetings will be called by the President or Board when necessary. A quorum shall be at least 4 Board members; a Board member is considered present either in person or via conference call. A meeting or event will be conducted every month. Membership will be notified of meetings/events via the Chapter website, newsletter or e-mail at least five days prior to the meeting. . SECTION 2. The Board shall meet as deemed necessary by the President. A quorum shall be at least 4 Board members.

SECTION 3. The annual/election meeting shall be held within the first three months of the year. In the event the annual meeting must be postponed, it will be held as close to the prescribed time as possible.

ARTICLE 8 – CORPORATION POWERS Section 1. Except as herein provided, the Board shall exercise all powers of management of the corporation.

SECTION 2. The Board may name an activities committee as it sees fit, or may act as a committee of the whole. All committee members must be members of the Club.

SECTION 3. It shall be the policy of the Board to consult the members on any matters involving general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

ARTICLE 9 – DUES SECTION 1. Dues are paid to the Chapter by the BMW Car Club of America, Inc on the behalf of each member.

ARTICLE 10 – PERSONAL LIABILITY SECTION 1. All persons or corporations extending credit to, contracting with, or having

any claim against the Club or Board shall only look to the funds and property of the Club for payment of any debt, damages, 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 11 – AMENDMENTS SECTION 1. These By Laws may be amended by:

- . 1) a 2/3 vote of the members present at any meeting plus those members voting by absentee ballot. Notification of the proposed amendments and an explanation of the subject shall be sent to the membership at least one month prior to the voting date; or
- . 2) a 3/4 vote of the Board of Directors at any time.

ARTICLE 12 - ADDITIONS

SECTION 1. For any situation not specifically addressed by the Chapter By-Laws, the Chapter will refer to BMW CCA National By-Laws for resolution

The Members of the Board approve these By-Laws:

President

George Supter

Vice President

Brett C. S.A.

Secretary

Marianne Nelson

Treasurer

Shelene Spouse

Member at Large

T. "Rudi" Flavin