

BYLAWS OF THE BMW CAR CLUB OF AMERICA NEW MEXICO CHAPTER

Article I: Name

This club shall be known as the BMW Car Club of America New Mexico Chapter (the “Chapter”). The club is a chapter of the BMW Car Club of America, Inc. (“BMW CCA”)

Article II: Objectives

The objectives of the Chapter shall be as follows:

- organizing and presenting events for the enjoyment of BMW and MINI automobile owners and enthusiasts, including social meetings, educational sessions, and driving tours,
- providing opportunities for members to learn about BMW and MINI automobiles,
- promoting the enjoyment of owning BMW and MINI automobiles,
- facilitating the exchange of technical information about BMW and MINI automobiles,
- promoting driver safety,
- maintaining mutually beneficial relationships with other organizations, including but not limited to BMW and MINI dealers, those providing services for BMW and MINI automobiles, and other car clubs,
- operating in accordance with the Operations Manual of BMW CCA (the “Operations Manual”), as the same may be in effect from time to time.

The Chapter shall be maintained and operated on a non-profit basis, and shall not engage in political activities.

Article III: Membership

Section 1: Membership

Membership in the Chapter shall be open to any person who has been accepted by BMW CCA as a member or associate member in good standing and who either resides within the region assigned to the Chapter by BMW CCA or is otherwise assigned to the Chapter by BMW CCA. As used herein, “member” shall refer to both members and associate members unless otherwise specifically indicated.

Section 2: Rights and Responsibilities

Members are entitled to vote and hold office in the Chapter, to attend any Chapter meetings, and to receive other benefits of membership in the Chapter. Members of the Chapter shall be governed by these Bylaws.

Section 3: Application for Membership

Application for membership shall be made in the manner prescribed by BMW CCA.

Section 4: Dues

Dues shall be established and collected by BMW CCA.

Section 5: Expulsion from Meetings and Events

An event chair or any elected Officer of the Chapter may expel a member and a member's guests from a meeting or event if the chair or officer determines that the conduct of the member is unruly, disruptive, unsafe, or inimical to the best interests of the Chapter.

Section 6: Newsletter

A member will receive the Chapter's newsletter as provided in the Operations Manual as the same may be in effect from time to time. As provided in the Operations Manual, the Chapter is not required to send newsletters to associate members.

Article IV: Officers

Section 1: Elected Officers

The elected Officers of the Chapter shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 2: Members-at-Large

The Chapter members shall elect as many Members-at-Large as they see fit from time to time.

Section 3: Eligibility

Any member in good standing is eligible to serve as an elected Officer or Member-at-Large of the Chapter. No member may hold more than one elected position at a time. No elected Officer

or Member-at-Large whose residence ceases to be within the region of the Chapter or who ceases to be a member or associate member in good standing of BMW CCA may continue in office.

Section 4: Duties of Officers

The elected Officers of the Chapter shall have the duties prescribed for them in the Operations Manual, as the same may be in effect from time to time, together with such duties as the President or Executive Committee may assign from time to time.

Article V: Executive Committee

Section 1: Composition

The Executive Committee of the Chapter shall consist of the elected Officers of the Chapter and the Members-at-Large.

Section 2: Duties of the Executive Committee

The Executive Committee shall be the managing council of the Chapter and shall:

- Be responsible for the administrative affairs of the Chapter and exercise control over expenditures,
- Be responsible for compliance with these Bylaws,
- Determine all matters of Chapter policy not otherwise determined by these Bylaws or the general membership,
- In the event of the death, resignation, disability, or disqualification of the President, Vice President, Secretary, or Treasurer, make an interim appointment to the office so vacated

to last until the following Chapter election meeting (and the person so appointed shall be deemed an elected Officer for all purposes of these Bylaws),

- Approve a financial institution for the depositing of Chapter funds,
- Set guidelines, review, and direct the Treasurer in the handling of Chapter funds,
- Approve planned Chapter events, the President's selection of event chairs, and the budget for all events, including any fees charged for participation in such events,
- Approve a mailing address for the Chapter and appoint at least one member to collect and distribute incoming mail,
- Appoint a newsletter editor, webmaster, membership chair, and liaison with other car clubs from among the members, and direct, review and approve the activities of the members so appointed,
- Act on such other matters as it deems appropriate, as are consistent with these Bylaws and the objectives of the Chapter.

Section 3: Executive Committee Meetings

Executive Committee meetings may be called by the President or requested by any member of the Committee by contacting the President. The President shall notify each member of the Executive Committee of the time and place of each meeting at least seven days in advance of the meeting. The President may invite other members of the Chapter not members of the Executive Committee to attend Executive Committee meetings, and any member wishing to propose an amendment to these Bylaws may attend an Executive Committee meeting to propose such amendment.

Section 4: Quorum; Committee Actions

For purposes of conducting business at a meeting of the Executive Committee, a quorum shall be a majority of the members of the Committee then serving. The Committee may act by a simple majority of the Committee members present.

Article VI: Elections

Section 1: Election Meeting

The Chapter shall hold an election meeting before March 1 of each year. Elections for all Officer and Member-at-Large positions will be conducted at that meeting. Candidates for Officer and Member-at-Large positions will be nominated by the members present at the meeting.

Section 2: Voting

The members present at the election meeting will vote on the nominated candidates. Candidates shall be elected by a simple majority of the members present and voting at the election meeting.

Article VII: Obligations and Indebtedness

Section 1: Authority to Incur Obligations and Expenditures

Only the elected Officers or persons authorized by the Executive Committee may incur any obligation or make any expenditure in the name of the Chapter. All obligations incurred in accordance with the provisions of the Bylaws shall be incurred solely as obligations of the

Chapter. No personal liability whatsoever shall attach to or be incurred by any member, Officer or Member-at-Large of the Chapter by reason of any such Chapter obligation or liability.

Section 2: Unauthorized Obligations and Expenditures

No elected Officer or any other member authorized to act on behalf of the Chapter shall incur any obligation or make any expenditure in the name of the Chapter which is not for the general benefit of the members of the Chapter, nor shall the Executive Committee approve any such obligation or expenditure.

Section 3: Personal Liability for Unauthorized Obligations

Any elected Officer or member incurring of any obligation or indebtedness in the name of the Chapter in contravention of these Bylaws shall be personally liable to the Chapter in an amount equal to the obligation or indebtedness that the Chapter is required to pay.

Section 4: Indebtedness

No member may incur indebtedness in the name of the Chapter except as expressly authorized by the Executive Committee. No member may borrow or otherwise procure funds from the Chapter for any matter not to the direct benefit of the membership of the Chapter.

Section 5: Budgets

The Executive Committee may set budgets for Chapter activities and events. Members organizing Chapter activities and events shall operate within any applicable budgets.

Article VIII: Funds, Assets, and Properties

Section 1: Uses

The funds, assets, and properties of the Chapter shall be used only for the purposes described in Article II of these Bylaws and shall in no case be used for any private or personal gain or political purpose.

Section 2: Chapter Termination

Should the existence of the Chapter be terminated, all remaining assets and monies shall be disposed of as agreed upon by the Executive Committee in accordance with any directions and applicable guidelines of BMW CCA.

Article IX: Amendment of Bylaws

These Bylaws may be amended as follows:

- Any Officer, Member-at-Large, or member may propose an amendment to the Executive Committee at an Executive Committee meeting.
- If a simple majority of the Executive Committee then in attendance approves the amendment, the Secretary will make the proposed amendment available to the members by whatever means are then in use to notify members of Chapter events and activities.
- At the next scheduled meeting of the general membership of the Chapter following at least thirty days after the notice of the proposal has been given, the Secretary shall read

the proposal to the members attending and the President shall call for a vote on the proposal.

- If two-thirds of members then in attendance vote in favor of the proposed amendment, the Bylaws shall be so amended and the Secretary shall record such amendment in a revised set of Bylaws.

Article X: Committees and Appointments

The Executive Committee may create such committees as it may see fit. The President may, with the confirmation of the Executive Committee, appoint members to committees and may appoint chairs thereof.

Article XI: Meetings

Section 1: Membership Meetings

A meeting of the members shall be held at least once each thirty (30) days. The President shall set the dates and locations of such meetings. Notice of meetings shall be provided at least seven days in advance.

Section 2: Special Meetings

Special meetings may be called by the President, a majority of the Executive Committee, or ten percent of the members. Notice of a special meeting must be given at least seven days in advance of the meeting.

Section 3: Conduct of Meetings

The President, or in the President's absence the Vice President, shall preside over meetings. The Secretary shall maintain a record of official actions taken at meetings, including elections, appointments, and amendments to the Bylaws. In the absence of the Secretary, the Officer presiding shall appoint an Assistant Secretary.

Section 4: Quorum

For purposes of any vote, a quorum for any membership meeting shall be a majority of the members of the Executive Committee then serving.

Article XII: Event Organization

Section 1: Event Chairs

The President shall appoint, with the Executive Committee's approval, Chapter members to be event chairs to assume responsibility for the conduct of scheduled Chapter events.

Section 2: Duties

An event chair shall:

- plan and organize scheduled Chapter events, including recruiting Chapter members to assist in planning and executing an event,
- present the Executive Committee for prior approval a budget for any event requiring the expenditure of Chapter funds,

- purchase all supplies with the prior approval of the Executive Committee.

Article XII: Miscellaneous

Section 1: Notice

When these Bylaws call for notice to be given, that notice can be given using the method or combination of methods then in use by the Chapter to give notice of events and regular membership meetings.

Section 2: Procedures at Meetings

Formal proceedings, including resolutions, nominations and votes conducted at membership meetings and Executive Committee meetings, shall be conducted in accordance with Robert's Rules of Order.

Section 3: Address

The Executive Committee shall determine the address of the Chapter for official business.