

NEW MEXICO CHAPTER BMW CAR CLUB OF AMERICA, INC

BYLAWS

MISSION STATEMENT

The organization adopts the mission of the BMW Car Club of America (hereinafter "BMW CCA") as follows: "The mission of the BMW Car Club of America is to enhance the BMW experience for our members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility".

ARTICLE 1

NAME, OBJECTIVES, AREA AND OFFICES

Section 1 - Name

The name of this organization shall be the New Mexico Chapter, BMW Car Club of America, Inc. (herein after "Chapter").

Section 2 - Objectives

1. To provide the members with an opportunity to meet with other BMW owners and enthusiasts.
2. To promote the enjoyment and ownership of the BMW automobile.
3. To establish and maintain mutually beneficial relations with BMW NA/AG, local dealers, sponsors and other BMW CCA chapters.
4. To facilitate events and activities which accomplish Chapter objectives and are consistent with the Chapter's not-for-profit IRS 501(c)(7) status.

Section 3 - Area

The Chapter will serve geographic areas as determined by BMW CCA.

Section 4 - Office

1. The official address for purposes of Chapter business, or at such other place as may be designated by the Board of Directors, shall be:

New Mexico Chapter
BMW Car Club of America
Post Office Box 20446
Albuquerque, New Mexico
87154-0446

2. The office of the Chapter shall be at the residence of the Chapter President, or at such other place as may be designated by the Board of Directors.

ARTICLE 2
POWERS, PURPOSE OF BYLAWS AND CHAPTER INSIGNIA

Section 1 - Powers

The Chapter shall be empowered to conduct all business necessary to the objectives of the Chapter in keeping with these Chapter Bylaws (hereinafter "Bylaws").

Section 2 - Purpose of Bylaws

The purpose of these Bylaws is to provide a broad administrative framework within which the objectives of the Chapter may be achieved. All business of the Chapter shall be conducted in accordance with the Bylaws.

Section 3 - Chapter Insignia

The Board of Directors shall designate the Chapter Insignia as approved by BMW AG.

ARTICLE 3
MEMBERSHIP, DUES AND LOSS OF MEMBERSHIP

Section 1 - Membership

1. Membership in the Chapter shall be open to any member or associate member of the BMW CCA.
2. A member shall be any individual who meets the above criteria and who has paid dues as required by the BMW CCA. All members shall have full rights and responsibilities, provided, however, that these rights shall apply to the Chapter as applicable to the BMW CCA.
3. Rights and Responsibilities of membership:
 - a. Members are entitled to vote and hold office in the Chapter, to attend any Chapter or Board of Directors meeting, and to receive all other benefits of membership in the Chapter.
 - b. Members of the Chapter shall be governed by the Bylaws.
4. Application for membership shall be made in the manner prescribed by the BMW CCA.

Section 2 - Dues

Annual dues for membership shall be set and collected by the BMW CCA.

Section 3 - Loss of Membership

1. A member shall forfeit membership by not paying annual dues to the BMW CCA.
2. A member may be suspended or removed from the Chapter by the Chapter Board of

Directors for action detrimental to the objectives and best interests of the Chapter. BMW CCA National Board may also suspend or remove a member.

ARTICLE 4 OFFICERS AND DUTIES

Section 1 - Officers

1. The elected officers of the Chapter shall be:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
2. The elected officers shall form the Executive Committee.
3. No person may hold more than one (1) elected office at one time or the same elected office for more than two (2) consecutive terms. If no one is running for the open or vacant position after the two (2) terms are complete, the Executive Committee can approve an extension of service.
4. Officers shall serve a term of two (2) years, from January 1st through December 31st.
5. The positions of President and Treasurer shall be elected in the even numbered years.
6. The positions of Vice President and Secretary shall be elected in the odd numbered years.

Section 2 - Duties and Responsibilities of Officers

1. The President shall be the Chief Executive Officer of the Chapter and shall:
 - a. Preside at all meetings and provide the meeting agenda.
 - b. Supervise the general functioning of the Chapter.
 - c. Call quarterly Board meetings and as conditions warrant.
 - d. Provide an annual report to the membership on the Chapter's activities.
 - e. Perform other executive functions as may be required.
 - f. Ensure Chapter compliance with the BMW CCA Operations Manual.
 - g. Make arrangements for and assure necessary insurance coverage for all events.
2. The Vice-President shall assist the President and shall:
 - a. Assume the duties of the President in the event of the President's absence or inability to serve in his office.
 - b. Maintain a current roster of Chapter members in conjunction with the

Membership Chair and/or committees.

3. The Treasurer shall be the Chief Financial Officer of the Chapter and shall have custody of all the Chapter's assets and funds. The Treasurer shall:
 - a. Receive, record, and deposit all Chapter funds.
 - b. Maintain an accurate and complete accounting of all the Chapter's assets and funds.
 - c. Report the Chapter's financial status at each Chapter Board meeting.
 - d. Sign checks for disbursements authorized by the Board of Directors.
 - e. Prepare an annual financial statement following the end of the calendar year for submission to the national office of the BMW CCA in accordance with their timeframe. Statement to also be published via the Chapter website.
 - f. Complete and submit applicable federal/state tax forms by the federal/state deadline. Applicable forms must also be submitted to BMW CCA.
 - g. Ensure the Chapter's accounting records are maintained pursuant to federal/state regulations

4. The Secretary shall be responsible for maintaining full and complete records of the Chapter meetings, meetings of the Board of Directors and Special Meetings as designated by the President. The Secretary shall:
 - a. Take complete minutes of each Chapter Board meeting, and make them available prior to the next scheduled Board meeting.
 - b. Maintain and have custody of all legal records for the Chapter except those delegated to the Treasurer.

5. It is the responsibility of elected Chapter Officers to protect all BMW CCA proprietary information and assets, including but not limited to membership data and financial assets managed on behalf of the BMW CCA members. Membership data shall be protected in accordance with the BMW CCA Privacy Policy.

Section 3 - Vacancies

1. In the event that there shall be any vacancy on the Executive Committee resulting from the resignation, death or incapacity of an officer, or other unforeseen circumstance the remaining officers of the Executive Committee may appoint, by unanimous vote, any other Chapter member in good standing to fill the vacancy for the remaining term of the vacated officer.
2. The Executive Committee shall have the ability to assign and revoke an appointed position, by unanimous vote, at any time prior to the end of the term.
3. In the case of a non-unanimous vote, the Executive Committee will seek the council of the Board of Directors and/or responsible Regional Vice President.

Section 4 – Eligibility

Any member in good standing is eligible to serve as an elected Officer of the Chapter. No elected Officer 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.

ARTICLE 5 BOARD OF DIRECTORS

Section 1 - Members of the Board of Directors

1. The elected Chapter Officers (Executive Committee) may at their discretion, and by a unanimous vote, appoint any other Chapter member to a Director At Large voting position on the Board of Directors. The voting members of the Board of Directors shall consist of all elected Chapter Officers, plus those duly appointed.
2. As determined necessary by the voting members of the Board, other positions of responsibility may be identified and qualified Chapter members appointed to execute the associated tasks and obligations. The Board shall determine the specific responsibilities and authority levels of these positions at the time the position is established. The Board may, at its discretion, review, consolidate and or eliminate positions of responsibility.
3. Appointed Director At Large members of the Board of Directors shall serve until such time as the elected Chapter Officers meet to extend or appoint new voting members of the Board for the current year. There shall be no limit on the number of terms an appointed member may serve on the Board of Directors.
4. Pursuant to the New Mexico Nonprofit Corporation Act (Chapter 53, Article 8 NMSA 1978), members of the Board of Directors shall not be personally liable for monetary damages arising from actions taken in their official capacity, except in cases involving willful misconduct or recklessness. Directors are not liable for negligent acts or omissions of other directors. The immunity applies only to actions taken, or failures to act, in the course of official Board or committee duties. The BMW CCA through its Directors and officers (D&O) insurance may indemnify directors and officers for reasonable expenses, costs, and attorney fees incurred in defending legal actions related to their corporate duties, except where the individual is found to have engaged in willful misconduct or recklessness.
5. 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 Director At Large of the Chapter by reason of any such Chapter obligation or liability.

Section 2 - Responsibilities

1. The Board of Directors of the Chapter shall:
 - a. Determine all matters of the Chapter's policies.
 - b. Ensure the proper conduct of all administrative and financial affairs of the Chapter in accordance with these Bylaws.
 - c. Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
 - d. Create and appoint special committees as necessary to carry out the objectives of the Chapter.
 - e. Direct an audit of the Chapter's finances when deemed necessary.
 - f. Supervise the planning of Chapter events.

Section 3 - Board Appointed Positions

The following appointed positions hold responsibility for said area of operations within the Chapter, which include the coordination, supervision, and communication of said position for the Chapter and its members.

1. Membership Chair

- a. The Membership Chair shall be responsible for managing chapter membership and leading the engagement of the chapter's members.
- b. Monitor Chapter membership activity, renewals rates, and reasons why members don't renew.
- c. Develop and supervise programs and activities to increase membership
- d. Assess the satisfaction of members with the Chapter.
- e. Contact members who are about to lapse to ensure that they realize their membership is due to expire.
- f. Call or send a Welcome letter to new members, inviting them to upcoming events and orient them to the chapter and its resources.
- g. Maintain a current roster of Chapter members. The Board may delegate this function to another Chapter member.

2. Social Media Chair

- a. The Social Media Chair shall be responsible for managing chapter's communications and advertising for upcoming events.
- b. Manages updates to BMW CCA National calendar, registration tools (e.g., MS Registration or Track Rabbit), social platforms (e.g., Facebook, Instagram, etc.)
- c. Identifies Chapter relevant content to be shared to social media platforms (e.g., reshare of relevant social media posts, member spot lights, Chapter announcements, etc.)
- d. Responsible for collecting and sourcing content to be shared to the relevant Chapter communications channels.
- e. Works in partnership with Chapter News Editor and Activities Director/Event Coordinator to ensure Chapter communications/announcements are coordinated, timely and accurate.
- f. Manages interactions with social media responses, surveys, member feedback and communications.
- g. Responsible for ensuring member inquiries receive a response

3. Chapter News Editor

- a. Has primary responsibility for gathering and creating editorial content, laying out the newsletters, and preparing it for electronic distribution to Chapter mailing list.
- b. Has primary responsibility for gathering and editing content for annual BimmerLife Chapter submissions. (2Xs per year) and other Club publications.
- c. Ensures that Chapter editorial content contains the minimum elements required by BMW CCA and is published within the required timeframes.
- d. Ensures Chapter editorial content is distributed in a timely manner with accurate content.
- e. Works in partnership with Social Media Chair and Activities Director/Event Coordinator to ensure Chapter communications/announcements are coordinated, timely and accurate.

4. Webmaster

- a. Has primary responsibility for gathering and creating editorial content, designing the site, selecting the hosting service, registering and renewing the domain name, and uploading the website content.
- b. Responsible for administering Chapter e-mail (assignment/creation of e-mail addresses, managing access, troubleshooting and other administrative activities).
- c. Ensures that the information contained on the website is current.
- d. Strives for a website that is easy to navigate, meets the informational needs of the Chapter members, and can also serve as a recruiting tool for new members.
- e. In the event the Chapter cannot maintain its own website, the Chapter Webmaster or another individual designated by the Chapter must ensure that accurate and timely information is provided to the BMW CCA National Office so that the substitute Chapter Web page can be maintained by the National Office.

5. Activities Director/Event Coordinator

- a. Manages Chapter annual events planning calendar.
- b. Seeks opportunities for Chapter events and other engagement/recruitment activities.
- c. Primary responsibility is for planning, organizing, and supervising the staging of Chapter events and activities.
- d. Appoints members or recruit volunteers to take care of portions of each event.
- e. Keeps records of these events and how well they succeed.
- f. Arrange to receive merchandise, trophies or awards as donations from sponsors, the cost of the event should still be structured as though they were paid for.
- g. Advertising can also be sold during the event in the form of sponsorships or the placing of manufacturer's decals or posters.
- h. Works in partnership with the Social Media Chair and Chapter News Editor to ensure Chapter communications/announcements are coordinated, timely and accurate.

Section 3 - Reports

The President, or other designated member of the Board of Directors, shall periodically report the actions of the Board of Directors to the membership by any currently accepted method of communications.

**ARTICLE 6
VOTING AT MEMBERSHIP MEETINGS**

Section 1- Voting

1. Each member shall have one (1) vote.
2. Unless otherwise prescribed by these Bylaws, all issues shall be decided by a simple majority vote.
3. Votes at general meetings will be a simple Yay/Nay or 'show of hands'.

**ARTICLE 7
ANNUAL ELECTIONS**

Section 1- Election by Simple Majority

All officers shall be elected by a majority vote of the membership.

Section 2 - Elections

The election of Officers shall be held electronically during the entire month of December, the year prior to the Officer taking office, or as specified in the BMW CCA Operations Manual. The election winner will be announced to the chapter via electronic communication.

Section 3 - Nominations

1. Prior to the election, the Board shall seek potential candidates. Candidates for an elected position must go through a nomination/vetting process. The nomination/vetting committee will be composed of members of the Executive Committee's choosing. Any member may nominate a member in good standing for an available position in accordance with these Bylaws by submitting a written nomination with both membership numbers to the Nomination Committee. All nominations must be received by the Nominating Committee 30 days prior to the election to be considered. Nominees must be a chapter member in good standing.
2. The list of candidates for office, with the date of the election, shall be published to the Chapter membership (via website, e-mail communication or other electronic means) at least thirty (30) days prior to the date of election.
3. For all elected positions, candidates must be in good standing with the Chapter. Candidates for the position of President must have served on the Board for a period of not less than one (1) year. In the event no qualified candidates can be found for the position of President, the Board may waive the requirement for serving a minimum of one (1) year on the Board.

Section 4 – Voting for Officers

The votes received electronically will be tallied at the end of December, the year prior to the Officer taking office. The BMW CCA National Office will be responsible for hosting, taking and tallying the votes as well as announcing the winner to the Board. In the event of a tie vote, the tie shall be broken by a vote of the Board of Directors, excluding Board of Director members included in the tie. In the event this vote ends in another tie, then the tie shall be broken by a coin flip. The election results will be announced to the Chapter via email, Chapter website or newsletter communications. The Officers duly elected shall assume their offices on January 1st.

ARTICLE 8 MEETINGS

Section 1 - Board Meetings

1. The Board of Directors shall hold regular Board Meetings at least four (4) times during the calendar year, or as required to meet state requirements. All members will be advised of the date, time and place. The Board of Directors shall meet upon call of the President to conduct business and plan the Chapter's meetings and activities. All members of the Board of Directors shall be advised of date, time and place.
2. For purposes of conducting a Board of Directors meeting, a quorum of no less than three (3) voting Board members is required, and all Board decisions and actions shall be supported by a majority vote of the board members present, except as otherwise provided for herein. The Chapter President, or President's designee, may authorize voting via audio and video teleconferencing and/or through any currently accepted methods of communication. All Board members will be notified of Board of Directors meetings via currently accepted methods of communications.
3. An Executive Session may be called by any voting member of the Board. The meetings may be held in person, or via teleconference. Executive session matters may involve confidential, privileged and/or sensitive information and will only be generally noted in the minutes using broad and generalized descriptions.

Section 2 - Annual Membership Meeting

The Chapter shall hold an Annual Membership Meeting. All members shall be advised of this meeting at least thirty (30) days in advance via currently accepted methods of communications.

Section 3 - Special Meetings

The President, a majority of the Board of Directors, or at least twenty-five (25) of the Chapter's members, may call a Special Meeting. All members shall be notified of the time and place of such Special Meeting at least thirty (30) days in advance via currently accepted methods of communications.

Section 4 - Conduct of Meetings

Meetings shall be presided over by the President, and the Secretary shall take minutes. In the

event of the President's absence, the Vice President shall conduct meetings. In the absence of the Secretary, the President shall appoint an acting Secretary. Meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 9 AMENDMENT OF BYLAWS

Section 1 - Proposed Amendments

These Bylaws may be amended as follows:

1. Any Officer, Member-at-Large, or member may propose an amendment to these Bylaws.
2. If a simple majority of the Executive Committee approves the amendment, the Secretary will make the proposed amendment available to the members by email, Chapter website or newsletter communications.

Section 2 - Adoption of Amendments

1. Members shall vote on Amendments to the Bylaws by electronic voting.
2. The BMW CCA National Office will be responsible for tallying the votes as well as announcing the voting result to the Board of Directors.
3. All members shall be advised of the date the electronic voting will take place and of the proposed amendments at least thirty (30) days in advance via electronic communication. Voting on the amendments will be conducted as specified in Article 6, with a simple majority in favor of the amendments required for adoption. In the event this vote ends in a tie, then the tie shall be broken by the Chapter President.

Section 3 - Effective Date of Amendments

Amendments to the Bylaws shall become effective immediately upon adoption.

Section 4 - Copy

A copy of the Bylaws shall be available on the Chapter website or upon request to the Chapter Secretary. A copy will also be provided to the BMW CCA National Office.

Last Revised: January 1, 2026