

*BYLAWS
OF THE
HEART OF DIXIE CHAPTER,
BMW CAR CLUB OF AMERICA, INC.*

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Note to the reader: All references to the masculine pronoun are for convenience only; the feminine pronoun may be freely substituted.

ARTICLE 1 **NAME AND ADDRESSES**

Section 1 – Name

The name of the chapter is the Heart of Dixie Chapter, BMW Car Club of America, Inc. (hereafter referred to as “the Chapter”).

Section 2 – Address

The address of the Chapter is 2870 Old Rocky Ridge Road, Ste. 110, Birmingham, Alabama 35243 until it is deemed necessary by the Board of Directors to change the Chapter address. Such a change will result in an editorial modification to this document without a vote by the membership.

Section 3 – Territory

The territory of the Chapter is such territory as may be assigned by BMW CCA, Inc.

ARTICLE II **OBJECTIVES**

The general objectives of the Chapter, to which its members are mutually pledged, are the furtherance and promotion of the following:

1. The highest standards of safety on the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning a BMW and engaging in such events as may be agreeable to the membership.
3. The maintenance of the highest standards of performance and operation of a BMW by sharing technical information.
4. The establishment and maintenance of mutually beneficial relationships with BMW dealers and other service sources to the end that BMW shall prosper and continue to enjoy its position in sports annals.
5. The exchange of ideas and suggestions with other BMW clubs throughout the world and such cooperation as may be desired.
6. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.
7. Any other act or thing incidental to or connected with the foregoing objectives or in advancement of these objectives, but not for the pecuniary profit or financial gains of its members, directors or officers.

ARTICLE III
POLICY, POWERS, AND BADGE

Section 1 – Political Activity

The Chapter shall be politically nonpartisan with respect to non-BMW CCA matters.

Section 2 – Powers

The Chapter shall be empowered to do all things and conduct all business necessary to carry out the objectives of the Chapter as set forth in these bylaws. No person shall incur an obligation to, nor commit the credit of the Chapter, except as specifically authorized by the Board.

Section 3 – Badge

The badge of the chapter shall be inscribed with the words “Heart of Dixie Chapter” and the initials “BMW CCA.”

ARTICLE IV
OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations and Indebtedness

Only the four elected officers or persons authorized by the Board of Directors to act on behalf of the Chapter shall incur any obligations or indebtedness in the name of the Chapter. The Board may choose to delegate this authority to the chairperson of Chapter events to expedite the planning and execution of the respective activity.

All obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as Chapter obligations. No personal liability whatsoever shall attach to such Chapter obligation or liability.

Section 2 – Unauthorized Obligations

No elected officer or any person authorized by the Board of Directors to act on behalf of the Chapter shall incur any obligation or indebtedness in the name of the Chapter which is not for the benefit of the Chapter nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligation

The incurring of any unauthorized obligation or indebtedness in the name of the Chapter by any elected officer or member shall be an *ultra vires* act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Chapter in an amount equal to the obligations or indebtedness which the Chapter may be required to pay.

ARTICLE V

MEMBERSHIP, DUES, PRIVILEGES AND SANCTIONS

Section 1 – Members

Membership in the Chapter shall be restricted to owners or co-owners of a BMW automobile and to such other persons interested in the Chapter and its objectives who are willing to uphold its policies and objectives and subscribe to its bylaws, and who reside within the assigned territory. Application from prospective members who reside beyond this territory shall be considered on an individual basis. Members who move beyond this territory may retain their affiliation with the Chapter provided that the required fee is paid to the National Office.

Section 2 – Classes of Membership

1. Active — any owner or co-owner of a BMW, or any individual who does not own or co-own a BMW, but who shows an interest in the Chapter, who is acceptable to the Board of Directors.
2. Honorary — any person who, on the affirmative vote of a majority of the members present at any regular or special meeting of the membership, is deemed worthy of recognition for outstanding interest in or service to the Chapter or the marquee. Honorary membership in the Chapter only shall be limited to one year unless otherwise specifically stated in the nomination.
3. The boards of directors may provide for special types of membership such as “life” or “special,” but not restricted thereto.

Section 3 – Dues

Establishment of dues shall be the responsibility of the National organization in cooperation with the Chapter.

Section 4 – Privileges

1. All members in good standing, of whatever class, shall be entitled to attend Chapter activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.
2. Only active members of the Chapter shall be entitled to hold elective office.
3. Only active members of the Chapter may vote for officers or upon issues of policy.
4. Only active members of the Chapter may hold appointive office.

Section 5 – Expulsion

A member may be expelled by a majority vote of the chapter Board of Directors for violations of the rules of the National or Chapter organization, for unsportsmanlike or disrespectful behavior or for behavior inconsistent with the best interests of the Chapter. Any

expelled member shall have the right to appeal to the Board of Directors at any regular or special meeting of the Board. The decision by majority vote shall be final.

Section 6 – Suspension

Members may be suspended for reprehensible behavior that, in the opinion of the Board of Directors, does not warrant expulsion. Suspended members may appeal to the Board of Directors for reinstatement. The decision by majority vote shall be final.

Section 7 – Resignation

1. Any member may resign by addressing and sending a letter of resignation, along with their membership card, to the secretary. The resignation shall become effective on the date stated, and privileges shall terminate as of that date.
2. Any elected member of the Board of Directors may resign by giving notice in writing to any Chapter Officer or by verbal notice at a regular meeting of the board.

ARTICLE VI **MEETINGS**

Section 1 – Conduct of Business

All meetings for conduct of Chapter business shall be guided by parliamentary procedure as specified in *Robert's Rules of Order*.

Section 2 – Annual Meeting

The Chapter shall hold an annual meeting at a time and place determined by the Board of Directors. The meeting shall be announced to the membership in the preceding issue of the Chapter newsletter.

Section 3 – Board of Directors Meetings

1. Board of Directors' meetings shall be held the first Tuesday of every month throughout the year. The members of the Board of Directors shall be notified of the date and place of such meetings. Individual meeting dates may be changed at the direction and approval of the Board of Directors. Meetings may be conducted in person or via telephone conference call or video conference.
2. The board meetings shall be open to any member who requests in advance to attend.
3. The meeting minutes shall be kept by the secretary and shall be available for review by any active member in good standing.

Section 4 – Special Meetings

The president may call a special meeting at any time. In addition, the president shall call a special meeting within three weeks of the receipt of a petition for such signed by any five active members.

Section 5 – Quorum

At any general meeting of the Chapter, the presence of two of the four elected officers, including the president or vice president, one other member of the Board of Directors, and ten active members in good standing shall constitute a quorum. At meetings of the Board of Directors, the presence of two of the four elected officers, including the president or vice president, and one other member of the Board of Directors shall constitute a quorum. For a vote to be held during a meeting of the Board of Directors, the presence of three of the four elected officers shall constitute a quorum.

ARTICLE VII

EVENTS

Section 1 - Guidelines

1. Any event that the Chapter sponsors must meet with the approval of the Board of Directors. The event coordinator(s) must keep the Board of Directors apprised of any/all aspects of said event. Should the event involve the participation of any person, people, or organization outside the Chapter, or any financial obligation, the Board of Directors must be notified before the event coordinator(s) commits the Chapter to any of the aforementioned factors. The Board of Directors has the authority to revoke the Chapter's endorsement of any event when the Board of Directors, by majority vote, deems such action necessary.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 – Board of Directors

1. The Board of Directors shall consist of the elected officers of the Chapter. Only the elected officers may vote on all issues.
2. The Board of Directors is under the direction of the president and shall advise him on chapter matters at his request.
3. The Board of Directors shall decide when an officer is incapable of properly fulfilling his responsibility to the Chapter.
4. A board member who misses four (4) consecutive meetings and/or events shall be deemed to have resigned his position.
5. The Board of Directors shall select the Member-at-Large, Chapter Coordinators and Chairpersons for all committees and may disband any committee or remove any chapter coordinator or chairperson or the Member-at-Large at any time, unless prohibited or restricted by a specific committee charter.

Section 2 – Elected Officers

The elected officers of the chapter shall be the president, vice president, secretary, and treasurer. No person shall hold more than one elective office concurrently. No officer may continue in office subsequent to losing his standing as an active member or moving his residence beyond the territory of the Chapter, provided such a move prevents him from attending meetings and events, causes him to be generally unavailable for members to reach, or otherwise impairs his ability to perform the duties of his office. In the event of the president losing his status as an active member, the vice president shall act as president until a general election can be held. All other offices, except immediate past-president, that are vacated shall be filled by appointment by the president until a general election is held.

Section 3 – Duties

1. The president shall preside at all meetings of the Chapter and of the Board of Directors. The president shall briefly report the actions of the Board of Directors to the Chapter. The president shall supervise and coordinate the duties of the other officers. The president shall be the chief spokesman for the Chapter in all dealings with the public and with BMW CCA, Inc. The president shall retain *ex officio* status for six months following election of new officers.
2. The vice president shall assist the president in the performance of the latter's duties and shall act in his stead in the event of his absence, disability or disqualification. He shall be responsible for overseeing event scheduling and functioning as the liaison between the Board of Directors and event organizers.
3. The secretary shall keep full and complete minutes of all Chapter meetings. At these meetings, he shall be responsible for ensuring that full compliance with the bylaws is maintained. He shall be responsible for notice to the members of all annual and special meetings. He shall be responsible for all past minutes of the Chapter.
4. The treasurer shall have custody of all moneys, debts, obligations, and assets of the Chapter. He shall be authorized to make normal ongoing disbursements as required to operate the Chapter. Extraordinary disbursements in excess of an amount determined by the board and specified in the Operations Manual shall not be made without special authorization by the board. The treasurer shall keep the Chapter's books of account on a calendar year basis beginning January 1. He shall give a financial report at each regular meeting of the chapter. The treasurer shall have custody of the past financial records of the Chapter.

Section 4 – Chapter Coordinators, Committees, – Responsibilities, and Duties

Coordinators vote on issues directly related to their responsibilities. When an individual holds more than one position on the Board of Directors, that individual shall have only one vote. When more than one person shares a coordinator position, a majority vote of the co-coordinators determines the single vote that represents that coordinator position. The standing coordinators are:

1. The editor of the chapter newsletter is responsible for all publicly disseminated information, due to the national organization's requirement for a public newsletter. The

editor gathers and edits material and assumes responsibility for the Chapter newsletter (published in accordance with BMW CCA, Inc. guidelines as *Dixie Digest*), subject to direction from the president. The editor may vote only on information delivery topics.

2. The Webmaster gathers and edits material and assumes responsibility for the Chapter website, subject to direction from the president and any promulgated guidelines. Material specifically related to an event or activity must be reviewed and approved by the coordinator responsible for that activity before posting to the site. The Webmaster may vote only on information technology and web related topics.

Section 5 – Special Committees

The president may establish special committees as needed.

ARTICLE IX **ELECTIONS**

Section 1 – Annual Elections

The officers of the chapter shall be elected bi-annually by mail ballot. Non-incumbents must submit a written candidacy statement signed by a Chapter member in good standing within a period published in the Chapter newsletter. The ballot and candidacy statements shall be published in the Chapter newsletter prior to the election. Ballots may be cast by U.S. mail. Proof of membership such as the mailing label from the newsletter containing the ballot, copy of a Roundel mailing label or BMW CCA, Inc. membership card must accompany the ballot. The Board shall also have the option of accepting ballots submitted from the Chapter website via an online voting booth. Email ballots shall only be conducted in conjunction with verification of the voter membership status. The vote tally shall check to ensure that only one electronic vote or one paper vote is submitted per voting Chapter member. If any one individual on the first ballot does not receive a majority vote, the candidate with the lowest number of votes shall be dropped, and another ballot shall be run off between the remaining candidates. This procedure shall be followed until one candidate receives a majority vote. The slate shall consist of one or more nominees for each office. The newly elected officers shall officially assume duties of office in January of even numbered years.

Section 2 – Vacancies

If any elective office, except that of the president, is vacated, the president, with the consent of the Board of Directors, shall appoint an active member to complete the term of office.

ARTICLE X **AMENDMENTS**

Section 1 – Initiation

Any active member of the chapter may propose an amendment to these bylaws. A proposed amendment to these bylaws must be submitted, in writing, to the Board of Directors.

Section 2 – Initial Approval by Board of Directors

If a proposed amendment is approved by a majority of the Board of Directors, the secretary shall furnish all Chapter members with a copy by publication in the next issue of the Chapter newsletter.

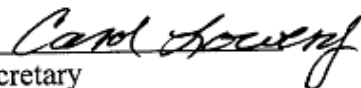
Section 3 – Initial Non-Approval by Board of Directors

If a proposed amendment is not approved by a majority of the Board of Directors, it may be brought to a vote of the members by a petition signed by not less than 25 members, or 10 percent of the general voting members, whichever is less. If it is approved by a majority of those voting, the secretary shall furnish all members of the chapter with a copy of the proposed amendment by publishing it in the next issue of the Chapter newsletter.

Section 4 – Adoption

The proposed amendment shall become effective as soon as it is accepted by a majority vote of the members present at any regular or special meeting of the chapter held after the publication of the proposed amendment or by simple majority vote by the membership via mail ballot.

Approved and adopted by vote of the members of the Chapter on the 28th day of January, 2007.


Secretary