

**BYLAWS OF
BMW CCA SAN DIEGO CHAPTER, INC.**

ARTICLE I

Name

The name of the corporation shall be BMW CCA San Diego Chapter, Inc. (Hereinafter referred to as “the Corporation”). It shall be a voluntary membership association and shall have no capital stock. The Corporation shall not be conducted for profit and no part of the revenue shall inure to the benefit of any members as such. The principal office of the corporation shall be in San Diego County, California.

ARTICLE II

Purposes

1. The Corporation is organized to function as a chapter of the BMW Car Club of America, Inc. (“BMW CCA”), participating in and subscribing to the activities, guidelines, and purposes thereof, so long as they do not violate the Corporation’s status as a Mutual Benefit Corporation.
2. The Corporation is a social organization as outlined under Section 23701 of the Revenue and Taxation Code of California and Section 501 (c) (7) of the Internal Revenue Code of 1988 (“IRC”). For legal and financial purposes, this Corporation shall be distinct and separate from BMW CCA.
3. Specifically, the Corporation is organized for pleasure, recreation and other nonprofitable purposes, including:
 - a) To promote, support, and otherwise engage in motoring and touring activities to be carried out for the benefit of the Corporation’s members and in the public interest;
 - b) To promote, support, and encourage safe and skillful driving and to that end to develop and promote educational programs for the furtherance of this aim, all of which shall be carried out for the benefit of the Corporation’s members and in the public interest;
 - c) To promote and engage in research activities in safe and skillful motoring to be carried out for the benefit of the Corporation’s members and in the public interest;
 - d) To promote, encourage, and engage in safe and skillful driving classes, publications, and activities related to motor touring, including the purchase, rental, and lease of all kinds of property, real and mixed, for the furtherance of such activities for the benefit of the Corporation’s members and in the public interest;

- e) The purposes of the Corporation are promoted through an education program directed toward the members of the Corporation and governed and qualified by the basic policies set forth in Article III;
- f) The Corporation shall not discriminate against any person including on the basis of race, color or religion; and
- g) In furtherance of the Corporation's purpose, the Corporation may acquire in the State of California, sites in contemplation of the erection of suitable facilities for the operation of the Corporation's purpose, and may accept, either absolutely or in trust, for any of the purposes herein set out, any gift, grant, or devise of any real or personal property.

ARTICLE III

Basic Policies

The following are the basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, nonpartisan, and non-political in nature.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest, or for any purpose not appropriately related to promotion of the object of the Corporation.
3. The Corporation is not formed for pecuniary or financial gain, and no part of its assets, income or profit, is distributable to, or inures to the benefit of its directors, officers, or members except to the extent permitted under the nonprofit corporation statutes of the State of California and the IRC (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Membership

1. Membership shall be available to any member of the BMW CCA who is assigned or elects to become a member of the San Diego Chapter under the rules of the BMW CCA National Office.
2. Membership in good standing in the BMW CCA is a required condition of membership in the San Diego Chapter.

ARTICLE V

Board of Directors

1. General Powers: The property, business, and affairs of the Corporation shall be controlled and managed by the Board of Directors (hereinafter referred to as the Board).
2. Number: The Board shall consist of not less than four (4) and not more than fifteen (15) members, as may be determined at the Annual Meeting. Amendment of these bylaws shall not have the effect of reducing the term of an incumbent director.
3. Removal/Resignation: Any director may be removed with or without cause by a vote of two-thirds (2/3) of the total number of votes entitled to be cast by the members of the Corporation at a meeting called for that purpose. Any director may resign by submitting written notice to the Board stating the effective date of his/her resignation, and acceptance of the resignation shall not be necessary to make it effective.
4. Vacancies: Any vacancy occurring on the Board whether by removal, resignation, or otherwise shall be filled by a majority vote of the remaining directors. In the event of a vacancy, the Board shall meet within thirty (30) days after such vacancy occurs and shall appoint an Acting Director to hold office until the next annual meeting.
5. Meetings: Shall be conducted in accordance with Article VII - Meetings.
6. Compensation and Expenses:
 - a. Directors shall not receive any stated salary for their services as such, but by resolution of the Board expenses of attendance, if any, or a per diem grant may be allowed for the attendance at each regular or special meeting. Out-of-pocket costs and expenses incurred in fulfilling corporate purpose may be reimbursed by resolution of the Board incorporating a schedule of authorized expenses and a procedure for verification thereof prior to reimbursement. All such cost and expense reimbursement requests shall include invoices, receipts or other written evidence of the cost and expense. The Board reserves the right to refuse payment for any such reimbursement request deemed unreasonable and not in the interest of the Corporation and its members.
 - b. The Board shall have power at its discretion to contract **with** members rendering unusual or special services to the Corporation **and to pay** compensation appropriate to the value of such services, so long as such compensation does not exceed that amount that would be paid in an arm's length transaction to a third party for such services.

ARTICLE VI

Officers and Board Members

1. General: The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer, all of whom shall be elected by a majority vote of the members of the Corporation and who shall be members of the Board of Directors. In addition, members of the Corporation will elect general Board members whose duties will entail assisting the officers of the Corporation in their duties and coordinating the Corporation's activities in general. Each officer shall serve for a term of one (1) year.
2. President: The President shall serve as the Chairman of the Board and be the principal executive officer of the Corporation and, subject to the control of the Board, shall direct, supervise, coordinate, and have the general control over the affairs of the Corporation and shall have the powers generally attributable to the Chief Executive Officer of the Corporation.
3. Vice-President: The Vice-President shall act in place of the President in case of his/her absence, inability, or failure to act and shall perform such other duties and have such authority as from time to time delegated to him/her by the Board or the President.
4. Secretary: The Secretary shall be the custodian of the records and seal of the Corporation and shall affix the seal to all documents requiring the same and shall see that all notices are duly given in accordance with the provisions of these bylaws as required by law, and that the books, reports, and other documents and records of the Corporation are properly kept and filed. The Secretary shall additionally perform all of the duties incident to the Office of Secretary and such other duties as may from time to time be assigned to him/her by the Board or the President.
5. Treasurer: The Treasurer shall have charge and custody of, and be responsible for all sorts of securities of the Corporation. He/she shall deposit all such funds in the name of and to the credit of the Corporation in such banks and depositories as shall be designed by the Board. He/she shall keep books of account and records of his/her transactions and of the financial condition of the Corporation and shall submit such reports thereof as the Board may from time to time require and in general shall perform all of the duties incident to the Office of Treasurer and such other duties as may from time to time be assigned to him/her by the Board or the President. The Board may appoint one or more Assistant Treasurers who may act in the place of the Treasurer in case of his/her absence or inability or failure to act or the fiscal duties of the Treasurer, or such of them as seem advisable, may be transferred by written contract to an independent body or person by the Board of Directors upon the terms and conditions thought reasonable by said Board.

6. Delegating of Powers: In case of absence of any officer of the Corporation or for any other reason that may seem sufficient to the Board, the Board may delegate his/her duties and powers for the time being to any other officer or director.
7. Former Chapter Presidents: Any past President, currently in good standing, will be permitted to vote at meetings but will not be counted as a member of the Board in establishing a quorum.

ARTICLE VII

Meetings

The Board shall meet at such times as they may determine by vote, or at the call of the President. "Roberts Rules of Order" shall be the Parliamentary authority of the Corporation.

1. Annual Meeting: An annual meeting of the members for the purpose of electing directors and the transaction of such other business shall be scheduled no more than sixty (60) days prior to the end of the year at a location determined by the Board of Directors. Notice of the annual meeting shall be given to the membership at least thirty (30) days prior to the date of the meeting.
2. Board Meeting: A regular meeting shall be held monthly. The presiding officer shall call the meeting to order and conduct the meeting.
3. Special Board Meeting: An unscheduled meeting of the Board may be called, when at least two (2) of the board members or the Chairman of the Board request(s) such a meeting. Reasonable notice shall be given to all Board members to include scheduled time, place, and purpose.
4. Quorum/Vote Required: At any meeting of the Board a simple majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority (a majority shall mean a vote of greater than 50%) of the directors present and voting shall be the act of the Board. If a quorum is not present, discussions may be held but the meeting shall not be considered an official board meeting.
5. Members may be permitted to attend Board of Directors meetings and testify or add input, but shall not be permitted to vote on any matter.

ARTICLE VIII

Elections

1. Elections are to be held at each Annual Meeting. Elected Board Members and Officers shall serve for the upcoming calendar year.
2. A member of the Board of Directors must be a Member or Associate Member in good standing. In addition, Officers must have been a Member or Associate Member in good standing for at least one year.

3. The outgoing Board is to ensure that elections are conducted each year and that there is at least one candidate willing to serve for each open Board position. To accomplish this, the Board may appoint a nominating committee of not less than three (3) voting members. The report of the committee should be made to the membership at least fourteen (14) days prior to the Annual Meeting.
4. Write-in candidates will be accepted, as when balloting is done by mail. Nominations from the floor will be accepted when elections are conducted at the Annual Meeting. Results will be determined by simple majority vote.
5. When these election guidelines cannot be followed, they may be modified in a reasonable way upon a majority vote of the outgoing Board and approved by a majority of voting members at the Annual Meeting.

ARTICLE IX

Committees

1. Committees: The Board may create committees as it deems necessary and may delegate powers, duties, and responsibilities to those committees. However, committees which are delegated powers, duties, or responsibilities entailing membership qualifications or removal and those committees that are empowered to negotiate for or on behalf of the members, as members or as individuals, must have their power and duties ratified by two-thirds (2/3) of the Board members. Such ratification may be in person, at a meeting, or in writing duly notarized and delivered to the President prior to the meeting at which the power and duties are to be voted on. Proposed powers and duties must be sent to the Board at least ten (10) days prior to the meeting at which ratification is sought and members may ratify in person at said meeting or in writing duly notarized and delivered to the President prior to said meeting.

ARTICLE X

Contracts, Conveyances, Checks, and Miscellaneous

1. Contracts: The Board may authorize any Board member to enter into any contract or execute any instrument in the name of the Corporation except as otherwise specifically required by the Articles of Incorporation.
2. Conveyances and Encumbrances: Corporation property may be conveyed or encumbered by authority of the Board by resolution of the Board. Conveyances or encumbrances shall be executed by instrument by the President or Vice-President and by the Secretary or Treasurer of the Corporation.
3. Checks: All checks, drafts, notes, and orders for the payment of money shall be signed by such persons as the Board may authorize.
4. Fiscal Year: The fiscal year or business year of the Corporation shall be the calendar year.

5. Records: The Corporation shall maintain accurate and correct books, records, and accounts of its business and properties, and they shall be kept at such places as are from time to time designated by the Board.
6. Seal: The Board may adopt a corporate seal of such design as may be appropriate.

ARTICLE XI

Insurance

1. All events, which the BMW CCA National office requires to be insured, must be insured by an independent carrier.
2. The Secretary, or any other assigned Board member, will be the primary contact with the insurance carrier.
3. The Board may delegate responsibility for obtaining insurance for events to the event chairperson. The proof of coverage must be obtained at least one day before each event or that event will be cancelled.

ARTICLE XII

Affiliation with BMW Car Club of America, Inc.

1. The Corporation shall be an affiliated chapter of the BMW CCA, participating in and subscribing to its purposes and activities and operating within geographic borders as agreed to by the Board of Directors of the BMW CCA.
2. The Corporation shall endeavor to meet such standards as shall be set, and as may be from time to time modified, by the Board of Directors of the BMW CCA. The Corporation shall ensure that its constitution and these bylaws are not inconsistent with those of the BMW CCA.
3. The San Diego Chapter is a separate and distinct organization from the BMW CCA and shall in no way be responsible for debts or obligations incurred by the BMW CCA.

ARTICLE XIII

Personal Liability

1. All persons or corporations extending credit to, contracting with, or having any claims against the Corporation or its Board shall look only to the funds and the property of the Corporation for the payment of any debt, damages, or judgment or decree or any other money that may become due and payable to them so that neither the members of the Corporation nor its Board are personally liable therefore.

ARTICLE XIV

Amendments

1. Bylaws: These bylaws may be amended, altered, or repealed from time to time upon a recommendation of the Board and a vote of the members. The Board recommendation must be by a two-thirds (2/3) vote of the Board members and voting past Presidents. The Board's recommendation must be approved by a simple majority vote of the Members who elect to vote.

ARTICLE XV

Dissolution

1. Dissolution: Should the Corporation be dissolved or become bankrupt, all outstanding debts are to be cleared in compliance with State and Federal laws and any remaining funds are to be donated to a recognized national charity by the popular vote of the membership.