



THE BMW OWNERS CLUB OF SAN DIEGO

By-Laws

ARTICLE 1: NAME

This corporation shall be known as the BMW Owners Club of San Diego, Inc. (BMWOCSD).

ARTICLE 2: OBJECTIVE

BMWOCSD is established to create a BMW motorcycle owners club exclusively for the pleasure, recreation, safety, friendship and camaraderie of its members. It shall be conducted as a nonprofit corporation dedicated to motorcycling, the promotion of motorcycle safety, and fostering a positive image of motorcyclists.

ARTICLE 3: MEMBERSHIP

SECTION 1

BMWOCSD shall have members designated as follows: Regular, Associate and Honorary Life. Members in all categories have the right to hold elective office, serve on committees, receive Club publications, receive electronic notification of Club events, and have access to members-only portions of the Club's website. No membership or right arising from membership shall be transferred.

SECTION 2

A Regular Member is a person who is interested in the objectives of the Club, is 16 years of age or older, and is either: (1) A BMW motorcycle owner/ rider, or (2) a sponsored non-BMW motorcycle owner/ rider, or (3) a sponsored non-riding motorcycle enthusiast. Sponsors of non- BMW motorcycle riders or non-riding enthusiasts must be Regular Members in good standing.

SECTION 3

An Associate Member is a individual residing at the same address as a Regular Member. Associate Members have all the rights and privileges of

Regular Members if they are over 16 years of age with the exception that they do not receive BMWOCSD mailings. Dues for Associate Members shall be one-half that of the Regular Member.

SECTION 4

Honorary Life Membership may be awarded to exceptional BMWOCSD Members. Nominations for Honorary Life Member must be in writing to the President prior to the October Executive Board Meeting. Any Member may make a nomination.

a. The prospective Honorary Life Member must be a present or former Member. The nominator must provide the Executive Board with sufficient written background materials which embodies the nature of the exemplary service rendered to BMWOCSD by the nominee.

b. The Executive Board shall consider all requests for honorary life membership and render a decision not later than the adjournment of the November Board Meeting.

c. Awarding of Honorary Life Memberships shall be decided only by a unanimous vote of all Executive Board Members, not just those Board Members present at the meeting during which nominations are discussed.

d. Honorary Life Memberships, when awarded, shall be presented at the December General Membership Meeting.

e. An Honorary Life Member need not pay dues and has all the rights and privileges of a Regular Member.

SECTION 5

Those Members who have paid the required dues in accordance with these Bylaws and are not suspended shall be members in good standing.

SECTION 6

A membership shall terminate upon occurrence of any of following events:

a. Resignation of the member upon written notification to the Executive Board.

b. Failure of the Member to pay annual dues within 30 days after they become due and payable.

c. The occurrence of any event that renders the Member ineligible for membership or failure to satisfy membership requirements.

d. Reinstatement to membership shall be through the normal application process.

SECTION 7

A member may be expelled or suspended based on a good faith determination, by the Executive Board at any regularly scheduled meeting, that he/she has failed in a material and serious degree to observe the rules of conduct of the BMWOCSD. A person whose membership is suspended shall not be a member during the period of suspension. The suspension shall last until the next regularly scheduled Executive Board meeting at which time the executive board shall make a determination, by majority vote, to end the suspension of the individual and reinstate him/her to full membership or to terminate the individual's association with the BMWOCSD. Any individual whose membership has been terminated shall receive a pro-rated monetary refund of his/her annual dues.

ARTICLE 4: FISCAL YEAR AND DUES

SECTION 1

The fiscal year of BMWOCSD shall be January 1st through December 31st.

SECTION 2

The Executive Board shall determine an appropriate dues structure for membership in the BMWOCSD.

ARTICLE 5: OFFICERS AND APPOINTEES

SECTION 1

The elected officers of the BMWOCSD shall be: President, Vice President, Secretary, Treasurer and Road Captain, and they shall serve on the Executive Board. The immediate Past-President shall assume the role of Parliamentarian and shall serve on the Executive Board. All officers and appointees listed in this article shall perform the duties herein specified.

SECTION 2

The President shall appoint a Newsletter Editor, a Social Director and an Advertising Director. The President may also appoint a Rally Director, a General Store Director, a Technical Director, and up to two Executive Board Members At Large. All these appointed officers shall serve on the Executive Board.

SECTION 3

The President shall appoint an Ad Hoc Nominating Committee and Ad Hoc Audit Committee whose members shall not be on the Executive Board. These committees shall disband upon completion of their assigned duties.

SECTION 4

All candidates for elected positions must have been Members for six months preceding the election.

SECTION 5

Election shall be by a simple majority vote of the Members present at the November General Membership meeting, at which a quorum is present.

SECTION 6

Newly elected officers shall be installed by the outgoing President at the December meeting, shall assume all duties on January 1st, and shall serve through December 31st. The President and Vice President can serve a maximum of three consecutive one-year terms in each elected position. All other elected board members can serve consecutive one-year terms without limitation.

SECTION 7

No elected officer shall hold two or more elected positions simultaneously. Individuals on the Executive Board may hold one or more appointed positions, but shall have only one vote per individual.

SECTION 8

The President shall appoint interim Board Members, both elected and appointed, to fill vacant Executive Board positions.

SECTION 9

BMWOCSD shall have the right to purchase and maintain insurance on behalf of its Board Members and other agents indemnifying them against any liability incurred by them in connection with the business of BMWOCSD.

SECTION 10

BMWOCSD shall reimburse Board Members, members and other persons for all expenses actually and reasonably incurred by them in connection with the business of BMWOCSD. BMWOCSD shall not reimburse Board Members, members or other persons for travel expenses incurred by them in connection with the business of BMWOCSD.

ARTICLE 6: DUTIES OF ELECTED AND APPOINTED BOARD MEMBERS

SECTION 1

The President shall preside over all meetings of BMWOCSD and of the Executive Board, shall direct members and committees as deemed necessary to promote BMWOCSD activities and interests, shall be the official representative of BMWOCSD, and shall cast the deciding vote in the event of a tie.

SECTION 2

The Vice President shall exercise the duties of the President in the President's absence, shall act as membership chair, and shall ensure that a current membership roster is continually updated and available to members upon request. As membership chair, the Vice President shall prepare and distribute membership applications forms along with copies of these bylaws, and shall ensure that these documents, in their current form, are available through the BMWOCSD website.

SECTION 3

The Secretary shall keep the minutes of all BMWOCSD meetings, present these minutes for approval, handle all Club correspondence, and notify the Membership of any special meetings called by the President.

SECTION 4

The Treasurer shall collect all moneys due BMWOCSD, ensure the timely payment of bills, and maintain proper and correct accounts of all receipts and disbursements. The Treasurer shall provide a report of BMWOCSD's financial status at monthly Executive Board Meetings and monthly General Membership Meetings. This report shall include a budget. The Treasurer shall prepare and submit annual financial statements to a tax professional who need not be a BMWOCSD member, for the annual preparation and submission of State and Federal Income Tax Returns. It is

mandatory that Tax and Information Returns for the State of California, as well as Tax Returns for the Federal Government be filed annually with the California Franchise Tax Board and the Internal Revenue Service. The Treasurer shall maintain reserves, equal to or greater than the Management, General and Administrative expenses averaged over the preceding three years, and shall confirm this to the BMWOCSD Executive Board at the first Executive Board Meeting of the year. All BMWOCSD disbursements must be approved by the Executive Board. In addition, all disbursements in excess of \$500 for any one item must be approved by a simple majority vote of the Members present at a General Membership Meeting, at which a quorum is present. All checks must be signed by the President or the Vice President or the Treasurer.

SECTION 5

The Road Captain shall plan and conduct riding events.

SECTION 6

The Newsletter Editor shall ensure the monthly publication and distribution of BMWOCSD's newsletter, keeping Members informed of all BMWOCSD activities.

SECTION 7

The Social Director shall plan, arrange, and conduct BMWOCSD social events, including food service when necessary, and shall be responsible for the readiness of the BMWOCSD meeting room and the storage of BMWOCSD party and food supplies.

SECTION 8

The Parliamentarian shall be the immediate Past-President and shall automatically assume this position at the end of his/her Presidency. The Parliamentarian shall review these Bylaws annually and propose, through the Executive Board, any recommendations for revision. The

Parliamentarian shall be the final authority in matters of Parliamentary procedure.

SECTION 9

The Advertising Director shall be responsible for soliciting advertising to be inserted in the BMWOCSD newsletter. The Advertising Director shall work closely with the Newsletter Editor regarding ad format and placement. The Advertising Director shall periodically present to the Executive Board, at a regularly scheduled meeting, revised advertising rates schedules.

SECTION 10

The General Store Director shall be responsible for maintaining an inventory of all BMWOCSD items for sale. The General Store Director shall create a system for selling said items, and shall periodically turn over all funds received from the sale of said items to the BMWOCSD Treasurer.

SECTION 11

The Technical Director shall be responsible for organizing periodic technical sessions on various phases of motorcycle maintenance.

ARTICLE 7: EXECUTIVE BOARD

SECTION 1

The Executive Board is described in Article 5. Five members of this Board shall constitute a quorum at an Executive Board meeting.

SECTION 2

The Executive Board shall meet no less than once each sixty days.

SECTION 3

The Executive Board shall accomplish BMWOCSD planning, and shall make recommendations to the membership for approval at BMWOCSD General Membership meetings.

SECTION 4

Any Member may attend Executive Board meetings as an observer, and may, at the discretion of the President, address the Board.

ARTICLE 8: MEETINGS

SECTION 1

All meetings of BMWOCSD shall be held in San Diego County at a location to be determined by the Executive Board and published in the BMWOCSD newsletter at least seven days in advance of said meeting.

SECTION 2

A General Membership Meeting shall be held on the third Tuesday of each month, or as published in the BMWOCSD calendar.

SECTION 3

Special meetings may be called by the President at any time. Notice of such meetings shall be provided to the Membership at least seven days in advance.

SECTION 4

At a General or Special meeting, five percent of the General Membership shall constitute a quorum.

SECTION 5

All matters of business brought before any meeting, at which a quorum is present, shall be decided by a simple majority vote of those in attendance, unless specified otherwise in these By-Laws.

SECTION 6

The Parliamentary authority of BMWOCSD shall be *Robert's Rules of Order, Revised*. BMWOCSD shall maintain a copy of this publication and the Parliamentarian shall act as custodian.

ARTICLE 9: COMMITTEES

SECTION 1

The Rally Committee shall be a standing committee.

SECTION 2

Special committees shall be Audit and Nominating, both of which shall be disbanded upon completion of their duties.

SECTION 3

Additional committees shall be appointed and directed by the President with the concurrence of the Executive Board.

ARTICLE 10: DUTIES OF COMMITTEES

SECTION 1

The Rally Committee, under the supervision of the Rally Director, shall plan, arrange, and conduct any and all rallies BMWOCSD may elect to hold. The Rally Director is solely responsible to the Executive Board for the conduct of the rallies.

SECTION 2

The Nominating Committee, consisting of at least three Members, shall propose a new slate of officers at the October meeting, shall supervise the November election, and shall provide ballots for that election. Additional nominations from the floor may be made by Members at the same meeting.

SECTION 3

The Audit Committee shall annually audit BMWOCSD's financial records, certify as to their accuracy, and ensure that a year-end closing statement is provided to the President and any requesting Member.

ARTICLE 11: DISSOLUTION

If for any reason the BMWOCSD is dissolved, disbanded, or discontinued, all assets shall be donated to a recognized charitable organization to be determined by a simple majority vote of those members in attendance at the final General Membership meeting, at which a quorum is present.

ARTICLE 12: AMENDMENTS

SECTION 1

Amendments of these Bylaws must be recommended in writing by at least five BMWOCSD Members, or proposed by the Bylaws Committee and approved for recommendation to the general BMWOCSD membership by the Executive Board.

SECTION 2

The proposed amendment(s) shall be published in BMWOCSD's monthly newsletter, and shall be delivered to each BMWOCSD member at least seven days before the proposed amendment is voted upon.

SECTION 3

A simple majority vote of those BMWOCSD Members in attendance at a regularly scheduled General Membership meeting, at which a quorum is present, shall be required to pass an amendment to these By-Laws.