Bylaws of the BMW Car Club of America 2002 Forever Chapter

Updated February 3, 2020

1. Preamble

1.1. The BMW Car Club of America 2002 Forever Chapter is a Non-Geographic Chapter of BMW Car Club of America.

1.2. The BMW Car Club of America 2002 Forever Chapter is an independent and nonpolitical group of friends representing BMW enthusiasts for the BMW 2002 model from all over North America.

1.3 The BMW Car Club of America 2002 Forever Chapter is not associated with, nor under the control of any other BMW 2002 Club or organization, and is directly responsible to the BMW Car Club of America (BMW CCA).

1.4. The 2002 Forever Chapter is an organization, which symbolizes and documents the BMW CCA idea ensuring friendship and partnership among all people who have established ties with the marquee, company, and specifically the 2002 model, irrespective of nationality, race and ideology.

1.5. The 2002 Forever Chapter has a chapter philosophy, which it strives to attain and retain for the following reasons:

1.5.1. To ensure chapter activities are run in a democratic manner

1.5.2. To conduct chapter events in an exemplary and responsible manner

1.5.3. To support, encourage and take part in cultural and social activities

1.5.4. To provide a special image to the public including compliance with traffic laws and regulations

1.5.5. To assist fellow BMW CCA members and BMW drivers and riders in distress

1.5.6. To always seek to improve driving skills and drivers' and riders' responsibility to others

1.5.7. To maintain 2002 vehicles in the best possible condition for the safety of all concerned and aesthetics in order to reflect BMW values.

2. Membership

2.1. To be a member of the BMW Car Club of America 2002 Forever Chapter, membership in the BMW Car Club of America is required.

3. Composition – Board of Directors

3.1. The Board of directors for BMW Car Club of America 2002 Forever Chapter of BMW CCA is composed of:

3.1.1. President

3.1.2. Vice President

3.1.3. Secretary

3.1.4. Treasurer

3.1.5. Webmaster

3.1.6. Event Coordinator

4. Board of Directors, Officers, and Membership

4.1. The ongoing success of the BMW Car Club of America 2002 Forever Chapter of BMW CCA depends on the desire and willingness of the Board of Director Officers to contribute their time and effort. It is absolutely necessary that the Chapter officers be as capable and as dedicated as can be found. This is the most single most important factor in Chapter's success. Positions of this magnitude should not be awarded to persons as an honor or in gratitude for some service to the group. The criteria must be capability to perform and willingness to serve.

4.2. Membership in the BMW CCA is required for membership in the BMW Car Club of America 2002 Forever Chapter. Board Members under this section must not be a paid employee of the BMW Car Club of America 2002 Forever Chapter.

4.3. To hold office on the BMW Car Club of America 2002 Forever Chapter Board of Directors, a nominee must have been a BMW Car Club of America 2002 Forever Chapter member for a minimum of 12 consecutive months directly prior to nomination for a position to the BMW Car Club of America 2002 Forever Board of Directors.

5. Duties of the Board of Director Officers

5.1 Duties of the President

5.1.1. Presides over BMW Car Club of America 2002 Forever Chapter Board Meetings, prepares the agenda and directs the discussion, represents the BMW CCA, draws up strategies and policies and supports the flow of communication among the Board members.

5.1.2. Acts as an ex-officio member of all standing committees and temporary committees.

5.1.3. Executes all documents and correspondence in the name of the Chapter as authorized by the membership or the Chapter board.

5.1.4. Signs or Co-signs chapter checks.

5.1.5. Responsible to ensure that all required reports and correspondence be submitted within required timeframes and on time to BMW CCA.

5.1.6. Maintain an up-to-date copy of the Bylaws.

5.1.7. For special tasks the President may call special meetings, either in person or by conference call. The President is the major liaison for the BMW CCA.

5.1.8. The President instructs its members about their tasks.

5.2 Duties of the Vice President

5.2.1. Acts in the place of the President during his or her absence, or when so required by the President.

5.2.2. Assists the President and/or the Chapter board in any manner that they may direct.

5.2.3. May lead particular goals or hold leadership roles within all of the strategic goals of the organization. This is up to the Officers of the Organization to determine.

5.2.4. Oversees the Membership Coordinator.

5.3. Duties of the Secretary

5.3.1. Records and preserves the minutes of Chapter business and Board meetings; presents and reads such minutes at the request of the President.

5.3.2. Prepares necessary correspondence for the Chapter when necessary.

5.3.3. Maintain copies of all legal and other official documents of the chapter.

5.4. Duties of the Treasurer

5.4.1. Keeps and preserves the records and books of accounts reflecting the financial condition and operation of the Chapter and any documentation that obligates the Chapter financially.

5.4.2. Prepares the annual financial report for submission to the appropriate authority.

5.4.3. Prepares the report of financial condition to be provided to the Chapter membership each year.

5.4.4. Ensures required fees and taxes are paid on time.

5.4.5. Monitors and maintains the Chapter bank account; monitors account to ensure it remains in balance and that all funds received are properly credited.

5.5. Duties of the Website Manager

5.5.1. Create and manage the BMW Car Club of America 2002 Forever Chapter Website

5.5.2. Manage website relations regarding the BMW Car Club of America 2002 Forever Chapter news and press inquiries. Generate press releases and articles as approved by Chapter board.

5.5.3. Oversee the duties of the Advertising Manager, and act as the liaison between the Advertising Manager and the Chapter board.

5.6. Duties of the Events Coordinator

5.6.1. Supervise the staging of Chapter events and activities within the guidelines.

5.6.2. Keeps records of the events and how well they succeed.

5.6.3. Responsible for Chapter events for financially structuring the entry fees for events in such a way that the Chapter costs (including insurance and any plaques or trophies) are covered with a small profit. Growth of the Chapter rather than profit is the goal.

5.6.4. All costs for a chapter sponsored event activity must be included in computing the final entry fees for any event. These include insurance, postage, telephone calls, publicity, supplies and any rental of equipment. Approval for any financial commitment must receive approval by the BMW Car Club of America 2002 Forever Chapter Board of Directors, but the chapter cannot claim responsibility for liability/expenses of any chapter events.

5.6.5. Arrange to receive merchandise, trophies or awards as donations from merchants for Chapter events.

5.6.6. Advertising can also be sold during chapter events in the form of sponsorships or the placing of manufacturer's decals or posters. For advertising, the Events Coordinator and Webmaster will work together to ensure all guidelines are met.

5.6.7. Any revenue generated under 5.6.5 and 5.6.6 above should be strictly limited in amounts, and must not exceed the 30% limit on non-member revenues for the chapter.

6. Geographic Representation on the Board of Directors

6.1. As a Non-geographic chapter, the 2002 Forever Chapter represents all areas of the United States as well as other locations. It is comprised of representatives from both the United States and Canada. As such, it is desirable that members of the Board of Directors maintain a diverse geographic representation of 2002 owners. As such, no more than two of the six board of director's members should hold office at the same time from any one of the following geographic regions:

6.1.1. Northeast: (Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Islands)

6.1.2. East Coast: (Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington D.C.)

6.1.3. South East: (North Carolina, South Carolina, Georgia, Florida, Tennessee, Mississippi, Alabama)

6.1.4. North Central: (Minnesota, Wisconsin, Iowa, Illinois, Michigan, Indiana, Kentucky, Ohio)

6.1.5. Central: (Nebraska, Colorado, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana)

6.1.6. North West: (Alaska, Hawaii, Washington, Oregon, Idaho, Montana, Wyoming, North Dakota, South Dakota, Utah)

6.1.7. South West: (California, Nevada, Arizona, New Mexico)

6.1.8. Canada: (all provinces)

7. Election of Board of Director Officers

7.1. President

7.1.1. Election of the President will be by vote of the BMW Car Club of America 2002 Forever Chapter Members. Election will be by simple majority vote of BMW Car Club of America 2002 Forever Chapter members.

7.1.2. For continuity of governance, persons nominated for President will be limited to persons currently sitting on the BMW Car Club of America 2002 Forever Chapter board of directors.

7.1.3. Term of office will be three years. The only exception will be the initial term which will run until 2023. First elections for President will be held in 2022 as outlined below in section 8 below.

7.2. Vice President

7.2.1. Election of the Vice President will be taken from nominations by active BMW Car Club of America 2002 Forever Chapter members and sitting board members. The nominations (based on nomination numbers) will be presented to the Chapter membership for election. Election will be by simple majority vote by active BMW Car Club of America 2002 Forever Chapter.

7.2.2. Persons nominated for Vice President will be active members of the BMW Car Club of America 2002 Forever Chapter.

7.2.3. Term of office will be three years. The only exception will be the initial term which will run until 2022. First elections for Vice President will be held in 2021 as outlined below in section 8 below.

7.3. Secretary

7.3.1. Election of the Secretary will be taken from nominations by active BMW Car Club of America 2002 Forever Chapter members and sitting board members. The nominations (based on nomination numbers) will be presented to the membership for election. Election will be by simple majority vote by active BMW Car Club of America 2002 Forever Chapter

7.3.2. Persons nominated for Secretary will be current active members of the BMW Car Club of America 2002 Forever Chapter.

7.3.3. Term of office will be three years. The only exception will be the initial term which will run until 2024. First elections for Secretary will be held in 2023 as outlined below in section 8 below.

7.4. Treasurer

7.4.1. Election of the Treasurer will be taken from nominations by active BMW Car Club of America 2002 Forever Chapter members and sitting board members. The nominations (based on nomination numbers) will be presented to the membership for election. Election will be by simple majority vote by active BMW Car Club of America 2002 Forever Chapter members.

7.4.2. Persons nominated for Treasurer will be current active members of the BMW Car Club of America 2002 Forever Chapter

7.4.3. Term of office will be three years. The only exception will be the initial term, which will run until 2023. First elections for Treasurer will be held in 2022 as outlined below in section 8 below.

7.5. Webmaster

7.5.1. Election of the Webmaster board member will be taken from nominations by active BMW Car Club of America 2002 Forever Chapter members and sitting board members. The nominations (based on nomination numbers) will be presented to the membership for election. Election will be by simple majority vote by active BMW Car Club of America 2002 Forever members.

7.5.2. Persons nominated for Webmaster must be active members of the BMW Car Club of America 2002 Forever Chapter.

7.5.3. Term of office will be three years. The only exception will be the initial term, which will run until 2024. First elections for Webmaster will be held in 2023 as outlined below in section 8 below.

7.6. Event Coordinator

7.6.1. Election of the Event Coordinator will be taken from nominations by active BMW Car Club of America 2002 Forever Chapter members and sitting board members. The nominations (based on nomination numbers) will be presented to the membership for election. Election will be by simple majority vote by active BMW Car Club of America 2002 Forever Chapter members.

7.6.2. Persons nominated for the Event Coordinator must be active members of the BMW Car Club of America 2002 Forever Chapter.

7.6.3. Term of office will be three years. The only exception will be the initial term, which will run until 2022. First elections for Event Coordinator will be held in 2021 as outlined below in section 8 below.

8. Nomination/Election Process

8.1. The process of nomination for the positions of President, Vice President, Secretary, Treasurer, Webmaster, and Event Coordinator positions is set out as follows:

8.1.1 Nominations will be held in January 2022, and years thereafter as outlined in Section 7.

8.1.2. BMW CCA 2002 Forever Chapter Members nominated for board positions must have at least 12 months continuous membership in the BMW CCA 2002 Forever Chapter directly prior to nomination to qualify for elections.

8.1.3. In January prior to the April Board meeting, active BMW Car Club of America 2002 Forever Chapter members and board members will be asked to provide nominations to the BMW Car Club of America 2002 Forever Chapter board of directors Secretary for any positions that fall due at the forthcoming Board meeting.

8.1.3.1. Nominees for President will come from current sitting board members as outlined in section 7.1.2.

8.1.3.2. Nominees for Vice President, Secretary, Treasurer, Brand Manager and Event Coordinator will come from current sitting board members and general 2002 Forever Chapter members.

8.1.4. The nomination period closes January 31 prior to the forthcoming April Board meeting.

8.1.5. The nomination should be lodged via email to the BMW Car Club of America 2002 Forever Chapter Secretary, and include the details of the nominee (name, short CV, BMW CCA 2002 Forever Chapter Membership Number), name of the BMW Car Club of America 2002 Forever Chapter member nominating and seconding the nomination, and acceptance of the nomination by the nominee. The statement of acceptance by the nominee should also include a short (1 PAGE) letter stating to the membership why they would like to be elected for the position, and qualifications for the position.

8.1.6. Once the nomination period has closed (January 31), all nominations received by the deadline will be reconciled by the Secretary.

8.1.7. By February 15th prior to the April Board meeting, the Secretary will provide details of all nominations received to members of the BMW Car Club of America 2002 Forever Chapter and board members by posting nominations on the Chapter website. Active members will be notified of voting instructions and the two-week open period of voting.

8.1.8. Voting will be conducted via email or regular mail (as directed by the board) by BMW Car Club of America 2002 Forever Chapter active members. Voting will occur over a posted two-week period. At the end of that period, votes postmarked by the posted end date and received will be tallied by the secretary (or treasurer in the case where the secretary position is up for election), and verified by both the President and Vice President. The President (or Vice President in the case of election of the President) will notify nominees of the outcome of the election, and request a written acceptance of the position from the elected member.

8.1.9. Newly elected board members will be installed at the April board meeting.

9. Observers

The BMW Car Club of America 2002 Forever Chapter may call in observers from the BMW CCA Board of Directors to the BMW Car Club of America 2002 Forever Board Meeting. They are guests on their own account and can participate in defined presentations and discussions. They do not have voting rights in the process of making decisions.

10. Board Meetings and Representation

The BMW Car Club of America 2002 Forever Chapter Board of Directors will meet at a minimum of once a year for a working meeting in April of each year. Meetings may be held either in person or by electronic video and/or teleconference. If necessary, the board members may agree on holding an extra meeting.

10.1. Duties of the Board of Directors (Board)

10.1.1. The BMW Car Club of America 2002 Forever Chapter Board will create and follow a basic philosophy. To this end, the Board can formulate its own guidelines.

10.1.2. The BMW Car Club of America 2002 Forever Chapter Board will observe all chapter activities and shall encourage events throughout North America.

10.1.3. The Board's recommendations are affected by a simple majority of

those voting members present.

10.2 Duties of the BMW Car Club of America 2002 Forever Chapter

10.2.1. Generate and maintain forms of communication media, processes and tools

coordinated and customized for the various chapter activities. This includes the Chapter Website, Chapter Newsletter, and may include various discussion groups in social media.

10.3. Duties of Zone Governors

10.3.1. As the BMW Car Club of America 2002 Forever Chapter of the BMW CCA is a Non-Geographic Chapter, the board may appoint Zone Governors. It is the responsibility of each Zone Governor of the BMW Car Club of America 2002 Forever Chapter to act in good faith to convey the recommendations of the BMW Car Club of America 2002 Forever Chapter of the BMW CCA in his/her region in an expeditious and forthright manner.

10.3.2. The responsibilities include but are not limited to:

10.3.2.1. Represent the BMW Car Club of America 2002 Forever Chapter in their area;

10.3.2.2. Working collaboratively with other official Chapters of BMW CCA in their area;

10.3.2.3. Promoting or distributing to chapter members, the BMW Car Club of America 2002 Forever Chapter newsletters, other informational material, and promotional materials;

10.3.2.4. Promptly reporting on an monthly basis to the BMW Car Club of America 2002 Forever Chapter board activities in their area, and;

10.3.2.5. Nominating eligible candidates in their area for BMW Car Club of America 2002 Forever Chapter awards.

11. Other Key Leadership and Volunteer Positions

The chapter depends on volunteer positions in addition to the board in the running of the chapter. These key positions are directly responsible to the board, and are governed by the bylaws of the chapter.

11.1. Newsletter Editor

The Newsletter Editor is responsible to ensure that every member receive this communication from the Chapter periodically, and works under the direction of the 2002 Forever Chapter President. Note that it is not required that the Newsletter Editor personally accomplish every facet of newsletter production or distribution. Production and/or distribution may be in either printed or electronic form. The Editor:

11.1.1. Works under the direction of the 2002 Forever Chapter President.

11.1.2. Has primary responsibility for gathering and creating editorial content, laying out the newsletters and preparing it for printing or electronic distribution.

11.1.3. Ensures that the newsletter is properly labeled, has the correct postage, and is delivered to the postal system for distribution to members if mailed.

11.1.4. Ensures that the newsletter is placed on the Chapter website if electronically generated.

11.2. Webmaster

Maintaining a BMW Car Club of America 2002 Forever Chapter website is a requirement as directed by the board. The website allows instantaneous transmission of information and also provides an easy access to Chapter reference materials. The Chapter Webmaster is responsible for the creation and maintenance of the Chapter website. The Chapter's Web designer or Webmaster must have not just the skills, but also the time for these tasks. Once the site is designed and fielded, it usually takes less time to maintain. However, the current and accurate information is what Chapter members will be looking for, the Chapter Webmaster needs not just the skills to update the site, but also the willingness and time to make changes as they occur, in real-time. The Webmaster:

11.2.1. Works under the direction of the 2002 Forever Chapter President and Board of Directors.

11.2.2. 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.

11.2.3. Ensures that the information contained on the website is correct.

11.2.4. Strives for a website that is easy to navigate, meets the informational needs of the BMW Car Club of America 2002 Forever Chapter members, and can also serve as a recruiting tool for new members.

11.2.5. 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 board so alternative solutions may be investigated.

11.3. Advertising Manager

The Advertising Manager works under the direction of the President to secure advertising for the chapter website and chapter newsletter. This advertising is to help off-set chapter costs in setting up and maintaining the chapter website and chapter newsletter. The Advertising Manager:

11.3.1. Has primary responsibility for contacting potential advertisers for the website and newsletter.

11.3.2. Acts as a liaison between the Newsletter Editor, and Webmaster, for purchased advertising.

11.3.3. Forwards all payments for advertising to the Chapter Treasurer for deposit.

11.3.4. Forwards all digital ready advertisements to the Webmaster and Newsletter Editor for inclusion in the Newsletter and on the Website.

11.4. Membership Coordinator

The Membership Coordinator works under the direction of the Vice President to review and update the chapter on membership. The Membership Coordinator:

11.4.1. Has primary responsibility for contacting new members and sending them their welcome package.

11.4.2. Provides information to prospective 2002 Forever Chapter members on procedures to join BMW CCA and the 2002 Forever Chapter.

12. Special Election to fill board member vacancies

In the event of an unforeseen vacancy on the board of directors, a special election may be called by the President, or Vice President (senior board member of the board if the vacancy involves the President).

12.1. The senior board member of the board will notify the Executive Vice President of BMW CCA that there is an unforeseen vacancy on the BMW CCA 2002 Forever Chapter Board of Directors.

12.2. The Senior Board Member will notify active BMW CCA 2002 Forever Chapter members either by email, or regular mail, that a special election will be conducted to fill the unforeseen vacancy.

12.3. The election process will be the same as that for regular elections. The only exception of the special election is the timeline, which may be adjusted to fit the circumstances.

12.4. If the vacancy is that of the President, then nominees will be taken from the current board of directors. If the vacancy is for all other board members, then nominees will be taken from the chapter membership. The newly elected board member's term will be the remaining term of the position. Follow-on elections will remain on schedule.

13. Recall of a sitting board member by the membership

Elected sitting board of directors' members may be recalled and moved from office by a vote of active membership of the BMW Car Club of America 2002 Forever Chapter. The process for recall is as follows:

13.1.1. The Board of Directors will be notified in writing that the general membership of BMW Car Club of America 2002 Forever Chapter is requesting removal of one of the members of the Board of Directors. The President should be the board member notified unless the President is the member of the board the action is being taken against. If the action is against the President, then the Vice President should be notified.

13.1.2. The notified Board member will then notify the BMW CCA Executive Vice President, then other members of the Board of the request within 48 hours of receiving the request.

13.1.3. A "Petition for Removal of a Board Member" should be submitted to the BMW CCA Executive Vice President, with no fewer than 51% actual signatures of the active BMW Car Club of America 2002 Forever Chapter Membership requesting recall.

13.1.4. The BMW CCA Executive Vice President, working with the remaining board of director members, will notify all active BMW Car Club of America 2002 Forever Chapter members of the proposed recall by mail. A vote will then be established for all actual members by direct mail (not email). Cards will be sent to all members for vote, and returned.

13.1.5. For removal from office, greater than Two Thirds of the total actual BMW Car Club of America 2002 Forever Chapter membership must vote for removal.

13.1.6. The BMW CCA Executive Vice President will notify the board member in question in writing of the outcome of the recall. He will also notify all other board members in writing of the outcome of the recall.

13.1.7. If the board member is voted to be removed, the process will proceed as follows: If the removed board member is the President, the BMW CCA Executive Vice President will call a meeting of the BMW Car Club of America 2002 Forever Chapter board, and elect from within the board a new President. If the board member selected for removal is not the president, the BMW CCA Executive Vice President, working with remaining board members, will call for a new election to replace the board member removed in the recall. Election process will be the same as that for regular election. The newly elected board member's term will be the remaining term of the removed member. Follow-on elections will remain on schedule.

14. Finance

BMW Car Club of America 2002 Forever Chapter is a non-profit corporation duly organized under the laws of the State of South Carolina. The Certificate of Incorporation, Nonprofit Corporation is dated _____. It is recognized as a 501 (c) (7) by the Internal Revenue Service of the United States of America as of _____. Any income generated will go toward maintaining the Chapter administrative duties, newsletter, website, necessary correspondence requirements of the Chapter, and expenses approved by the board, and will be conducted under the guidelines of our 501 (c) (7) status. Further subsidies for special projects may be negotiated in each individual case. BMW Car Club of America 2002 Forever Chapter financial statements will be filed with BMW CCA as per BMW CCA guidelines.

15. Amendments

Amendments to the By Laws must be made by a two-thirds majority of Voting board members present.

16. Dissolution

The BMW 2002 Forever North America Chapter can be dissolved only by a two-thirds majority of voting board members present. All remaining chapter funds will revert back to BMW Car Club of America.