

**FLORIDA SUNCOAST CHAPTER
BMW CCA**

BY-LAWS

**Revised/Re-written
January
2007**

Table of Contents

ARTICLE I – Name, Address and Badge.....	3
Section 1 –Name	3
Section 2 – Address	3
Section 3 – Badge	3
ARTICLE II – Objectives/Policy.....	3
Section 1 – Objectives	3
Section 2 – Policy	3
ARTICLE III – Membership.....	4
Section 1 – General	4
Section 2 – Membership Class	4
Section 3 – Privileges	4
Section 4 – Discipline	5
ARTICLE IV – Board of Directors	5
Section 1 – General	5
Section 2 – Officers	5
Section 3 – Directors	6
Section 4 – Non-Elected Chapter Officials	6
Section 5 – Duties	6
5a – President	6
5b – Vice President	7
5c – Secretary	7
5d – Treasurer	7
5e – Newsletter Editor	7
5f – Webmaster	8
5g – Crisis Communication Representative	8
5h – Other Appointed Officials/Special Committees	8
Section 6 – Removal of a Board Member	8
ARTICLE V – Meetings.....	9
Section 1 – General	9
Section 2 – Board of Directors Meetings	9
Section 3 – General Membership Meetings	9
Section 4 – Committee Meetings	9
Section 5 – Quorum	9
Section 6 – Voting	10
ARTICLE VI – BOD Elections	10
Section 1 – Nominations	10
Section 2 – Ballots	10
ARTICLE VII – Fiscal Year	10
ARTICLE VIII – Liabilities, Obligations and Indebtedness	11
Section 1 – Authority to Incur Obligations and Indebtedness	11
1a – Obligations/Indebtedness	11
1b - Liabilities	11
1c - Indemnity	11
Section 2 – Unauthorized Obligations	11
Section 3 – Personal Liability for Unauthorized Obligation	11
Section 4 – Asset Distribution	11
4a - Earnings	11
4b – Dissolution of Assets	12
ARTICLE IX – Amendments	12
Section 1 – Proposal	12
Section 2 – Referendum	12
Section 3 – Resolution/Adoption	12

ARTICLE I – Name, Address and Badge

Section 1 – Name

The name of the chapter is the Florida Suncoast Chapter, BMW Car Club of America, hereafter referred to as “the Chapter” or “FSC” and is incorporated under the State of Florida as a tax-exempt, not-for-profit organization.

Section 2 – Address

The address for the Chapter is P.O. Box 10666, Tampa, Florida, 33679, and may be changed, as necessary by the Board of Directors, without general membership consultation. The territory of the Chapter is the South Atlantic Region or as assigned by BMW CCA, Inc., hereinafter referred to as the “BMW CCA,” “BMW CCA, Inc.” or “National Club.”

Section 3 – Badge

The badge of the Chapter shall be inscribed with the words “Florida Suncoast Chapter” and the initials “BMW CCA.”

ARTICLE II – Objectives/Policy

Section 1 – Objectives

Operating under the limitations set forth by the State of Florida for corporations without profit, the purpose of the Chapter shall be to promote the sharing of goodwill and fellowship engendered by owning a BMW or interest in the marque and engaging in such events as may be agreeable to the membership that may include the following:

1. Schedule and promote motoring, touring and social activities;
2. Schedule and promote events developed by outside organizations where FSC has been asked to take a role or serve as an adjunct organizer or said event has been determined by the Chapter Board to be of interest or beneficial to the general membership;
3. Encourage and promote safe and skillful driving via the staging of various driving skills programs including but not limited to autocrosses, car control clinics and advanced driving schools;
4. Establish and maintain mutually beneficial relationships between our membership and BMW dealers and other service sources for the betterment of all members;
5. Maintain the highest standards of performance and operation of a BMW by sharing technical information via the exchange of ideas and suggestions with other BMW clubs and with other sports car clubs as may be desirable; and
6. To plan, initiate and participate in such other events and activities related to BMW automobiles as may be of interest to the members.

Section 2 – Policy

1. It is the policy of the Chapter not to share our member list. The opinion of the FSC Board is that member information is a trust to be used by the Chapter only to pass along information concerning events or activities, of interest to our members as approved or planned by the Board. No information regarding a member shall

- be shared with any party outside of the Chapter and BMW CCA without the express written consent of such member.
2. Chapter e-mail messages to the general membership are intended to be used for event information and general interest information distribution only. The Chapter shall not use general membership distribution e-mail messages to send advertisements to its members whether on behalf of a member or third party, except as may be part of the Chapter's newsletter or other classified advertisement program.
 3. 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 by-laws.
 4. No person shall incur an obligation to, or commit the credit of the Chapter, except as specifically authorized by the Board or these By-laws and limited by the rules set forth in Article VIII.
 5. While only one signature is required, both Board members, as specified in Article IV, Section 5, Paragraph 5d, Sub-paragraph 4, shall be made aware of any check endorsed in excess of \$500.

ARTICLE III – Membership

Section 1 – General

Active/Associate membership shall be limited to individuals who are willing to uphold the Chapter policies and objectives, subscribe to its by-laws, reside within the assigned territory, and who have paid all applicable fees to the National Club. Prospective members who reside beyond this territory and members who move beyond this territory may apply for/retain their affiliation with the Chapter provided the required additional fee is paid to the National Office.

Section 2 – Membership Class

1. Active: Any individual, BMW ownership notwithstanding, who shows an interest in the Chapter and its activities and who is acceptable to the Board of Directors. All active members are voting members eligible for election to the Chapter Board and appointment to its various sub-committees.
2. Honorary: Any person who, upon an affirmative vote of the majority of the members present at any regular or special meeting of the membership to include a quorum, is deemed worthy of recognition for outstanding service to the Chapter or the marque. Any fees attached to this Honorary membership will be paid by the Chapter, and the membership is limited to one year.
3. Associate: Any individual, so designated by the National Club, who shall enjoy all rights and privileges pertaining to Active FSC Members.

Section 3 – Privileges

1. All members in good standing, of all classes, 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. All members in good standing, of all classes, shall be entitled to serve on any Board approved committee.
3. Only active members of the Chapter shall be entitled to hold elective office.

4. Only active members of the Chapter may vote for officers or upon issues of policy.
5. Only active members of the Chapter may hold appointive office.

Section 4 – Discipline

1. A member may be expelled or suspended, at the discretion of, and by a 2/3 majority vote of the Chapter Board of Directors, for violations of the rules of the National Club or Chapter, for unsportsmanlike or disrespectful behavior or for behavior inconsistent with the best interests of the Chapter or in clear violation of member rules set forth in these by-laws. Any expelled/suspended member shall have the right to appeal to the Board of Directors at any regular or special meeting of the Board. The decision by a simple majority vote at such appeal shall be final.
2. A member may be asked to terminate continued participation in a single event by the organizer, chair, or activities director, appointed and empowered by the Board, to plan, direct and execute that event.

ARTICLE IV – Board of Directors

Section 1 – General

1. The Board of Directors, hereafter referred to as the “Board,” shall be comprised of not less than three or more than four elected “Officers” and not less than one or more than five elected At Large “Directors.”
2. The elected Board of Directors shall total not less than five or more than nine individuals. In any case, a sufficient number of At Large Directors should be nominated for elective office to guarantee a simple majority, with no ties, for voting purposes. Only members of the elected “Board” may vote on all issues.
3. The Board of Directors is under the direction of the president and shall advise him on chapter matters at his request.
4. The Board of Directors shall decide when an officer is incapable of properly fulfilling his responsibility to the Chapter.
5. All elected Board members will serve one-year terms, beginning February 1 and ending January 31. While FSC encourages diversity and participation, elected Board members are not prevented from serving multiple consecutive terms.
6. The term of Past President is limited to one fiscal year and is considered a non-voting Board member.

Section 2 – Officers

1. 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 with the exception of secretary/treasurer if deemed appropriate and necessary by the Board.
2. 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.
3. 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 that are vacated shall be filled by appointment by the president, by appointment as a result of a search committee approved by the president or until a general election is held.

Section 3 – Directors

1. All Directors must be available to vote on issues when called upon by the president.
2. All Directors shall attend all general board meetings and any other meetings as required by Article V of these By-laws.
3. Except for Tampa, St. Petersburg, Clearwater and Lakeland, the Board may assign a Director to represent the interests of an active and interested group of FSC Chapter members who reside in an area removed from the sites described above.
4. Any Director who is unable or unwilling to complete his or her commitment to the Chapter will be replaced per Article IV, Section 2, and paragraph 3.

Section 4 – Non-Elected Chapter Officials

The Board has been directed by the National Club to appoint, at a minimum, a newsletter editor, webmaster and a crisis communication representative(s). The Board may appoint at its discretion and based on the needs of the Chapter membership, various other positions to facilitate the smooth and effective operation of all Chapter activities and obligations. These positions include, but are not limited to: new member chair, motorsport designee/director, autocross chair, chief instructor, e-mail administrator and any other position the Board deems necessary. Additionally, these positions:

1. Report to the president or his designee on the Board;
2. Are non-voting except when directed by the president or the Board. The official may then vote on issues directly related to their responsibilities;
3. May be held by any other Board member with the exception of the president, except that the president may hold an additional *interim* position until a suitable candidate can be appointed. When an individual holds more than one position on the Board of Directors, that individual shall have only one vote; and
4. May be called upon to attend all BOD meetings and any other meeting as directed by the Board and described in Article V of these By-laws.

Section 5 – Duties

5a – President

1. The president shall preside at all meetings of the Chapter and of the Board of Directors. The president shall direct the secretary to briefly report the actions of the Board of Directors to the Chapter. The president shall supervise and coordinate the duties of the other officers.
2. The president shall be the chief spokesperson for the Chapter in all dealings with the public and with BMW CCA, Inc., except in situations requiring emergency media response.
3. The president shall organize, update and distribute, in a timely manner, the Chapter activities calendar as needed. This update shall occur, at a minimum, with the publication of each newsletter.

5b – Vice President

1. The vice president shall assist the president in the performance of the latter's duties and, in the event of the absence, disability or disqualification of the president, shall assume the roll of acting president.
2. At the discretion of the president, the vice president may be responsible for overseeing event scheduling and functioning as the liaison between the Board of Directors and event organizers.

5c – Secretary

1. The secretary shall keep full and complete minutes of all Chapter meetings, and at these meetings, shall be responsible for ensuring that full compliance with the by-laws is maintained. The Secretary shall be responsible for all past minutes of the Chapter.
2. As directed by the president, the secretary shall be responsible for notice to the members of all annual and special meetings.

5d – Treasurer

1. The treasurer shall have custody of all moneys, debts, obligations, and assets of the Chapter, and shall be authorized to make normal ongoing disbursements as required to operate the Chapter.
2. 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.
3. The treasurer shall keep the Chapter's books of account on a fiscal year basis beginning February 1 and shall give a financial report, if called upon, at each regular meeting of the Chapter. The treasurer shall have custody of the past financial records of the Chapter.
4. ONLY the treasurer and one other chapter Officer, Director or Official, not to include the president, and as nominated by the Board, will exercise check signing duties on behalf of FSC.
5. Certain activities may require the use of an on-site cash box. The treasurer is authorized to appoint a director, officer or official of FSC to possess the cash box for that single day event.

5e – Newsletter Editor

1. The editor of the chapter newsletter is responsible for all publicly disseminated information, as per the National Club requirement for a printed newsletter delivered by the U.S. Post Office.
2. The editor gathers and edits material and assumes responsibility for the chapter newsletter (published in accordance with BMW CCA, Inc. guidelines), subject to direction from the president.
3. It shall be the responsibility of the editor to modify the calendar, as received from the president, in a form consistent with the newsletter layout.
4. The editor will send a PDF copy of each edition of the newsletter to the webmaster for inclusion on the Chapter's Web site.

5. The editor has Board approval to incur ongoing debt, payable by the Chapter, which is necessary in order to complete the requirements for the creation and distribution of the newsletter, such ongoing debt never to exceed a balance of One Thousand Five Hundred Dollars (\$1,500) per issue without approval of the Board.
6. The editor may vote only on information delivery topics if called upon by the Board.

5f – Webmaster

1. The webmaster shall gather and edit material and will assume responsibility for the Chapter Web site, subject to direction from the president and any promulgated guidelines.
2. Material specifically related to an event or activity must be reviewed and approved by the coordinator responsible for that activity before being submitted to the president for inclusion in the calendar and subsequent posting to the Web site. It shall not be the responsibility of the webmaster to ascertain the veracity of the calendar events other than to edit obvious errors.
3. It shall be the responsibility of the webmaster to modify the calendar, as received from the president, in a form consistent with the Web layout.
4. All costs incurred in creating/amending the Web site and operating it via the associated service provider must be approved by the Board.
5. The webmaster may vote only on information technology and Web related topics if called upon by the Board.

5g – Crisis Communication Representative

1. This Chapter representative shall communicate with media representatives and local law enforcement agencies on behalf of FSC when an incident at a Chapter sanctioned event involving Chapter members, property or guests leads to illness, injury or death to persons or damage or destruction of property.
2. When acting as a Chapter spokesperson as noted above, the representative shall use techniques and procedures as outlined in the Crisis Response Plan document issued by the National Club.

5h – Other Appointed Officials/Special Committees

When the Chapter determines that FSC activities require the appointment of other Chapter Officials as outlined in Article IV, Section 4 above, the Board will assign specific duties and responsibilities to that selected chapter member. The Board also has the authority to form committees as the need arises.

Section 6 – Removal of a Board Member

A Board member may be removed from office by a two thirds (2/3) vote of the voting members present at a duly constituted general meeting of the membership and comprising a quorum as directed by Article V, Section 5, paragraph 1 of these By-laws. This vote must take place after thirty (30) days advance written notice has been posted by the Board stating reasons for removal.

ARTICLE V – Meetings

Section 1 – General

1. The Chapter shall conduct Board Meetings, General Membership Meetings and Committee Meetings as directed and outlined in this article. All meetings for conduct of Chapter business shall be guided by parliamentary procedure as specified in the latest edition of *Robert's Rules of Order*.
2. Location space permitting, all meetings shall be open to the general membership; however, general members present at the Board meeting are not permitted to vote with the Board but may enter into the discussions of the Board when called upon by the chair.

Section 2 – Board of Directors Meetings

1. The first BOD meeting of the fiscal year shall also be known as the “Annual Board Meeting”.
2. The Chapter shall be required to hold four quarterly BOD meetings per year, except that the last quarter BOD meeting may be omitted if all Chapter business and future plans, to include the first month of the next fiscal year, have been satisfactorily completed up to and including the Annual Holiday Party.
3. The president may call additional BOD meetings as necessary in order to complete Chapter business.
4. All BOD meetings will be announced via e-mail.

Section 3 – General Membership Meetings

1. General Membership Meetings will be advertised and promoted as the “Monthly Dinner Meeting” and will be held on the second Monday of each month, except January, and as may be otherwise determined by the Board. These meetings will take place at a restaurant or other venue to be determined, scheduled and advertised by the Board.
2. The Annual Dinner Meeting will take place in January or other such month and at a place and time to be determined by the Board and will be advertised and promoted as the “Annual Holiday Party.”

Section 4 – Committee Meetings

Any Official, Representative or Chair appointed by the President or Board to fill a leadership roll in order to plan and manage a Chapter event has the authority to schedule and chair a committee meeting.

Section 5 – Quorum

1. At any General Membership Meeting of the Chapter, the presence of two of the four elected officers, one elected director, and ten active members in good standing shall constitute a quorum.
2. At meetings of the Board of Directors, the presence of three of the four elected officers and at least one of the elected Directors shall constitute a quorum. For a vote to be held during a meeting of the Board of Directors, a total of five Board members must be present, a minimum of three of which must be elected officers.
3. At any Committee Meeting, a designated chair and two voting members assigned to that committee must be present to constitute a quorum.

Section 6 – Voting

1. Unless otherwise stipulated in these By-laws, a vote shall be carried with a simple majority of the voting members at any meeting where a quorum is seated.
2. The President may, at his/her discretion and when time is of the essence, conduct an e-mail vote of the Board of Directors when a decision is required which does not require a policy change or a revision of or an amendment to these By-laws.

ARTICLE VI – BOD Elections

Section 1 – Nominations

1. A Chapter member may nominate any other active member by submitting a nomination in writing, with the consent of the nominee.
2. At any General Membership Meeting, a Chapter member may verbally nominate any other active member with the consent of the nominee.
3. The President may elect to appoint a nominating committee to search for suitable member candidates. All members of this committee must be active members in good standing and not currently running for an FSC Board position.

Section 2 – Ballots

1. All approved nominations must be printed on a ballot to be included in the last newsletter of the current fiscal year. The ballot shall be printed on the inside back page of the newsletter so the mailing label of the voting Chapter member is attached as proof of membership or in such other manner as determined by the Board so that proof of membership for each vote is assured.
2. The ballots will be mailed to a chapter representative appointed for this purpose by the Board. Ballots may also be returned in person at the Annual Holiday Party which will constitute the deadline for the BOD votes.
3. Additional printed ballots shall be made available at the December Monthly Dinner Meeting, or the last Monthly Dinner meeting prior to the Annual Holiday Party, and by e-mail attachment if requested. These ballots must be returned as described in paragraph #2 above with the active/associate voting member's name and member number included therein.

ARTICLE VII – Fiscal Year

1. The Chapter Fiscal Year shall commence on February 1 and terminate on January 31.
2. For purposes of accounting, any normal FSC event, except for the Annual Holiday Party, which incurs costs or generates income and is scheduled for the period January 1 to January 31, shall be considered to occur in the following fiscal year.

ARTICLE VIII – Liabilities, Obligations and Indebtedness

Section 1 – Authority to Incur Obligations and Indebtedness

1a – Obligations/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 an appointed Official of a specific event to expedite the planning and execution of that respective activity.

1b - Liabilities

The Chapter shall indemnify and save harmless to the fullest extent permitted by law any Officer, Director, or member, or any former Officer, Director or former member, and their heirs, personal representatives, administrators, and other legal representative from and against: (A) any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of the office or position held; and (B) any other liability and all costs, charges and expenses that they sustain or incur in respect of the affairs of the Chapter.

1c - Indemnity

In order to indemnify the Board members and Chapter members as specified in Article VIII, Section 1, paragraph 1b above, the Chapter has contracted with BMW CCA to provide:

1. A Directors and Officers Liability Policy, on file with BMW CCA; and
2. A Personal Liability Policy, purchased and provided for each required event.

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.

Section 4 – Asset Distribution

4a - Earnings

No part of the Chapter's net earnings shall benefit any of its officers, directors, members, or any other private individual, with the exception of a Board approved charity. The Chapter net earnings shall be owned by FSC.

4b – Dissolution of Assets

1. In the event of the dissolution of the Chapter, all FSC assets, comprising both real and personal property, shall be dispersed to the national offices of BMW CCA, Inc. Such assets are to be held in escrow for the benefit of any future chapter that may be organized in west central Florida.
2. BMW CCA may entertain, at its discretion, inquiries from members of the former Chapter concerning acquisition of any former FSC asset at fair market value.

ARTICLE IX – Amendments

Section 1 – Proposal

1. Any active member of the chapter may propose an amendment to these By-laws, which must be submitted, in writing, to the Board of Directors.
2. For the proposal to advance to a membership referendum, the Board must pass the proposal by a 2/3 majority vote at a Board meeting called for this purpose.
3. Notice of proposed amendments to the By-laws shall be distributed to all members via general e-mail setting forth the current and proposed amendments for members' review and input.

Section 2 – Referendum

1. The proposed amendment, together with the positive recommendation of the Board will be published in the next available newsletter following the e-mail notification listed in Section 1 above.
2. A ballot will also be published in the same issue of the newsletter, to be returned by mail or in person at the regular monthly dinner meeting designated as the deadline for this vote.

Section 3 – Resolution/Adoption

1. At the monthly dinner meeting designated as the deadline, the mailed ballots will be tallied and a hand vote of those not mailing a ballot will be taken. A simple majority of the sum of these ballots and hand votes will pass the proposed amendment, which shall become effective immediately, provided a membership quorum was present in person or by ballot.
2. If the proposed amendment fails either in committee or by referendum, the topic contained therein may be reviewed or re-submitted after twelve calendar months have passed since the failing vote. A petition signed by at least 50 members, or 5% of the active members, whichever is greater, will be required for this review to be granted.

This document has been approved and has been enacted by a majority vote of the members present at the FSC Annual Dinner Meeting held on January 20, 2007.

*Russell C. Garvey*_____

Russell C. Garvey
President, Florida Suncoast Chapter