

**North Star Chapter
BMW Car Club of America, Inc.
Bylaws
Ratified December 2022**

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Article I. Name and Address

The North Star Chapter, BMW Car Club of America, Inc. (“the Chapter”) is a Minnesota Nonprofit Corporation, incorporated on May 17, 1993. The Minnesota State File Number is 1J-107, and the Federal EIN is 41-1752399.

The Chapter is a Chapter of the BMW Car Club of America, Inc. (“CCA National”) and serves members in all areas of the State of Minnesota as assigned by CCA National.

The address for the Chapter is recorded and maintained by the Chapter Officers, who shall inform CCA National of its physical address, which may be changed as necessary by the Board of Directors without general membership consultation.

Article II. Purpose

Insofar as permitted to corporations under the terms of Minnesota Statutes Chapter 317A to promote interest in motoring and touring activities and to encourage safe and skillful driving education, publications, and activities related to motor touring.

Article III. Obligations and Indebtedness

Section 3.01 Authority to Incur Obligations and Indebtedness.

Obligations and indebtedness shall only be incurred in the name of the Chapter by a vote of the four elected officers acting as the Board of Directors or by persons duly authorized by the Board of Directors. Only the four elected officers or persons authorized by the board of directors (see Article 5, Section 1) to act on behalf of the Chapter shall incur any obligations or indebtedness in the name of the Chapter. All obligations or indebtedness incurred under these bylaws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to such corporate obligation or liability.

Section 3.02 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 general benefit of the entire membership of the Chapter, nor shall the board of directors approve the incurring of any such obligation or indebtedness.

Section 3.03 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 IV. Membership

Membership of the Chapter shall consist of members and associate members of CCA National in good standing who are assigned to the Chapter or who have designated the Chapter as an additional chapter affiliation with CCA National. A person who is not a member in good standing of CCA National is not a member of the Chapter for any purpose.

Article V. Board of Directors

Section 5.01 Officers and Directors

The officers of this Club shall be President, Vice President, Secretary, and Treasurer as elected by the general membership.

The Board of Directors shall consist of seven active members. This shall include the four officers plus three officer-appointed at-large directors.

The voting members of the Board of Directors shall consist of elected Chapter Officers plus three appointed at-large directors (hereinafter "Board of Directors").

Directors elected or appointed to a position may concurrently fill additional appointed positions. Each person must have a maximum of a single voting right on the Board while serving in multiple positions concurrently.

Elected Chapter Officers and appointed At-Large Directors will serve two-year terms and may serve multiple/unlimited consecutive two-year terms.

Officers shall be elected in alternating years: on each odd year, elections will be held for president and treasurer, and on each even year, elections will be held for vice-president and secretary.

Appointed members of the Board of Directors shall serve for two years, at which time the elected Chapter Officers may re-appoint such members for another term. There shall be no limit on the number of terms an appointed member may serve on the Board of Directors.

All members of the Board of Directors

- a) Must be available to vote on issues when called upon by the president,
- b) Shall attend all Board of Director meetings and any other meetings related to their responsibilities,
- c) Any Director unable or unwilling to complete their commitment to the Chapter will be replaced per Article 5.03.

Section 5.02 Other Appointed Positions

The Board of Directors 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. The Board of Directors shall determine specific responsibilities and authority levels of these positions at the time the position is established. These positions include but are not limited to Webmaster, Marketing Coordinator/Newsletter Editor, Membership Coordinator, Chief Instructor, Driving School Coordinator, and any other position the Board deems necessary. Additionally, these positions:

- a) Report to the president or their designee on the Board,
- b) Are non-voting except when directed by the president or the Board. The official may then vote on issues directly related to their responsibilities,
- c) Shall attend all Board of Director meetings and any other meetings related to their responsibilities,
- d) May be held by any other Board member

Section 5.03 Resignations

Any officer or appointed director shall have the right to resign by submitting a resignation in writing to the Board.

Section 5.04 Duties and Responsibilities

a) President

The President shall be the organization's chief officer, preside at all organization meetings, and act as President of the Board of Directors. The President shall sign all written contracts of the Club, unless unavailable, and shall perform all such other duties as are incident to this office. The President shall be an ex-officio member of all committees of the organization. They shall be directly responsible to the Board of Directors.

b) Vice President

The Vice President shall perform the duties of the President in their absence and shall perform such other duties as the Board of Directors may, from time to time, designate.

c) Treasurer

The Treasurer shall have custody of all the funds of the organization. They shall authorize the paying out of monies on such approvals and signatures as the Board of Directors may determine. They are responsible for maintaining adequate books of account, presenting quarterly financial statements of receipts and expenditures to the Board of Directors, and presenting an annual financial report at year-end. Financial reporting will be completed following the BMW CCA policies and procedures. The treasurer oversees the submission of all required local, state, and federal financial and tax returns.

d) Secretary

The Secretary shall be responsible for preparing and preserving minutes of all meetings of the Board of Directors. The Secretary shall serve ex-officio on such committees as may be appointed by the President and shall keep the minutes of such committees.

The Secretary shall give all notices which may be required by law or by these bylaws. The secretary shall be responsible for ensuring full compliance with the bylaws. The Secretary shall perform such other duties as may be assigned to them, from time to time, by the Board of Directors.

Section 5.05 Powers

- a) Except as herein otherwise provided, the Board shall exercise all powers of management of the corporation.
- b) The Board may appoint committees as it sees fit, or may act as a committee of the whole. The Board of Directors may delegate to the President the power to appoint any committee.
- c) Subject to Article X, Directors shall have the power to make and alter any bylaws.
- d) It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Chapter. Failure to consult with members shall not affect any vote of the Board.

Section 5.06 Removal from Board or Committee

a) Officers

An officer may be removed with cause by a two-thirds vote of the Board at a duly designated meeting after thirty days advance written notice of reasons for removal.

b) Non-Elected Board Members and Committee Members.

The elected Chapter Officers may, by a unanimous vote, appoint or remove a non-elected board member or committee member.

Section 5.07 Meeting Participation

Officers are expected to be present at regularly scheduled meetings and any such meetings as may be called. Non-performance of duties or non-participation in meetings may be the reason for the Board to remove them from office.

Article VI. Meetings and Quorum

Section 6.01 Meetings

Except as otherwise provided, board meetings will be called by the President or Board when necessary or suitable to the activities of the Chapter. The Board shall meet at least six (6) times per year, and at the call of the President.

Members will be notified of meetings of the Corporation by posting a notice on the website or in the newsletter.

Section 6.02 Quorum

For Board meetings, 50 percent of the elected and appointed Board of Directors shall constitute a quorum. A vote shall be carried with a simple majority of the voting members at any meeting where a quorum is seated.

Section 6.03 Meeting Procedures

Unless otherwise provided in these bylaws, Robert's Rules of Order, newly revised, shall be observed as the rules of procedure for all meetings of the organization and all the duly constituted subdivisions, board, and committees thereof.

The Board of Directors may authorize meeting attendance and voting via in-person, audio, or video teleconferencing. Electronic voting for official Chapter business, by the Board of Directors and/or the general membership, is permitted.

Article VII. Elections

Section 7.01 Nominations

Members may nominate a member in good standing for office by notifying a Board member verbally, in writing, or electronically. The Board will consolidate nominations and place them on the ballot after confirming with nominees that they agree to run for and serve in office. In the event the membership at large fails to nominate candidates for one or more offices, the Board shall constitute itself as a nominating committee and develop a slate of candidates to present to the membership for election.

Section 7.02 Ballots

The officers of the Chapter shall be elected by ballot by a majority vote of the members by media approved by the Board. The Board may choose to adopt a system of submitting ballots via electronic means. An electronic ballot method adopted for casting votes must include a method of identifying the member and member number.

The ballot, voting deadline, and candidacy statements shall be published in the Chapter newsletter and/or website. If Chapter officer nominees are running unopposed after the nomination period ends, elections are not needed and the nominated officers shall assume their duties immediately for their next term. Otherwise, if any candidate on the 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 newly elected officers shall officially assume duties of office immediately after validation.

Section 7.03 Vacancy

If a vacancy occurs between elections, the vacancy shall be filled by a member appointed by the Board. The Board may, at its discretion, appoint a voting member to assume the duties of any officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

Article VIII. Indemnification

The Directors, Officers, and Members of the Corporation shall not be personally liable for debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Directors, Officers, or Members be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

To the full extent permitted by any applicable law, including Minn. Stat. 317A.521, as may hereafter be amended, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as

- Director, Officer, partner, employee or member of a committee of the Corporation; or
- Director, Officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a Director, officer or employee of the Corporation is or was serving the other corporation at the request of this Corporation or whose duties as a Director, officer or employee of the Corporation involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person concerning an employee benefit plan), settlements and reasonable attorney fees and disbursements, incurred by the person in connection with the proceedings.

The indemnification provided by this section shall continue as to a person who ceased to be a Director, officer, employee or committee member, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or

a member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any capacity.

The foregoing right of indemnification shall not be exclusive of any other right to which any Director or officer, employee, agent, or committee member may be entitled as a matter of law or which may be lawfully granted to such person.

All immunities provided by statute, law, and equity or otherwise shall apply to all such persons for any and all claims to the fullest extent possible.

Article IX. Fiscal Year

The fiscal year of the organization shall commence on January 1st of each year.

Article X. Amendments

Section 10.01 Initiation

These bylaws may be amended, altered, or repealed by

- a) A proposed amendment by a chapter member submitted in writing or by electronic means to the board of directors.
- b) The Board of Directors shall have the power to make and alter any bylaw or bylaws.

Section 10.02 Approval by the Board of Directors

If a proposed amendment is approved by a majority of the board of directors, the Chapter membership is provided official notice via email, or other electronic means, and given reasonable time to provide comments.

Section 10.03 Adoption

For those amendments significantly altering the general welfare of the club or its operations, a formal vote by the membership determined by a two-thirds approval of all votes received within the reasonable time allotted by the Board.

All other amendments, as deemed insignificant by the Board of Directors, adopted after time allowed for Chapter membership comments.