



*Old Hickory Chapter, Tennessee
BMW Car Club of America
Chapter ByLaws*

TABLE OF CONTENTS

<i>ARTICLE I.</i>	<i>NAME</i>
<i>ARTICLE II.</i>	<i>PURPOSE</i>
<i>ARTICLE III.</i>	<i>LOCATION</i>
<i>ARTICLE IV.</i>	<i>MEMBERSHIP</i>
<i>ARTICLE V.</i>	<i>ELECTIONS</i>
<i>ARTICLE VI.</i>	<i>BOARD OF DIRECTORS</i>
<i>ARTICLE VII.</i>	<i>OFFICERS</i>
<i>ARTICLE VIII.</i>	<i>MEETINGS</i>
<i>ARTICLE IX.</i>	<i>CORPORATION POWERS</i>
<i>ARTICLE X.</i>	<i>DUES</i>
<i>ARTICLE XI.</i>	<i>PERSONAL LIABILITY</i>
<i>ARTICLE XII.</i>	<i>SEAL</i>
<i>ARTICLE XIII.</i>	<i>AMENDMENTS</i>
<i>ARTICLE XIV.</i>	<i>MISCELLANEOUS</i>

ARTICLE I. – NAME

The name of the Corporation shall be Old Hickory Chapter B.M.W.C.C.A., Inc.

ARTICLE II. – PURPOSE

The purpose or purposes for which the Corporation is organized are to promote the enjoyment, use, and interest and to protect the rights of B.M.W. owners and operators in general and its members in particular to facilitate the cooperation of its members to their mutual advantage and protection in matters relating to the use, operation, and ownership of their B.M.W. automobiles to maintain a club for social enjoyment and a clubhouse and to purchase, lease, and improve such real estate or other properties which may be necessary for such aforesaid purpose.

ARTICLE III. – LOCATION

Meetings will be held at a location chosen by the President or Board of Directors.

ARTICLE IV. – MEMBERSHIP

The membership of this Corporation shall be as follows:

Section 1:

Members and associate members of the B.M.W. Car Club of America, Inc. who reside or maintain their mailing address within the geographic limits of the Club as defined by the B.M.W. Car Club of America, Inc. shall be members of the Club unless the option to withdraw according to policy of the National Club is exercised. Any member or associate member of the B.M.W. Car Club of America, Inc. not geographically eligible may join the Club by paying a fee set by and upon acceptance of application by the Board of Directors.

Section 2:

When recognized by the Board of Directors as having a substantial coincidence of interest with the membership, any person may upon payment of a fee set by such Board be accepted as a full member of the Club.

Section 3:

The Board of Directors may designate honorary members of the Club.

ARTICLE V. – ELECTIONS

Section 1:

Any member may nominate a member in good standing by submitting a petition, in writing, countersigned by the nominee.

Section 2:

The Board of Directors may appoint a nominating committee (consisting of voting members) which may nominate any candidates for office. The report of the nominating committee will be made to the membership at least thirty (30) days before the biannual meeting or election.

Section 3:

Election of officers will be held by secret ballot at the biannual meeting or special election meeting for temporary officers. Ballots must be mailed to the membership and postmarked at least twenty-one (21) days prior to the date of the annual meeting or special election meeting for temporary officers. Ballots returned by mail must be received at the Club headquarters no later than seven (7) days before the annual meeting or special election meeting for temporary officers.

Section 4:

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

ARTICLE VI. – BOARD OF DIRECTORS

Section 1:

A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

Section 2:

No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

Section 3:

Written, oral, or other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting, and may be waived by any director who signs a Waiver of Notice before or after the lack of notice to him or her.

Section 4:

Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors, a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by a majority of the directors present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filled with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 5:

The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his or her absence, the President shall preside and, if there be no President, or in his or her absence, any other director chosen by the Board shall preside.

Section 6:

Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE VII. – OFFICERS**Section 1:**

The Corporation shall have a President, Vice President, Secretary, Treasurer, and Officer-at-Large, all of whom shall be members of the Board of Directors (hereinafter referred to as the “Board”).

Section 2:

All officers shall hold office for a period of two years, or the period of time which exists between two successive annual meeting dates, or the period of time between the special election meeting for temporary officers and the annual meeting date.

Section 3:

Any officer shall have the right to resign by submitting a resignation in writing to the Board. This resignation shall have to be accepted by a 1/3 vote of the Board. All notification of resignation is to be submitted one month prior to leaving office.

Section 4:

The PRESIDENT shall preside over all meetings, prepare the agenda, and direct the discussion thereof; act as an ex-officio member of all standing committees and temporary committees except the nominating committee; execute all documents and correspondence in the name of the Club as authorized by the membership or the Board of Directors. The President may also act as a signer or co-signer of checks. The President, or other Officer designated by the President, is responsible for sending in the annual Chapter report to the Zone Governor prior to Chapter Congress.

The VICE PRESIDENT shall act in the place of the President during his or her absence or when so ordered by the President; assist the President and/or the Board of Directors in any manner they may direct; may be in charge of the Chapter newsletter, and may send articles or notices to the National newsletter.

The SECRETARY shall record and preserve the minutes of the Chapter and Board of Directors meetings, present and read such minutes at the request of the President; prepare necessary correspondence of the Chapter when so directed; coordinate with the Treasurer in maintaining membership and renewal files. NOTE: it may be necessary to have both a Recording Secretary and a Corresponding Secretary depending upon the workload.

The TREASURER shall keep and preserve the records and books of accounts reflecting the financial condition and operation of the Chapter and any corporate documents which obligate the Chapter financially. Upon the request of the President, Board of Directors, or Chapter membership, the Treasurer shall furnish a report of financial transactions; the Treasurer shall

receive all monies paid to the Chapter and promptly deposit same to its credit with the bank designated as Chapter depository. The Treasurer shall prepare the annual Chapter financial report for Chapter Congress.

The OFFICER-AT-LARGE shall be a member of the Board of Directors; attend the meetings of the Board; aid in forming policy and making decisions; and undertake any duties the President or Board of Directors may designate.

Section 5:

Any officer may be removed by a 2/3 vote of the voting members present, consisting of a quorum of not less than 10% of the voting members of record.

ARTICLE VIII. – MEETINGS

Section 1:

Except as otherwise provided, meetings will be called by the Board when necessary or suitable to the activities of the Club.

Section 2:

The Board shall meet at such times as they may by vote.

Section 3:

The Secretary or an appointee shall notify all members of all general meetings of the Corporation by written or oral notice to each member at least five (5) days before meeting time. The Secretary shall notify all directors of meetings by similar notice.

Section 4:

All members in good standing at a meeting and all mail-in ballots shall constitute a quorum.

Section 5:

Roberts Rules of Order shall be the parliamentary authority of the Club.

Section 6:

The annual meeting shall be held in the first three months of the year.

Section 7:

Every member may authorize another person to act for his or her by proxy in all matters in which a member may participate including waiving notice of any meeting, voting or participating in any meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his or her attorney-in-fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

ARTICLE IX. – CORPORATION POWERS

Section 1:

Except as herein otherwise provided, the Board shall exercise all powers of management of the Corporation.

Section 2:

The Board may name a membership or other such committee as it sees fit, or may act as a committee of the whole. It may delegate to the President the power to appoint any committee.

Section 3:

It shall be the policy of the Board to consult the members on any matters involving the general welfare and conduct of the Club. Failure to do so shall not affect any vote of the Board.

ARTICLE X. – DUES

Section 1:

Dues and fees will be set by the B.M.W. Car Club of America, Inc.

Section 2:

Members who are in arrears shall be sent a written notice, and their membership may be revoked if dues are not paid within one month from the date of such notice.

-

ARTICLE XI. – PERSONAL LIABILITY

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

ARTICLE XII. – SEAL

The custody of the seal shall remain with the Treasurer.

ARTICLE XIII. – AMENDMENTS

An amendment to these bylaws may be proposed to the membership by:

- a) *a 3/4 vote of the Board of Directors at any time; or*
- b) *any two or more voting members if their proposed amendment carries a regular Club meeting by a 2/3 vote of the voting members present.*

In either case the Secretary shall then notify the voting membership who by secret ballot referendum may adopt the proposed amendment by a 2/3 vote of the voting members returning ballots within forty-five (45) days of the mailing of such notice. No amendments shall become effective until approved by the membership.

ARTICLE XIV. – MISCELLANEOUS

Section 1:

The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors as well as a list of record containing the names and addresses of all members.

Section 2:

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

Section 3:

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

Section 4:

All Bylaws of the Corporation shall be subject to alterations or repeal, and new bylaws shall be made by a majority vote of the members entitled to vote in the election of directors at a special meeting of the members called for such purpose.

Section 5:

The Board of Directors shall have the power to make, alter, or repeal from time to time Bylaws of the Corporation, except the Board may not amend or repeal any bylaw in which control thereof is vested exclusively in the members. If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaw so made, amended, or repealed together with a concise statement of the changes made.

***Action Taken in Place of the
Organization Meeting
of***

OLD HICKORY CHAPTER B.M.W.C.C.A., INC.

The undersigned, being all of the Incorporators of the Corporation, hereby adopt the following resolutions:

- (1) *RESOLVED, that a copy of the Certificate of Incorporation together with the original receipt showing payment of the statutory organization tax and filing fee be inserted in the minute book of the Corporation.*

- (2) *RESOLVED, that the form of Bylaws submitted to all incorporators is hereby adopted as and for the Bylaws of the Corporation, and a copy thereof be inserted in the minute book directly following the Certificate of Incorporation.*

- (3) *RESOLVED, that the following persons be and they hereby are, elected as Temporary Directors and Temporary Officers of the Corporation, to serve until the first annual meeting of the members, and until their successors are elected and qualify by special election.*

Dated: _____