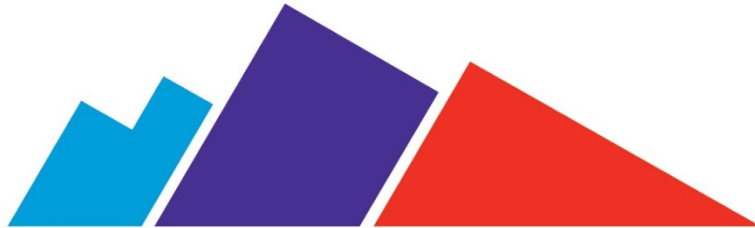


**BMW Car Club
of America
Rocky Mountain Chapter**



Rocky Mountain Chapter BMW CCA Chapter Bylaws

**Date: January/2021
Author: RMC Board of Directors**

Chapter Mission Statement

The organization adopts the mission of the BMW Car Club of America (hereinafter “BMW CCA”) as follows: “The mission of the BMW Car Club of America is to enhance the BMW experience for our members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility.”

Article I Name, Objectives, Area and Offices

Section 1 - Name

The name of this organization shall be the Rocky Mountain Chapter, BMW Car Club of America (herein after "Chapter"). The Chapter can also be referred as RMC BMW CCA.

Section 2 - Objectives

1. To provide the members with an opportunity to meet with other BMW club members, owners and enthusiasts.
2. To promote the enjoyment and ownership of the BMW automobile.
3. To establish and maintain mutually beneficial relations with BMW NA / AG, local BMW dealers, local BMW specialized service shops, Chapter sponsors and other BMW CCA Chapters.
4. To facilitate events and activities which accomplish our objectives and are consistent with our not-for-profit status.

Section 3 - Area

The Chapter will serve geographic areas as determined by BMW CCA and any other affiliated or non-affiliated members as determined by BMW CCA.

Section 4 - Offices

The office of the Chapter shall be a PO Box maintained for the purposes of club, business, or at such other place as may be designated by the Board of Directors.

ARTICLE II

Powers, Purpose of Bylaws and Club Insignia

Section 1 - Powers

The Chapter shall be empowered to conduct all business, not-for-profit, necessary to achieve the objectives of the Chapter in keeping with these Rocky Mountain Chapter, BMW Car Club of America Bylaws (hereinafter “Bylaws”).

Section 2 - Purpose of Bylaws

The purpose of these Bylaws is to provide a broad administrative framework within which the objectives of the Chapter may be achieved. All business of the Chapter shall be conducted in accordance with the Bylaws.

Section 3 - Chapter Insignia

The Board of Directors shall designate the insignia or badge of the Chapter, per the standards and guidelines set forth by the BMW CCA National office and BMW NA. The current designated insignia appears on the first page of this copy of the Chapter's Bylaws.

ARTICLE III

Membership and Dues

Section 1 - Membership

Membership in the Chapter shall be open to any member or associate member of the BMW CCA.

1 - Definition and classes of membership:

A member shall be any individual who meets the above criteria and who has paid dues as required by the BMW CCA. There shall be only one class of membership. All members shall have full rights and responsibilities, provided, however, that these rights shall apply only to the Chapter.

2 - Rights and Responsibilities of membership:

- a. Members are entitled to vote and hold office in the Chapter, to attend any Chapter or Board of Directors meeting, and receive all other benefits of membership in the Chapter.
- b. Members of the Chapter shall be governed by the Bylaws.

3 - Membership in affiliated organizations:

If the Chapter affiliates with another organization, as provided by these Bylaws, any member of the Chapter meeting the membership criteria of the organization shall become a member and maintain membership in such organization so long as the affiliation continues in effect.

4 - Application for membership:

Application for membership shall be made in the manner prescribed by the BMW CCA and affiliated organizations.

Section 2 - Dues

Annual dues for membership shall be set and collected by the BMW CCA.

Section 3 - Loss of Membership

1. A member shall forfeit membership by not paying annual dues to BMW CCA.
2. A member may be suspended or removed from the Chapter by the Chapter Board of Directors for action detrimental to the objectives and best interests of the Chapter. The BMW CCA directors can also remove a member

ARTICLE IV
Officers and Duties

Section 1 - Officers

1. The elected officers of the Chapter, known as Elected Committee (EC), shall be: President, Vice President, Treasurer and Secretary
2. No person may hold more than one (1) elected office at one time or the same elected office for more than two (2) consecutive terms. If no one is running for the empty position after the two (2) terms is complete, the EC can approve for the previous member to continue his/her EC position until a replacement can be found. A member of the EC cannot concurrently hold another Board appointed assignment(s) without a unanimous vote of approval of the full Board of Directors.
3. Officers shall serve a term of two (2) years, from January 1st through December 31st.
4. The positions of President and Secretary shall be elected in the even numbered years. The positions of Vice President and Treasurer shall be elected in the odd numbered years.

Section 2 - Duties and Responsibilities of Officers

President

The President shall be the Chief Executive Officer of the Chapter and shall:

- (a) Preside at all meetings and provide the meeting agenda.
- (b) Supervise the general functioning of the Chapter.
- (c) Call meetings as conditions warrant.
- (d) Provide an annual report to the membership on the Chapter's activities and financial health.
- (e) Sign checks for disbursements authorized by the Board of Directors and forward supporting documentation to Treasurer within ten (10) days.
- (f) Perform other executive functions as may be required.
- (g) Ensure club compliance with and maintain the BMW CCA Operations Manual.
- (h) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

Vice-President

The Vice-President shall assist the President in the conduct of the affairs of the Chapter and shall:

- (a) Assume the duties of the President in the event of the President's absence or inability to serve in his office.
- (b) Make arrangements for and assure necessary insurance coverage for all events.
- (c) Assemble and maintain our local Chapter Policy & Procedures Manual.
- (d) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.
- (e) Represent the Chapter in the Multi Car Club Association (MCCA). The VP will be the primary point of contact to MCCA for the Chapter and will attend all necessary meetings. Is also expected to attend the Multi Car Club Association annual meeting for the Chapter and report a summary to the Chapter board each year. The VP is responsible for ensuring the Chapter's investment in High Plains Raceway is upheld, and in good standing.

Treasurer

The Treasurer shall be the Chief Financial Officer of the Chapter and shall have custody of all the Chapter's assets and funds. The Treasurer shall:

- (a) Receive, record, and deposit all Chapter funds.
- (b) Maintain an accurate and complete accounting of all the Chapter's assets and funds. Report the Chapter's financial status at each Business meeting including but not limited to the monthly cash disbursements, accounts receivable status, balance sheet and income statement.
- (c) Prepare checks for disbursements authorized by the Board of Directors. The checks shall be reviewed and signed by any of the other members of the elected committee, not the treasurer.
- (d) Turn over all Chapter funds, assets, accounts, records, etc. to successors as directed by the Board of Directors.
- (e) At the end of the calendar year, prepare an annual financial statement for submittal by March 1st of the following year to the national office of the BMW CCA, and for publication in the Chapter newsletter.
- (f) Complete and submit applicable federal/state tax forms including the IRS forms 990EZ and 990T for filing with the IRS on or before May 15th of each following calendar year. Applicable forms are also to be filed with the national office.
- (g) Maintain current state sales tax license.
- (h) Collect, record and pay applicable sales tax.
- (i) Maintain all electronic (Web-based) collections, credit card merchant accounts, and

associated revenue accounts.

(j) Prepare 1099s for applicable vendors to be filled with the IRS on or before January 31st.

(k) Prepare invoices for the advertisers of the Chapter newsletter. Keep track of the receipts and mail statements of accounts for the delinquent accounts if needed.

(l) Make weekly trips to the Chapter's PO Box to retrieve the mail.

(m) Insure the Chapter's accounting records maintained pursuant to the IRS regulations regarding the 501(c) 7 designation.

(n) Maintain records pursuant to the IRS regulations and State statutes including but not limited to, monthly back-ups of electronic files.

(o) Supervise additional personnel as needed to complete the above stated duties. May include but not limited to a Chapter member and/ or paid outside vendor(s) as determined by treasurer and Board of Directors

Secretary

The Secretary shall be responsible for maintaining full and complete records of the Chapter's general meetings, meetings of the Board of Directors and other special meetings as designated by the President. The Secretary shall:

(a) Take complete minutes of each Chapter and Business meeting, and make them available at least 1 week prior to the next scheduled Board meeting.

(b) Maintain and have custody of all records for the Chapter except those delegated to the Treasurer.

(c) Prepare correspondence as directed by the President or the Board of Directors.

(d) Maintain a current roster of Chapter members. The Board may delegate this function to another Chapter member.

(e) Turn over all Chapter assets, accounts, records, etc. to successors as directed by the Board of Directors.

ARTICLE V
Board of Directors

Section 1 - Members of the Board of Directors

The elected Chapter Officers may at their discretion, appoint any other Chapter member to a position on the Board of Directors. The voting members of the Board of Directors shall consist of all elected Chapter Officers and be approved by at least 3 of the 4 EC members.

As determined necessary by the Board of Directors, other positions of responsibility may be identified and qualified Chapter members appointed to execute the associated tasks and obligations. The Board of Directors shall determine the specific responsibilities and authority levels of these positions at the time the position is established. It is the responsibility of the Chapter Board to fulfill the responsibilities of any appointed board position that is not currently being held by a board member.

Appointed members of the Board of Directors shall serve until the following January Business meeting, at which time the elected Chapter Officers may re-appoint such members for another term. There shall be a limit of 6 years for an appointed member may serve on the Board of Directors. If there are no other candidates available after the 6 years in the board position, then the Elected Officials can by unanimous vote on a 2 year extension to the limit. An appointed member may hold two or more appointed positions, if each position's responsibility is held within the Chapter requirements and standards for holding such position.

Candidates for board positions shall have the following qualifications:

- Have regularly attended the monthly business meetings.
- Be a BMW CCA member, and be in good standing for at least the past 2 years.
- Immediate family member's i.e. spouses, partners, significant others or living in the same household may not serve concurrently as a voting board member of the same Chapter. This would be considered a conflict of interest.
- Candidates that have been removed from the RMC board cannot be eligible for future board positions.

The candidates for a board position must go through a nomination/vetting process. The nomination/vetting committee will be comprised of 2 board members plus 3 non-board members of the elected Chapter Officers' choosing. The nomination/vetting committee will be comprised of members relevant to the position being filled. The list of candidates for office that have been successfully nominated and vetted shall be presented to the elected Chapter Officers for a vote.

Section 2 - Board Appointed Positions

The following appointed positions hold responsibility of said area of operations within the Rocky Mountain Chapter BMW CCA, which include the coordination, supervision, and communication of said position for the Chapter and its members.

1. Chapter Membership
2. Chapter Newsletter Editor
3. Chapter BMW Dealership Liaison(s)
4. Chapter Driving School Education Chair
5. Chapter Driving Events Coordinator
6. Chapter BMW Club Racing Chair
7. Chapter Autocross Chair
8. Chapter Website and Marketing Chair
9. Chapter Social Events Chair

Details of each appointed board member position is detailed in Appendix A.

Section 3 - The Responsibilities of the Board of Directors

The Board of Directors is the managing council of the Chapter and shall:

1. Determine all matters of the Chapter's policy not otherwise determined by the General Membership.
2. Ensure the proper conduct of all administrative and financial affairs of the Chapter are in accordance with these Bylaws.
3. To identify and recommend qualified Chapter members to fill unfilled terms of Officers, and/or to positions deemed necessary by the Board of Directors. Such appointments shall be approved by a majority vote of the elected officers.
4. Act on such other matters it deems appropriate which are consistent with the objectives of the Chapter.
5. Create and appoint special committees as necessary to carry out the objectives of the Chapter.
6. May direct an audit of the Chapter's finances.
7. Supervise the planning of Chapter events.
8. Have a high degree of technology skills including but not limited to word processing, Excel, and group meeting software.

Section 4 – Reports

The President or other designated member of the Board of Directors shall report significant actions of the Board of Directors to the General Membership in the Quarterly newsletter, Chapter Website, or eblast as deemed necessary for timeliness of information.

ARTICLE VI Voting of Bylaws Changes

Section 1 - Voting

1. Each Chapter member shall have one (1) vote.
2. Unless otherwise prescribed by these Bylaws, all issues shall be decided by a simple majority vote.
3. Votes shall be taken by an online form. Notice shall be published at least thirty (30) days prior on the Chapter Website. The online voting form can be created by one of the following: MotorsportReg event, BMW CCA National online form, Chapter Website form, or some other suitable and secure online form. Each member vote will be checked for current membership. Results will be announced online on the Chapter Website. A copy of the current Bylaws will be posted on the chapter Website.
4. All such votes must be received no later than three (3) days prior to the formal vote count.

Article VII Elections

Section 1 - Election by Simple Majority

All officers shall be elected by a majority vote of the respondents.

Section 2 - Election

The election of Officers shall be held during the month of November, the year prior to the Officer taking office. In those elections where there is only one candidate for each and every office covered by the election the Board of Directors need not follow the provisions of Section 4 below. In such case the Board of Directors shall announce the names of the candidates running for office without opposition on the Website; voting need not be required. The Board of Directors shall ratify the election of the candidates at the January board meeting. The election winner will be announced to the Chapter by email and Chapter Website communication.

Section 3 – Nominations

Prior to the election, the Board shall seek potential candidates for office by publishing a notice in the Summer issue of the Newsletter or earlier with a due date for submission of intent to run. For all elected positions, candidates shall have regularly attended Business meetings, be a BMW CCA member, and be in good standing. The candidates for an elected position must go through a nomination/vetting process. The

nomination/vetting committee will be comprised of 2 board members plus 3 non-board members of the elected Chapter Officers' choosing. The nomination/vetting committee will be comprised of members relevant to the position being filled. Immediate family member's i.e. spouses, partners, significant others or living in the same household may not serve concurrently as a voting board member of the same Chapter, as this is a conflict of interest. Candidates that have been removed from the board cannot be eligible for future elected positions. The list of candidates for office that have been successfully vetted, shall be published on the Chapter Website at least sixty (60) days prior to the date of election. Candidates must have a high degree of technology skills including but not limited to word processing, Excel, and group meeting software.

Section 4 - Voting

The votes will be taken online and will be tallied at the beginning of December, the year prior to the Officer taking office. The votes must be received no later than the date specified on the announcement. The online voting form can be created by one of the following: MotorsportReg event, BMW CCA National online form, Chapter Website form, or some other suitable and secure online form. Each member vote will be checked for current membership. An Elected Officer, not up for election, will be appointed by the Board to be responsible for tallying the votes as well as announcing the winner to Board and Chapter members. In the event of a tie vote, the tie shall be broken by a vote of the Board of Directors, excluding Board of Director members included in the tie. In the event this vote ends in another tie, then the tie shall be broken by a coin flip. The Officers duly elected shall assume their offices on January 1st.

Article VIII Meetings

Section 1 – Business Meetings

Board of Directors shall hold regular Business Meetings. All members will be advised of the time, place and/or method of the meeting. The Board of Directors shall meet upon call of the President to conduct business and plan the Chapter's meetings and activities. All members of the Board of Directors shall be advised of such. A majority of the members of the Board of Directors may call a meeting upon ten (10) days prior notice to all Board of Directors members.

For purposes of conducting a Board of Directors meeting, a quorum of no less than two (2) elected officers is required, and all board decisions and actions shall be supported by a majority vote of the board members, except as otherwise provided for herein. The Board of Directors may authorize voting via physical attendance, audio and video teleconferencing, or online private forum voting. The President will cast the deciding vote in cases of a tie vote.

Section 2 - Membership Meetings or Events

At least four (4) times during the calendar year, the Chapter shall hold a Membership Meeting or event(s). These meetings can be remote. All members shall be advised of this meeting or event(s) at least thirty (30) days in advance in the Chapter newsletter or on the Chapter Website.

Section 3 – Annual Planning Meeting

During the fourth (4th) quarter of the calendar year, the Chapter shall hold the Annual Planning Meeting. All Chapter members shall be advised of this meeting at least sixty (60) days in advance on the Chapter website or by inclusion in a regularly scheduled Chapter eblast. Chapter members are welcome to attend the Planning Meeting, with advanced notice to the Chapter President. The Planning Meeting will set the calendar of events for the following year. This would include social, driving, and educational events.

Section 4 - Special Meetings

The President, a majority of the Board of Directors, or at least twenty-five (25) of the Chapter's members, may call a Special Meeting. All members shall be notified of the time and place of such Special Meeting at least thirty (30) days in advance on the Chapter website or by inclusion in a regularly scheduled Chapter eblast.

Section 5 - Conduct of Meetings

Meetings shall be presided over by the President and the Secretary shall take minutes. In the event of the President's absence, the Vice President shall conduct meetings. In the absence of the Secretary, the President shall appoint an acting Secretary. Meetings shall be conducted in accordance with Robert's Rules of Order insofar as they are consistent with these Bylaws and the objectives of the Chapter.

Article IX Affiliation

The Rocky Mountain Chapter, BMW CCA may affiliate with other organizations, which have similar objectives. The Board of Directors shall consider the questions of affiliation or disaffiliation with other organizations of similar objectives and shall present their recommendation to the members at the Chapter meeting. The members may, by a two-thirds (2/3) majority vote of those present, affiliate the Rocky Mountain Chapter, BMW CCA with such organizations and agree to abide by their Bylaws or may disaffiliate from such organizations.

**Article X
Amendment of Bylaws**

Section 1 - Proposed Amendments

The Board of Directors or the members may propose amendments to these Bylaws.

Section 2 - Adoption of Amendments

Amendments to the Bylaws shall be voted on by the Membership of the Chapter. All members shall be advised of the proposed amendments/changes at least thirty (30) days in advance on the Chapter Website. Voting on the amendments will be conducted with a two-thirds majority of the respondents in favor of the amendments for adoption.

Section 3 - Effective Date of Amendments

Amendments to the Bylaws shall become effective immediately upon adoption and posted on the Chapter Website.

Section 4 – Copy

A copy of the Bylaws shall be available on the Chapter Website or upon request to the Chapter Secretary.

ARTICLE XI

Chapter Newsletter

Section 1 - Newsletter name

The newsletter of the Rocky Mountain Chapter, BMW CCA shall be known as MotorSport Report.

Section 2 - Editor

1. The Board of Directors shall appoint the Editor of the newsletter. The Editor may be a voting member of the Board of Directors after appointment pursuant to ARTICLE V, Section 1.
2. The Editor is responsible for the preparation and distribution of the newsletter to all members.
3. The Editor shall use good judgment concerning what should or should not be published in the newsletter. Derogatory comments about other members or advertisers should be carefully considered before publication. Anonymous letters shall not be published.
4. The newsletter must be published in both hard copy and electronic copy 4 times per year. It will be sent by email to those Chapter members who optioned for the electronic version. The electronic version of the newsletter will also be posted to the Website, at the arrival of the following newsletter publication.

Section 3 - Advertising

1. Every effort will be made to supplement the cost of producing the newsletter with advertisers. Advertising should not exceed fifty percent (50%) of the newsletter space.
2. Advertising rates will be determined by the Editor and approved by the Board of Directors.
3. The Newsletter Editor shall ensure that all advertisers are billed for their ads and report to the Board advertising payment status at each Business meeting. The Board will then decide whether to continue the ad pending payment.

Section 4 - Publishing

The Chapter newsletter shall meet the requirements of the BMW CCA Operations Manual, and be published in the manner and frequency approved by the Board.

Appendix A

Appointed Board Position Responsibilities

1. Chapter Membership

The membership chairperson receives monthly from the National office the list of current members, new members, renewing members, associate members and members whose membership has lapsed. It is the membership chairperson's responsibility to share these numbers with the Board on a monthly basis. In addition the membership chairperson is responsible for any emails received to the membership email address. Responding to the email in a timely manner is imperative. If the membership chairperson does not have the answer to the questions sent to them via email it is their responsibility to reach out to the board for the answer to the email that has been sent.

2. Chapter Newsletter Editor

See Article IX
Section 2

3. Chapter BMW Dealership Liaison(s)

The Dealership liaison will be responsible for maintaining a trusting relationship between the Board and the Dealership(s). The Dealership liaison will be responsible for delivering a consistent message to the Dealerships on club events, operations, membership, and information from BMW CCA National. The Dealership Liaison will coordinate any sponsoring of Club events and work closely with the Advertising Coordinator to ensure all publications are meeting the Dealerships expectations. It is imperative that the dealership liaison communicates to the board all meetings that have transpired at each dealership and the feedback that the dealership has given. For privacy reasons, contact information of current BMW CCA members can never be given to the dealership, no exceptions. Communication to members on behalf of the dealership should funnel through the Rocky Mountain Chapter communication standards.

4. Chapter Driving School Education Chair

The Performance Driving School Chairman is responsible for planning, scheduling, managing and running the driving schools and related events for the calendar year. This includes contracting with the appropriate racetracks, concessionaires, and various vendors. Duties also include raising sponsorship, approving vouchers, and appointing experienced members to the driving school committee. The Chairman is expected coordinate and book the track weekends for the driving school events. The Chairman shall hold a driving school committee meeting before each driving school. The dates and venues arising out of these meetings shall be communicated to the general membership by whatever means is currently feasible. The Chairman shall present a budget to the Chapter Board in a timely manner, prior to each driving school. The Chairman shall co-ordinate, and work closely with the Club Racing Chairman and combine events where possible and feasible.

5. Chapter Driving Events Coordinator

Works with the board to communicate necessary adjustments for safety and compliance to events. Oversee RMC BMW CCA events which include driving schools, autocrosses, safety schools/car control clinics, fun rallies, gimmick rallies, and time-speed-distance (TSD) rallies, gymkhana, tours, dinner drives, overnight and weekend trips, car shows, concours d'elegance and other non BMW Club Racing and TT driving events. Coordinates all insurance agreements with the Chapter Vice President and makes sure all events comply with RMC and BMW National insurance requirements. Works with event chairs to maintain processes for all driving event safety and paperwork logistics. Handles and reports any logs, personal issues and incidents to National. Works with the regional DEC and National to communicate the RMC processes and procedures as well as aiding in new safety and compliance regulations on a Chapter, regional and national level. Updates BMW CCA National on all Chapter's events, and ensures they are listed. Is Driving events liaison to other local clubs on behalf of RMC BMW CCA. The DEC is responsible to act as event chair for a driving event where the current chair is not available.

6. Chapter BMW Club Racing Chair

The Chapter Club Racing Chair is responsible for promoting a safe, fair and fun venue for the Club Racing and Time Trial events of BMWs. This person organizes and schedules events, communicates information to members, and works with National to promote BMW Club Racing and Time Trial events for the RMC Chapter. This chairperson is also a liaison with other motorsport organizations in order to organize these types of events.

7. Chapter Autocross Chair

The Autocross Chair is responsible for coordinating, scheduling and running the Autocross events for the season. This would include ensuring all driving events and event information are communicated to the Chapter members, which includes any Autocross Schools or Car Control Clinics. The Autocross chair will appoint a crew of members to hold key positions to help maintain the integrity of the events. The Autocross chair will present his/her annual budget that must be approved by the board prior to the first event of the year.

8. Chapter Website and Marketing Chair

The Website and Marketing Chair is responsible for ensuring the Chapter's marketing goals of professionalism and service to Chapter members is properly represented in all Chapter print material, Website content, social media channels, emails to members, promotional events, and other communications.

9. Chapter Social Events Chair

The role of the Social Coordinator is to actively engage and attract members to a series of social events held throughout the year. Promote the building of long-lasting relationships in the local car and BMW driving community. Should have experience in organizing small and large events. Be responsible and skilled in time and budget management. They will be responsible for the following: 1) Attendance and active participation at other Chapter and Non-Chapter events to raise the visibility of the organization and other Chapter area(s); 2) Create, present and maintain the social calendar for the organization; 3) Work with the Marketing Chair to coordinate and document any socially oriented press coverage and event announcements; 4) Coordinate a volunteer team to support all aspects of any Chapter needs.

Acceptance and Sign-off from Elected Committee

The Chapter members and the governing Board of Directors adopt these Bylaws on February 1, 2021.

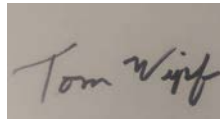
President - Andrew Jordan



Vice President - Fox Chung



Treasurer - Tom Wipf



Secretary - Gary Bohn

