

**BMW Car Club  
of America**



**BMW Car Club of America  
Tidewater Chapter Bylaws**



11 November 2020

## TABLE OF CONTENTS

	<u>PAGE</u>
INTRODUCTION	4
BYLAWS CHANGE SUMMARY	4
ARTICLE I: NAME, PURPOSE, EMBLEM & LOGO	6
A. NAME	6
B. PURPOSE	6
C. EMBLEM & LOGO	6
ARTICLE II: MEMBERSHIP	6
A. MEMBERS	6
B. BENEFITS	6
C. MEMBERSHIP DUES AND COLLECTION	6
D. SUSPENSION	6
E. TERMINATION	6
F. BEY EM VEY CORPORATION	6
ARTICLE III: OFFICERS	7
A. ELECTED OFFICERS	7
1. PRESIDENT	7
2. VICE PRESIDENT	7
3. SECRETARY	7
4. TREASURER	7
B. NON-ELECTED PRIMARY OFFICERS	7
1. ACTIVITIES DIRECTOR	7
2. MEMBER AT LARGE	8
3. MEMBERSHIP CHAIRPERSON	8
4. NEWSLETTER EDITOR	8
5. SOCIAL MEDIA MANAGER	8
6. WEBMEISTER	9
C. NON-ELECTED SECONDARY OFFICERS	9
1. PENINSULA REPRESENTATIVE	9
Bylaws	2
Tidewater Chapter BMW CCA - 11 Nov 2020	

2. OUTER BANKS REPRESENTATIVE	9
3. EASTERN SHORE REPRESENTATIVE	9
4. MERCHANDISE COORDINATOR	9
5. CHARITY ADMINISTRATOR	9
6. STREET SURVIVAL COMMITTEE CHAIRPERSON	9
D. TERMS OF OFFICE	10
E. NOMINATIONS	10
F. ELECTIONS	10
G. REMOVAL FOR CAUSE	10
H. REMOVAL PROCEDURE	10
ARTICLE IV: MEMBER MEETINGS	10
A. GENERAL MEETINGS	10
B. SPECIAL MEETING	10
C. BOARD OF DIRECTORS	11
D. NOTICE OF MEETINGS	11
1. GENERAL	11
2. SPECIAL	11
E. QUORUM	11
F. MAJORITY	11
G. VOTING	11
H. ABSENTEE BALLOTS	11
ARTICLE V: INDEBTEDNESS	11
A. PERSONAL LIABILITY	11
B. DEFICITS	11
C. PAYMENTS	12
ARTICLE VI: AMMENDMENT OF THE BYLAWS	11
A. CHANGE PROPOSAL	11
B. AMMENDMENT ADOPTION	12

## INTRODUCTION

The Bylaws are a living document that will change over time as new or different policies are adopted, new information is made available, and modifications of administrative procedures and processes are made, as well as the inevitable correction of unintended errors.

Whenever the manual is changed, a listing will be added to this summary Record of Changes. The date of the manual, as indicated on the cover, will remain the same pending a significant revision of the Bylaws. In the case of substantive changes, the date on individual changed pages may be revised to reflect such changes. Users of these Bylaws are asked to ensure the copy they are using incorporates the latest changes. The easiest way to determine this is to check the date of the most recent change, listed at the end of the following Change Summary.

<b>Date of Change</b>	<b>Description of Change</b>
10-26-17	Update purpose of Chapter
10-26-17	Update who proposes and decides on Chapter logo(s)
10-26-17	Update definition of Membership
10-26-17	Remove Election and Dues as it pertains to Membership
10-26-17	Remove termination of Membership due to lack of dues
10-26-17	Update how to fill vacant Officer positions
10-26-17	Update term duration for Officers
10-26-17	Update definition of all Officers' positions
10-26-17	Update how Non-Elected Officers are appointed
10-26-17	Update definition of all Non-Elected Officers' positions
10-26-17	Remove Parts Store Manager
10-26-17	Communications Director position description required
10-26-17	Update process for Nominations
10-26-17	Changed Regular Meetings to General Meetings
10-26-17	Update definition of General Meetings to coincide with National
10-26-17	Update definition and purpose of General Meetings
10-26-17	Update definition of Quorum
10-26-17	Update Payments and how money is disbursed
10-26-17	Update Adoption of Amendments to Bylaws
08-20-19	Update description of Chapter emblem and logo
08-20-19	Improved wording and format regarding Chapter membership and dues collection
08-20-19	Improved wording and format under ARTICLE II, D. SUSPENSION
08-20-19	Improved wording and format under ARTICLE III, OFFICERS
08-20-19	Add "prepare written agenda" to the Secretary's responsibilities
08-20-19	Add "prepare Annual Administrative Report" to Secretary's responsibilities
08-20-19	Add "appoints event committee" to the Activities Director's responsibilities
08-20-19	Defines when the Activities Director submits the next calendar year's events
08-20-19	Add "online registration" to the Activities Director's responsibilities (III.A.5.i)
08-20-19	Add "President nominates" to non-elected officer description
08-20-19	Order of non-elected officer descriptions changed
08-20-19	Editor changed to Newsletter Editor
08-20-19	Non-elected officer responsibilities descriptions wording, and format improved
08-20-19	Social Media Manager position and responsibilities added
08-20-19	Peninsula Representative position and responsibilities added
08-20-19	Outer Banks Representative position and responsibilities added
08-20-19	Eastern Shore Representative position and responsibilities added
08-20-19	Improved wording and format under ARTICLE III, C. NOMINATIONS
08-20-19	Change title of ARTICLE IV to MEMBER MEETINGS
08-20-19	Improved wording and format under ARTICLE IV, D. NOTICE OF MEETINGS
08-20-19	Improved wording and format under ARTICLE IV, E. QUORUM
08-20-19	Improved wording and format under ARTICLE V, INDEBTEDNESS
08-20-19	Added "debit card..." ARTICLE V, INDEBTEDNESS
08-20-19	Added "approved by two, and signed by any one..." ARTICLE V, INDEBTEDNESS

08-20-19	Changed “check signer” to “authority” ARTICLE V, INDEBTEDNESS
08-20-19	Added CHANGE PROPOSAL & AMMENDMENT ADOPTION under ARTICLE VI
08-10-19	Improved wording and format under ARTICLE VI, AMENDMENT OF THE BYLAWS
06-20-20	ARTICLE II F – Section Added pertaining to proprietary membership information.
06-23-20	ARTICLE III: OFFICERS – Amend description of voting Board members.
06-23-20	ARTICLE III B 1 – Activities Director becomes a non-elected Primary Officer member of the Board of Directors.
06-23-20	ARTICLE III B 2 – Member at Large description modified.
06-23-20	ARTTICLE III B 5 d – Added Webmeister duty; member email list/events.
06-23-20	ARTICLE III C – NON-ELECTED SECONDARY OFFICERS – Section and descriptions added.
07-04-20	ARTICLE III C 10 - Merchandise Coordinator position added with duties
07-04-20	ARTICLE III C 11 - Charity Administrator position added with duties.
07-04-20	ARTICLE III C 12 - Street Survival Committee Chairperson position added with duties.
06-23-20	ARTICLE III D - Section added, Terms of Office.
06-23-20	ARTICLE III G – Section added, REMOVAL FOR CAUSE.
06-23-20	ARTICLE III H – Section added, REMOVAL PROCEDURE.
06-23-20	ARTICLE VI B: AMMENDMENT ADOPTION – Balloting may be via electronic means, added to verbiage.
10-14-20	ARTICLE III E – September-October & November-December replaced with 3 <sup>rd</sup> Quarter & 4 <sup>th</sup> Quarter, respectively.

## BEY EM VEY CORPORATION BYLAWS

### ARTICLE I: NAME, PURPOSE, EMBLEM & LOGO

A. NAME: The name of the Chapter shall be the Bey Em Vey Corporation, DBA the Tidewater Chapter.

B. PURPOSE: The nature of the activities to be conducted and the purposes to be promoted and carried out are:

1. Promote sportsmanship, fair play, technical knowledge, and safety while increasing the enjoyment of all.
2. Promote interest in BMW automobiles and to encourage member's safe and skillful operation by developing, arranging, and regulating various forms of automotive instruction and competition.
3. Own property incidental to the preceding purposes.

C. EMBLEM & LOGO: The emblem of the Chapter shall be the BMW "kidney grill" with alternating quadrants of blue and white, and the words "TIDEWATER – BEY-EM-VEY – CHAPTER" between two encircling rings across the top, and "BMW CCA" between the two encircling rings across the bottom, as established in 1971. The logo of the Chapter shall be the words BMW CCA emblazoned over a checkered background of BMW "M" colors atop a box containing the words TIDEWATER CHAPTER. Other logos may be developed and used as necessary subject to approval of the Board of Directors.

### ARTICLE II: MEMBERSHIP

A. MEMBERS: Chapter membership is facilitated by the BMW CCA, Inc. BMW CCA, Inc., assigns members to the Tidewater Chapter according to their mailing address, and assigns associate members living outside our area to the Tidewater Chapter according to a member's request.

B. BENEFITS: Members and associate members of BMW CCA, Inc., who have been assigned to the Tidewater Chapter are entitled to vote, hold office, attend all general meetings, and other benefits of BMW CCA membership as long as they are members in good standing with the BMW CCA. Members and associate members of the Tidewater Chapter shall be governed by these Bylaws.

C. MEMBERSHIP AND DUES COLLECTION: Membership and dues collection is managed by and the BMW CCA, Inc.

1. A special assessment may be imposed upon Tidewater Chapter members if recommended by the President and approved by a simple majority of the Board of Directors.

D. SUSPENSION: The Board of Directors may suspend a member at any time for an infraction of any Chapter rule or for cause if the Board shall deem such action necessary and in the best interest of the Chapter. The Board shall immediately notify the suspended member in writing. The suspended member will thereafter be entitled to a reasonable opportunity to be heard in person by the Board or a committee appointed by it concerning the suspension. The Board may thereafter continue for a definite term, or rescind the suspension or expel the member, and its decision shall be final.

E. TERMINATION: BMW CCA, Inc., manages Membership termination.

F. BEY EM VEY CORPORATION, DBA the Tidewater Chapter of the BMW CCA membership information is considered proprietary to the Chapter and the National Club. Information included therein, including, but not limited to; names, phone numbers, physical address, email address and other demographic information are not to be released outside of the Chapter without express consent of the Tidewater Chapter and the BMW CCA.

## ARTICLE III: OFFICERS

The Tidewater Chapter shall have a Board of Directors consisting of the elected and appointed primary officers listed below. The election of these officers is defined in Article IV, Sections G & H. Any vacancies shall be filled by appointment of the Board of Directors until a general election is held. The President heads the Board of Directors and the Board shall advise him/her on chapter matters. All elected officers must be members in good standing. Elected offices are for a period of two years.

### A. ELECTED OFFICERS

#### 1. PRESIDENT

- a. Presides over all meetings, prepares the agenda, and directs the discussion.
- b. Appoints such committees as he/she finds necessary and shall describe the duties and responsibilities of such committees.
- c. Acts as an ex-officio member of all committees except the nominating committee
- d. Executes all documents and correspondence in the name of the Chapter as authorized by the membership or Chapter Board.
- e. Signs or co-signs Chapter checks.
- f. Responsible to ensure all required reports be submitted to the National Office within the required timeframe.
- g. Responsible to ensure the corporation's reports are filed on time.

#### 2. VICE PRESIDENT

- a. Serves as an advisor to the President and Board of Directors and be available for assignment to special projects as deemed appropriate by the President and Board of Directors.
- b. Assumes the responsibilities of the President in his/her absence at all meetings.

#### 3. SECRETARY

- a. Maintains the minutes of all meetings and handles correspondence as deemed necessary by the President and Board of Directors.
- b. Prepares the written agenda.
- c. Prepares the Annual Administrative Report.

#### 4. TREASURER

- a. Keeps and preserves the records and books of accounts reflecting the financial condition and operation of the Chapter and any corporate documents that obligate the Chapter financially.
- b. Prepares the annual financial report for submission to the National Office.
- c. Prepares a report of financial condition to be provided to the Chapter membership each year.
- d. Ensure required fees and taxes are paid on time.
- e. Responsible for the handling of all monies held in the General Fund by the Chapter, maintains the Chapter bank account; monitors account to ensure it remains in balance, and that all funds received from the National Office are received and properly credited.
- f. The incoming and outgoing Treasurers shall make an audit of all records before the new Treasurer is allowed to occupy the elected office.

### B. NON-ELECTED PRIMARY OFFICERS

These officers are nominated by the Chapter President and appointed at the discretion of the Board of Directors. The Board of Directors may assign additional duties as it sees fit. Non-elected officers must be members in good standing. Non-elected officers serve for not less than one year with no term limit.

#### 1. ACTIVITIES DIRECTOR

- a. Primarily responsible for planning, organizing, and supervising the staging of Chapter events and activities.

- b. Appoints members or recruits volunteers to take care of portions of each event. Keeps records of these events and how well they succeed.
- c. Responsible for financially structuring entry fees for events in such a way that the Chapter's cost (including insurance and plaques or trophies) is covered with a small profit. These profits are to be used to help grow the Chapter and help fund future events.
- d. All costs for an activity must be included in computing the final entry fees. These include insurance, postage, telephone calls, publicity, supplies and any rental equipment.
- e. Advertising can be sold during the event in the form of sponsorships or the placing of a business' decals, posters, vendor booth or other marketing material as deemed fit and lawful for the occasion.
- f. Appoints an Event Committee (if necessary).
- g. Serves as liaison with other car clubs and acts as coordinator of all Chapter sponsored events.
- h. Presents a calendar of the upcoming year's Chapter events to the Board of Directors at the Annual Strategic Planning Meeting.
- i. Manages on-line registration (e.g. *MotorsporReg.com*) for Chapter events.

## 2. MEMBER AT LARGE

- a. Usually, an immediate past President or other individual(s) who have made significant contributions to the Tidewater Chapter.
- b. Are non-voting members of the Board of Directors.
- c. There may be no more than two (2) Members at Large at the Board's discretion.
- d. Attend Board meetings.
- e. Help develop policy and make decisions.
- f. Undertake any duties the President or Board may assign.

## 3. MEMBERSHIP CHAIRPERSON

- a. Monitor Chapter membership activity, renewal rates, and reasons why members do not renew.
- b. Develop and supervise programs and activities to increase membership.
- c. Assess the satisfaction of members with the Chapter.
- d. Contact members who are about to lapse to ensure they realize their membership is due to expire.
- e. Call or send a Welcome Letter and email to new members, inviting them to upcoming events.

## 4. NEWSLETTER EDITOR

- a. Responsible for the publication of DAS KUMMET in accordance with BMW CCA guidelines.
- b. Has primary responsibility for gathering and creating editorial content, laying out the newsletter, and preparing it for printing.
- c. Ensures proper electronic or hard copy distribution of the newsletter to all parties, including members in good standing, BMW CCA, Inc., DAS KUMMET advertisers, and other persons or places of business as established by the Board.
- d. Ensures the newsletter contains the minimum elements required by the BMW CCA and is published within the required timeframe.
- e. Attends the BMW CCA, Inc., Newsletter Editor/Webmaster conference. (Authorized travel expenses reimbursed by the BMW CCA for one (1) newsletter editor per Chapter.)

## 5. SOCIAL MEDIA MANAGER

- a. Manages the Chapter's social media campaign and day-to-day social media activities.
- b. Create, curate and manage and manage all published social media content.
- c. Develop and publish relevant content topics to reach the Chapter's members and potential members.
- d. Monitor, listen and respond to users in a "Social" way while cultivating new and existing members.



- e. Become an advocate for the Chapter in social media spaces.
- f. Oversee design (i.e.: Facebook Timeline cover, profile pictures, thumbnails, Instagram Page, Twitter profile, etc.).

#### 5. WEBMEISTER

- a. Has primary responsibility for gathering and creating editorial content, designing the web site, selecting the hosting service, registering and renewing the domain name, and uploading the website content.
- b. Ensures the information contained on the website is current.
- c. Endeavors to provide a website that is easy to navigate, meets the informational needs of the Chapter members, and can also serve as a recruiting tool for new members.
- d. Responsible for maintaining an email address list of all current members and producing timely email notices to the membership about club events and information.
- e. Attends the National BMW CCA Newsletter Editor/Webmaster conference. (Authorized travel expenses reimbursed by the BMW CCA for one (1) Webmaster per Chapter.)

### C. NON-ELECTED SECONDARY OFFICERS

The following are non-voting members of the Board.

#### 1. PENINSULA REPRESENTATIVE

- a. Serves as the Chapter's point of contact for the Tidewater Peninsula area.
- b. Assists the Activities Chairman with activities conducted within the Peninsula Representative's AOR.

#### 2. OUTER BANKS REPRESENTATIVE

- a. Serves as the Chapter's point of contact for the Outer Banks and North East North Carolina area.
- b. Assists the Activities Chairman with activities conducted within the Outer Banks Representative's AOR.

#### 3. EASTERN SHORE REPRESENTATIVE

- a. Serves as the Chapter's point of contact for the Eastern Shore of Virginia.
- b. Assists the Activities Chairman with activities conducted within the Eastern Shore Representative's AOR.

#### 4. MERCHANDISE COORDINATOR

- a. Fulfills online orders and manages inventory.
- b. Coordinates with the Treasurer for conducting sales and ordering new items within budget.
- c. Coordinates with the Webmeister regarding online listings and sales.
- c. Coordinates with the Membership Chairperson and Social Media to ensure members with birthdays in the given month are aware of and receive their discount.

#### 5. CHARITY ADMINISTRATOR

- a. The Tidewater Chapter of the BMW CCA supports the Virginia Peninsula Foodbank and the Foodbank of Southeastern Virginia and the Eastern Shore and the BMW CCA Foundation, as well as other charitable organizations the Board may choose to support.
- b. Non-perishable food items (donations) to the Foodbanks will be collected at each Chapter event. All Chapter members are encouraged to donate items even if they do not participate in Chapter events.
- c. The Charity Administrator then collects donated items to deliver to the Foodbanks.
- d. The Charity Administrator coordinates with the Foodbanks to ensure delivery of donated items in a timely manner.
- e. The Charity Administrator periodically reviews the donation process in order to provide the Chapter with the most efficient and prompt charitable giving.

#### 6. STREET SURVIVAL COMMITTEE CHAIRPERSON

- a. Primary point of contact regarding all Street Survival activities.
- b. Coordinates with the Events Chairperson and Chapter Board of Directors to host, organize, and operate Street Survival events.
- c. Manages the team of volunteers, coaches and instructors.
- d. Assigns tasks and coordinates course setup, event timing and teardown.

D. TERMS OF OFFICE: Elected officer terms are for two (2) years. Elections of officers shall be staggered with the President and Secretary nomination and election cycle held during odd years and the Vice President and Treasurer election cycle held during even years.

E. NOMINATIONS: The Board of Directors shall appoint a Nominating Committee no later than August of the current year to nominate candidates for any office for the upcoming year. The Nominating Committee will advertise for nominations from the general membership in the 3<sup>rd</sup> Quarter issue of the Das Kummet newsletter. The Nominating Committee shall present a slate of officers at the November Board of Directors meeting and in the 4<sup>th</sup> Quarter issue of the Das Kummet newsletter.

F. ELECTIONS: Voting will be carried out by electronic ballot of members during December. A majority of votes cast constitutes an election, with the new officers taking office as of 1 January of the following year.

G. REMOVAL FOR CAUSE: A Board member may be removed for any of the following:

1. Criminal offenses.
2. Sexual misconduct, harassment or exploitation.
3. Financial misconduct or failure to meet fiduciary responsibilities.
4. Threats or acts of violence against any Chapter or Club member.
5. Acts of racism or the utterance of racial epithets.
6. Acts of discrimination based on race, color, religion (creed), gender, gender expression, age national origin (ancestry) disability, marital status, sexual orientation, or military status.
7. Failure to attend three (3) or more Board meetings in a row without a valid justification.
  - a. Reason(s) for missing a Board meeting(s) should be expressed to the President or Secretary prior to a scheduled meeting.
  - b. The Chapter President will determine if absences are justifiably excused.

H. REMOVAL PROCEDURE:

1. Any Chapter Board member or member in good standing of the Chapter may request, in writing to the Chapter President, that a Board member be removed for cause.
2. The Chapter President, or his designee, will investigate the charges brought against the accused.
3. The Chapter President will then have a frank discussion with the accused and, if warranted, ask for the accused Board member's resignation from the Board.
4. Failing the above, the President will then ask for a discussion of the case at the next scheduled Board meeting, or a special meeting may be called by the President to address the issue.
5. Following the Board's discussion, a motion of impeachment of the Board member in question will be called.
6. A simple majority vote of Board members will be sufficient to remove a Board member from office.
7. The President will then notify the Board member in question of the results of the vote in writing.

#### ARTICLE IV: MEMBER MEETINGS

A. GENERAL MEETINGS: The Board of Directors may establish a schedule of General Meetings at its discretion, with all members being notified of the date, time, place, and agenda of the General Meeting at least thirty days in advance of such meeting.

B. SPECIAL MEETING: Special meetings of the Chapter may be called any time deemed necessary by the Board of Directors by its own motion, or by a majority of Chapter members.

C. BOARD OF DIRECTORS: The Board of Directors, composed of the Chapter's elected officers shall meet regularly at least once a quarter.

D. NOTICE OF MEETINGS:

1. GENERAL: A notice, stating the place, date and hour will be emailed to the membership, published in the Chapter newsletter DAS KUMMET, and posted on the Chapter web site and social media, if the Board of Directors establishes a schedule for such meetings.

2. SPECIAL: Notice, stating the place, date, hour, and purpose will be given as soon as practicable before such a meeting.

E. QUORUM: A voting QUORUM will consist of a simple majority of those members present at a General Meeting plus those members voting by absentee or electronic ballot. Proxy voting is allowed; however, the proxy must be signed by the member and presented in-person by the proxy handler, who must be a member in good standing of the Tidewater Chapter and identified in the proxy as such.

F. MAJORITY: All action shall be by a majority of those present and voting.

G. VOTING: At all meetings, voting shall be done by hand count, except for the election of officers. In cases of tie votes, the President shall call for any further comments or recommendations concerning the motion presented and request a second vote. In the case of a second tie vote, the President shall use his vote to break the tie.

H. ABSENTEE BALLOTS: In the case of voting for officers and/or amendments to the bylaws, the Secretary will provide absentee ballots to all members not able to be present. This may occur via mail-in ballots or electronic voting as deemed appropriate by the Board of Directors.

ARTICLE V: INDEBTEDNESS

A. PERSONAL LIABILITY: All persons or corporations extending credit to, contracting with or having claim against the corporation or its officers or the Board of Directors, shall look only to the funds and property of the corporation for payment of any debt, damage, judgment, or decree or any other money which may otherwise become due for payment to them from the corporation, the officers or the Board of Directors, as such, neither the members of the corporation nor the officers or Directors, present or future, shall be personally liable for those debts.

B. DEFICITS: If the Chapter shows an operating deficit or if otherwise directed by a majority of the Board, the President shall:

1. Appoint a committee headed by the Vice President to investigate the causes of the deficit and a report shall be presented to the membership in the form of a proposal to eliminate the deficit and prevent the chances of a deficit in the future.

OR

2. Propose an assessment of the members to cover the Chapter's debts, which would then need approval of a majority of the Board of Directors.

C. PAYMENTS: All monies disbursed from the Chapter General Fund must be in the form of a check or debit card, and be approved by any two, and signed by any one of the three following: President, Vice President, or Treasurer. In the event that two of the three previous positions are not filled, the Board shall vote in a pro tem authority until such time as the required position is filled.

ARTICLE VI: AMENDMENT OF THE BYLAWS

A. CHANGE PROPOSAL: The officers of the Chapter, or any five active members in good standing, by written petition submitted to the Secretary, may propose an amendment to the Bylaws.

Upon such proposal being made the Secretary shall inform the membership in writing of the proposed amendments.

B. AMMENDMENT ADOPTION: Adoption of the Amendments of the Bylaws shall require a simple majority vote of those members present at a General meeting of the Chapter plus those members voting by absentee ballot. Balloting may be via electronic means. All members shall be notified of the date, time, place and contents of the proposed amendments at least thirty days in advance of such meeting.