

**Sandlapper Chapter
BMW CCA, Inc.**

BYLAWS
(effective APRIL 2015)

**BYLAWS
Of The
SANDLAPPER CHAPTER, BMW CCA, INC.
(Effective April 2015)**

ARTICLE I
DEFINITIONS

This corporation shall be known as the SANDLAPPER CHAPTER, BMW CAR CLUB OF AMERICA, INC. (hereinafter referred to as the "Chapter").

Abbreviations used in the Bylaws shall have the meanings ascribed to them in these definitions.

"Board" shall mean the Board of Directors of the BMW Car Club of America, Inc.

"Chapter" shall mean the Sandpaper Chapter of the BMW Car Club of America, Inc.

"Chapter Board" shall mean the Chapter Board of Directions as herein specified.

"Club" shall mean the BMW Car Club of America, Inc. National Office Corporation

ARTICLE II

PURPOSE

Insofar as permitted to corporations without profit under the laws of the State of South Carolina, the purpose of the Chapter shall be to promote interest in motoring and touring activities, to promote safe and skillful driving, and to engage in such activities as may be conducive to said purposes, including but not restricted to skillful driving classes, motoring tours, publication of information relating to motoring and automobile maintenance, and the purchase, rental or leasing of all kinds of property, real and mixed, for the purpose of carrying out such activities.

ARTICLE III

LOCATION

Section 1. The mailing address of the Chapter shall be the post office box or other postal address published in the Chapter's official newsletter or website unless otherwise specified by special action of the Chapter Board as hereinafter defined.

Section 2. The location of Chapter meetings shall be chosen by the President of the Chapter or by any other member of the Chapter Board designated for that purpose by the President.

ARTICLE IV

MEMBERSHIP

Section 1. (a) Active Membership shall be limited to BMW enthusiasts.

(b) An applicant for Club and Chapter membership shall be granted Active Membership upon receipt of annual dues and a properly completed membership form by the headquarters of the Club. The Club shall assign the applicant a membership number and Chapter affiliation by which the Club and Chapter will identify the member.

Section 2. (a) Immediate Family Members of Active Members may apply for and receive the status of Associate Member of the Club, subject to the provisions and requirements established by the Club and its Board concerning such status.

(b) Any Associate Member so designated by the Club shall be a voting member of the Club and eligible for all other Club benefits.

Section 3. The above provisions notwithstanding, the Board may provide for and grant special types of Club membership, such as honorary, life, or charter, but not restricted thereto.

Section 4. In all Club and Chapter matters requiring a vote by the general membership, those members that are eligible to vote (hereinafter referred to as "Voting Members") shall include all Active Members in good standing, together with Associate Members, as defined under the provisions of Section 2, Paragraphs (a) and (b) above.

ARTICLE V

OFFICERS

Section 1. (a) The Chapter shall have as its elected officers a President, Vice President, Secretary and Treasurer. Elected officers shall have fiduciary responsibility and will be covered by a Directors and Officers insurance policy maintained by the Club. The elected officers shall be responsible for approvals of capital expenditures made by the Chapter with a majority vote. Appointed officers may include Regional Vice Presidents, Newsletter Editor, Motorsports Director, Membership Chairperson, Activities Chairperson, Webmaster, Chief Instructor, Officer-at-Large, Equipment Custodian and the Immediate Past President.

(b) It shall be the responsibility of the Chapter Board to manage the Chapter's affairs, internally and externally, in an orderly, businesslike and responsible manner conducive to the purposes of the Chapter as set forth heretofore, and subject to all other provisions herein defining the authority and responsibilities of the Chapter Board and its members, individually and collectively. Except as otherwise provided herein, the Chapter Board shall exercise all powers of management of the Chapter.

(c) It shall be the policy of the Chapter Board to consult the membership of the Chapter on any matters involving the general welfare and conduct of the Chapter; however, failure to do so shall not affect any vote of the Chapter Board.

(d) The Chapter Board may select and appoint individual members of the Chapter to assist any or all officers as deemed necessary. These individuals may not vote with the Chapter Board.

ARTICLE V (continued)

(e) The Chapter Board may name any 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. Members of such committees may not vote with the Chapter Board.

Section 2. (a) The Chapter Board shall comprise the elected officers of the Chapter as defined in Article V Section 1. (a) of these Bylaws

(b) Elected officers shall hold office for a period of two years, or that period of time extending from the date their election is announced at the Annual Meeting of the Chapter to the date of the next Annual Meeting of the Chapter at which election results for their respective offices are to be announced, as further defined in Paragraph (c) below.

(c) The President and Treasurer shall be elected in odd-numbered years. The Vice President and Secretary shall be elected in even-numbered years.

Section 3. Each elected officer shall have one vote, and only one vote, regardless of any such additional duties, functions or responsibilities assigned to that officer.

Section 4. Any Chapter Board member shall have the right to resign, by submitting a statement of resignation in writing to the Chapter Board.

Section 5. Any elected or appointed officer may be removed from office by a two-thirds (2/3) majority vote of members in good standing and present at a duly constituted general meeting of the Chapter membership. Such meeting to comprise a quorum of one percent (1%) or fifteen (15) voting members in good standing, whichever is greater, after thirty (30) days' advance written notice is given to the general membership, stating reasons for removal.

Section 6. (a) The President shall have overall management responsibility for the conduct of all business affairs and activities of the Chapter, with the advice and consent of the Chapter Board; shall preside at all meetings of the Chapter Board and of the membership at large; and shall report to the membership on the general state of the Chapter at the Chapter's Annual Meeting, and at such other times as the Chapter Board may request.

(b) The Vice President shall perform the duties of the President in the absence of, or by reason of the disability of the President, and shall furthermore perform such other duties as the President or Chapter Board may assign.

(c) The Secretary shall maintain minutes of all meetings, provide the Newsletter Editor with condensed minutes suitable for informing the membership of the work of the Chapter Board, carry on all inter-Club and inter-Chapter correspondence, keep all current Chapter records except as otherwise specified herein, and perform such other duties as the President or Chapter Board may assign.

(d) The Treasurer shall receive and disburse all Chapter funds, as authorized by the Chapter Board; shall keep accurate and detailed records of all such receipts and disbursements; and shall deposit all funds received on behalf of the Chapter in a depository approved by the Board. The Treasurer shall make a report at the Chapter Annual Meeting, and shall also make such additional reports as may be requested by the Chapter Board. Except as provided herein, no person shall incur an obligation to, nor commit the credit of the Chapter, unless specifically authorized by the Treasurer, acting in concert with the Chapter Board.

ARTICLE V (continued)

(e) The Membership Chairperson shall be responsible for the conduct of all Club affairs specifically pertaining to or concerned with Club membership, including but not restricted to, the active and orderly pursuit of member recruitment and retention; working jointly with the elected officers and all event organizers on communications and other means of promoting member recruitment and retention as part of Club activities; and the conduct of all communications with Club members pertaining to their membership status in the Club.

(f) The Newsletter Editor shall be responsible for the publication and timely distribution of the Chapter newsletter in formats approved by the Board and the Chapter Board including but not restricted to printed and electronic versions; and for the planning, supervision and coordination of all activities necessary thereto, including the appointment of Chapter members to assist in carrying out said activities. Whereas the purpose of the Chapter newsletter is to unite and inform the membership of the Chapter, its content shall therefore reflect the purpose of the Chapter. The Newsletter Editor shall make periodic reports to the Chapter Board on the status of the newsletter, including but not restricted to costs incurred in the production and distribution of the newsletter. The Chapter Board shall function as the editorial board for the Chapter newsletter in all matters pertaining to such statements of Chapter policy as may be published in the newsletter. The Newsletter Editor shall be principally responsible for the solicitation and maintenance of all advertising in the Chapter newsletter, but may delegate such responsibility to an active member in good standing of the Chapter, subject to approval by the Chapter Board.

(g) The Equipment Custodian shall maintain and oversee the use of all Chapter property and equipment, shall manage all sales of Chapter regalia, and shall perform such other duties as the Chapter Board may assign. The Equipment Custodian may be called upon by the Chapter Board to make periodic reports on the status of said Chapter property, equipment and regalia, and on receipts and disbursements of Chapter funds that occur in the conduct of the Equipment Custodian's assigned duties.

(h) The Immediate Past President shall serve as the member-at-large and as such shall be a voting member of the Chapter Board; and shall perform such duties as the President or Chapter Board may assign.

ARTICLE VI

ELECTIONS

Section 1. Elections of Chapter Officers shall be held annually, and results of such elections shall be announced at the Chapter Annual Meeting.

Section 2. (a) All nominees for elected Chapter office as defined herein, except the office of President, must be Active Chapter members in good standing for at least six (6) months prior to the Chapter Annual Meeting during which election results are to be announced.

(b) Nominees for President must be an Active Chapter member in good standing, and must have been actively involved in Chapter Board discussions and decisions, as Chapter Board members, Regional Vice Presidents, committee members, or in any other capacity that actively interacts with the Chapter Board, for at least one (1) year prior to the Chapter Annual Meeting during which election results are to be announced.

(c) Any Chapter member may nominate an Active member in good standing as candidate for an elective Chapter office, subject to the provisions herein, by submitting a petition in writing or by electronic means, to the Chapter Secretary countersigned or otherwise acknowledged by the nominee to signify acceptance of the nomination.

Section 3. (a) The Chapter Secretary shall receive and record all nominations submitted by the membership at large, provided such nominations are in accordance with all provisions in Sections 1 and 2 of this Article and all other provisions of these Bylaws concerning nominations for office.

(b) If no nominations for an office are submitted by the membership, the Chapter Board may, in addition to the incumbent, solicit, select and nominate a candidate for that office in accordance with all provisions of these Bylaws concerning nominations for office. The Chapter Board shall publish a notice to the general membership by means of a ballot listing all candidates nominated and/or selected for each office; shall provide space(s) for write-in candidates; and shall be published no less than thirty (30) days before the Chapter Annual Meeting, by means that reach the entire voting membership of the Chapter.

Section 4. (a) Election of Chapter officers shall occur by voting members submitting properly completed ballots, by mail or electronically. The ballots must be received by the Chapter Secretary at least five (5) days before the Chapter Annual Meeting.

(b) The Chapter Secretary shall be responsible for certifying the validity of ballots, in accordance with all provisions herein governing validity of ballots, and specifically the provisions of Article IV, Section 4 of these Bylaws; for verifying the eligibility of write-in candidates in accordance with Section 2 of this Article; for counting said ballots; for recording the votes for all candidates; and for announcing the results of the Election to the general membership at the Chapter Annual Meeting.

(c) The Chapter Secretary shall furthermore ensure that complete records of the ballots received and election results are available for review for one (1) year from the date of the Election.

Section 5. If a vacancy occurs on the Chapter Board between elections, the Chapter Board may appoint an Active voting member of the Chapter to fill the vacancy. This appointment shall remain in effect until and only until the next election for that office following the appointment.

ARTICLE VII

MEETINGS

Section 1. Except as otherwise provided herein, general meetings of the Chapter shall be called by the President or the Chapter Board when necessary or suitable to the activities of the Chapter.

Section 2. (a) The Chapter Board shall meet at such times as its members determine collectively by vote, or at the call of the President.

(b) Chapter Board meetings shall be open to the general membership; however, such general members present at meetings of the Board shall not be permitted to vote with the Chapter Board, nor may they enter into the discussions of the Chapter Board unless called upon by the chair.

Section 3. (a) The Secretary, or the Secretary's appointee, shall notify all members of the Chapter of all general meetings by written notice, posted to the Chapter website at least five (5) days before the designated day of the meeting, and by publication thereof in the newsletter thirty (30) days in advance of the meeting date.

(b) The Secretary shall notify all Chapter Board members of meetings of the Chapter Board, by written notice, mailed or sent by electronic means, at least thirty (30) days before the designated day of the meeting.

Section 4. (a) One percent (1%) of voting Chapter members of record, but no fewer than fifteen (15) such members, shall constitute a quorum at any general meeting of the membership of the Chapter.

(b) A simple majority of the voting membership of the Chapter Board shall constitute a quorum at any meeting of the Chapter Board.

ARTICLE VII (continued)

Section 5. (a) Robert's Rules of Order shall be the parliamentary authority for all meetings of the general membership of the Chapter, and for all meetings of the Chapter Board. The Immediate Past President shall act as Parliamentarian in all matters of dispute concerning such meetings.

(b) The Secretary, or the Secretary's appointee, shall have available at all meetings a copy of Robert's Rules of Order, and a copy of these Bylaws.

Section 6. The Annual Meeting of the Chapter shall be held before June 30th of each year.

Section 7. (a) Special meetings of the general membership may be called by the President or the Chapter Board at the written request of at least ten percent (10%) of the voting members of record.

(b) Upon receipt of any such request, the President or the Chapter Board shall schedule the meeting to take place at the earliest reasonable date, and shall send written notice of the meeting to all members of the Chapter no less than thirty (30) days before the designated day of the meeting. The notice shall state the object of the meeting, and no other business shall come before the meeting.

ARTICLE VIII

FISCAL YEAR / DUES

Section 1. Unless otherwise determined by special action of the Board, the fiscal year of the Chapter and Club shall be the calendar year.

Section 2. (a) There shall be annual dues for all active members of the Chapter, as deemed necessary by the Club or the Board.

ARTICLE IX

ASSETS / PERSONAL LIABILITY

Section 1. No part of the Chapter's earnings shall inure to the benefit of any of its officers, directors, members, or any other private individual.

Section 2. In the event of the Chapter's dissolution, all Chapter assets shall be disbursed to the Club or its designee, to be held in escrow for the benefit of any future chapter that may be organized in South Carolina.

Section 3. All persons or corporations extending credit to, contracting with, or having any claim against the Chapter or the Chapter Board, shall look only to the funds and the property of the Chapter for the payment of any debts, damages, judgment or decree, or any other monies that may become due and payable to them from the Chapter or the Chapter Board, so that neither the members of the Chapter nor the Chapter Board shall be personally liable therefor.

ARTICLE X

AMENDMENTS

Section 1. (a) These Bylaws, and any portion thereof, may be amended, altered, or repealed, in whole or in part, by an affirmative vote of two thirds (2/3) of the voting members present at any duly constituted general meeting of the Chapter. No amendment shall become effective until approved by the general membership.

(b) There shall be written notice of the meeting to amend, to be sent to all members of the Chapter no less than thirty (30) days before the designated day of the meeting. The written notice shall contain the subject matter of the proposed Bylaws change(s).

Section 2. (a) Amendments may be proposed by the Chapter Board, or by any two (2) voting Chapter members in good standing.

(b) Proposed amendments shall be submitted to the Secretary in writing, in person, by mail, or electronically, by the proponents of said amendments, or verbally by the Chapter Board.

(c) The Secretary shall cause the complete text of the proposed amendment(s) to be included in the notice of the general meeting at which said proposal(s) are to be submitted to a vote by the general membership.