

**BMW CCA  
AMENDED AND RESTATED BYLAWS  
OF  
EVERGLADES CHAPTER BMW CCA, INC.  
A Florida not-for-profit Corporation  
Revised AUGUST, 2014**

The following are the Bylaws of Everglades Chapter (hereinafter referred to as "Everglades Chapter"), which constitute the code of rules adopted by Everglades Chapter for the regulation and management of its affairs.

**ARTICLE I  
PURPOSES AND POWERS**

This Everglades Chapter shall have the purposes or powers as may be stated in its Articles of Incorporation and shall be governed by Chapter 617, the Florida Not for Profit Corporation Act. The purpose of the Everglades Chapter is:

- (a) to promote interest in BMW automobiles;
- (b) to enhance motoring and touring activities;
- (c) to encourage safe skillful driving; and
- (d) to promote and engage in other community activities deemed appropriate by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

Section 1: ELIGIBILITY. Membership in Everglades Chapter is open to men and women who are dedicated to the goals of creating driving events, leisure programs and activities during the year.

Section 2: ADMISSION OF NEW MEMBERS. A person shall be admitted to membership and shall become a member of Everglades Chapter upon payment of annual dues.

Section 3: ANNUAL DUES. The Board of Directors of BMW CCA may determine from time to time the amount of annual dues payable to the Everglades Chapter by members.

Section 4: GOOD STANDING. Members who are current in their payment of annual dues to BMW CCA shall be members in good standing. Any member who is in arrears for non-payment of annual dues shall not be in good standing and shall not be entitled to vote as a member.

Section 5: VOTING RIGHTS. A member in good standing shall be entitled to one (1) vote.

Section 6: TERMINATION OF MEMBERSHIP.

(a) Resignation. Any member may resign by filing a written statement of resignation with the President or Secretary. However, such resignation shall not relieve the member of his or her obligation to pay any dues, assessments, or other charges previously accrued and remaining unpaid.

(b) Expulsion. Membership in Everglades Chapter may be terminated by the Board of Directors for default in payment of annual dues or for wrongful acts, which impact the Everglades Chapter. Members facing expulsion shall be given an appropriate hearing and expelled only with the concurrence of a majority of the Board members. The Board shall thereafter notify those members facing expulsion at its earliest convenience. Additionally, all expulsions and their causes shall be recorded in the minutes of the next regular Everglades Chapter business meeting.

Section 7: REINSTATEMENT. Past members of Everglades Chapter who are no longer members may apply for reinstatement. Reinstated members shall be assessed dues in accordance with Section 2 and 3 of this Article. No past member of Everglades Chapter, who has previously accrued Everglades Chapter dues, assessments, or other charges, which currently remain unpaid, shall be eligible for reinstatement.

Section 8: TRANSFER OF MEMBERSHIP. Membership in this Everglades Chapter is not transferable to any club affiliated with BMW CCA, Inc.

### **ARTICLE III MEETINGS OF MEMBERS**

Section 1: ANNUAL AND REGULAR. The first annual meeting of the members shall be held the third Tuesday of January of each year and each subsequent regular meeting of the members shall be held the third Tuesday of each month, at the time of day as the Board of Directors shall fix in the notice of such meeting in Palm Beach County, Florida or at such other place and time as may be designated by the Board of Directors.

Section 2: SPECIAL MEETINGS. Special meetings of the members may be called either by the President, the Board of Directors, or upon written request of one-third (1/3) of the members in good standing.

Section 3: NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by or at the direction of the Secretary or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting to each member entitled to vote thereat, addressed to the members at the address last appearing on the books of Everglades Chapter roster, or supplied by such, specify the place, day and hour of the meeting and in the case of special meetings, the purpose of the meeting.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1: NUMBER. There shall be not less than five (5) or more than eleven (11) directors, all of whom shall be members of Everglades Chapter and shall be elected officers of the Everglades Chapter.

Section 2: POWERS. The Board of Directors shall have power to conduct and manage the affairs and business of Everglades Chapter and to make such rules and regulations therefore not inconsistent with law or with the Articles of Incorporation or the Bylaws as they deem.

Section 3: DUTIES. It shall be the duty of the Board of Directors to:

(a) Cause to keep a complete record of all its acts and corporate affairs and to present a statement of affairs thereof at the annual meeting of the members;

(b) Supervise all officers, agents and employees of Everglades Chapter and see that their duties are properly performed; and

(c) Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Section 4: QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of directors present may adjourn the meeting to another time without further notice.

Section 5: MANNER OF ACTION. The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

Section 6: COMPENSATION. No director shall receive monetary compensation for any service he or she may render to the Everglades Chapter. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, as may be fixed or determined by the resolution of the board.

## **ARTICLE V DIRECTORS MEETINGS AND PURPOSE**

Section 1: REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held the second Tuesday of first month of each quarter with notice as provided in Article III above. Regular meetings shall be fixed by resolution of the Board of Directors.

Section 2: SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President or by any two Directors, after not less than two (2) days' notice to each Director.

Section 3: QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4: VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. The vacancy shall be filled within sixty (60) days.

## **ARTICLE VI OFFICERS AND THEIR DUTIES**

Section 1: DESIGNATION. The officers of Everglades Chapter shall be residents of the State of Florida. There shall be a President, Vice-President of Operations, Vice-President of Driving Events, Vice-President of Social, Secretary, Treasurer, and Parliamentarian.

Section 2: ELECTION OF OFFICERS. Officers shall be elected on an annual basis. Nominations for officer positions shall be submitted to the Elections Chairperson appointed by the President. The Elections Chairperson shall be appointed at or prior to the October general membership meeting and announced at that meeting. Nominations for Officer positions specified herein shall be submitted to the Elections Chairperson no later than October of each year. Candidates for officer positions as well as persons nominating members for officer positions must be members in good standing of the Everglades Chapter. The Elections Chairperson may not be a candidate for office.

The Elections Chairperson shall have the power to appoint additional members to assist him or her in conducting the Officer elections for the Everglades Chapter. Following the closing of the nomination period, the Elections Chairperson shall prepare a ballot for submission to the *Flasher* Editor for inclusion in the next *FLAsher*. Ballots shall contain a valid address specified by the Elections Chairperson for the submission of the ballots to the Elections Chairperson. Members in good standing of the Everglades Chapter (including associate members) shall be entitled to one (1) vote each for officer positions. Ballots may only be submitted by mail or by electronic mail. Ballots must contain the member's name, return address, and BMW CCA membership number on the outside of the envelope or within the e-mail in order to verify membership in the Everglades Chapter. The Elections Chairperson shall establish a deadline for the mailing or emailing of ballots, which will be at least thirty (30) days following the proposed date of the *FLAsher* in which the ballot is published. Five (5) days following the expiration of the deadline, the Elections Chairperson shall tabulate the ballots and notify the candidates of the results. The election results shall be announced at the membership meeting following the tabulation of the ballots and published in the next issue of the *FLAsher*. Candidates who wish to review the ballots submitted to the Elections Chairperson may do so at a time and place specified by the Elections Chairperson if the candidate notifies the Elections Chairperson of their desire to

review the ballots within ten (10) days after notification of the election results to each candidate as set forth above. Absent any dispute concerning the conduct of the election, the Elections Chairperson shall destroy the ballots sixty (60) days following announcement of the results to the candidates.

Notwithstanding the foregoing should only one candidate apply to be elected for any position, no such ballot shall be necessary.

Section 3: TERM. The officers of Everglades Chapter shall be elected for a one (1) year term by the members and each shall hold office for one (1) year unless he or she shall resign, or be removed, or become otherwise disqualified to serve. The term of office shall commence January 1 and expire December 31, unless otherwise determined by the majority vote of the membership, who are in good standing. The President, upon the majority vote of the Board of Directors, shall appoint any member in the instance where there has been a resignation tendered by an officer.

Section 4: RESIGNATION AND REMOVAL. Any officer, elected or appointed may be removed from office by two-thirds (2/3) of the membership present entitled to vote with or without cause; provided, however, that written notice to such proposed removal shall be given at the meeting at which such proposal is to be voted upon. In the event of death, resignation or removal of an officer, his or her successor shall be appointed by the President with the approval and consent of the Board of Directors and shall serve for the unexpired term of his or her predecessor. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: VACANCIES. Except in the instance where there has been a resignation, a vacancy in any office may be filled by the election of the membership.

Section 6: MULTIPLE OFFICES. Two or more offices may not be held by the same person.

Section 7: DUTIES OF OFFICERS. The duties of the Officers are as follows:

(a) PRESIDENT. The President shall preside at all meetings of the Board of Directors and/or the Membership; shall see that orders and resolutions of the Board and/or Membership are carried out; and shall be responsible to the BMW Car Club of America. The President shall execute all other duties as specified by BMW CCA or the Board of Directors.

(b) VICE-PRESIDENT OPERATIONS. The Vice-President Operations shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice-President Operations shall be in charge of the following: Newsletter, Public Relations, Advertising, Home Page and other duties as specified by the President or the Board of Directors.



(c) VICE-PRESIDENT DRIVING EVENTS. The Vice-President Driving Events shall act in the place or stead of the President only if he or she is absent and the Vice-President Operations is also absent or unable to or refuses to act. The Vice-President Driving Events shall also be responsible for chairing the following: Driving Schools, Club Races, Safety Schools, Autocross, Rallies and other duties as specified by the President or the Board of Directors.

(d) VICE-PRESIDENT SOCIAL EVENTS. The Vice-President Social shall act in the place or stead of the President only if he or she is absent and the Vice-President Operations and the Vice-President Driving Events are also absent or unable to or refuses to act. The Vice-President Social shall also be responsible for chairing the following: Membership, Social Functions, Dealer Liaison, and other duties as specified by the President or the Board of Directors.

(e) SECRETARY. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep and serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Everglades Chapter together with their addresses and shall perform such other duties as required by the Board of Directors and the President. The Secretary shall draft and cause all correspondence of the Everglades Chapter to be sent as correspondence of the Everglades Chapter.

(f) TREASURER. The Treasurer shall receive and deposit, or cause to be received and deposited in appropriate bank accounts, all monies of the Everglades Chapter as approved by the members and shall disburse such funds as directed by the President or resolution of the Board of Directors, provided however, that approval of the membership in the ordinary course of business conducted within the limits of any budget adopted by the Board and ratified by the membership. Two of the following officers shall sign all checks of the Everglades Chapter: President, Vice-President of Operations, Secretary, or Treasurer. The Treasurer shall also cause to be kept proper books of account and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety and/or securities as the Board of Directors shall determine.

(g) PARLIAMENTARIAN. It shall be the duty of the Parliamentarian to determine all questions relative to parliamentary procedure.

## **ARTICLE VII COMMITTEES**

Various committees may be designated by the President with a chairperson appointed/elected by the majority of the membership present.

## **ARTICLE VIII BOOKS AND RECORDS**

Section 1: INSPECTION. The books, records and papers of Everglades Chapter shall at all times during reasonable business hours, be subject to inspection by any member in good standing. The Articles of Incorporation and the Bylaws of Everglades Chapter shall be available for inspection by any member in good standing.

Section 2: CONTRACTS. The Board of Directors may authorize any officer or agent of this Everglades Chapter, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of the Everglades Chapter and such authority may be general or confined to specific instances. The Treasurer shall review all contracts prior to signing of said contracts.

Section 3: CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Everglades Chapter shall be signed by the President, Vice-President of Operations, Secretary, or the Treasurer.

Section 4: DEPOSITS: All funds of the Everglades Chapter shall be deposited to the credit of the Everglades Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5: GIFTS. The Board of Directors may accept any contribution, gifts, bequest or devise for the general purposes or for any special purpose of the Everglades Chapter.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Everglades Chapter shall indemnify against all liabilities and expenses, including reasonable fees of counsel, any person threatened with or made a party to any action, suit or other proceeding by reason of the fact the he, she, his or her testator or intestate, is or was a director, officer, employee or other agent of the Everglades Chapter, or is or was a director, office, employee or other agent of the Everglades Chapter who serves or served, at the request of the Everglades Chapter, as a director, officer, employee or other agent of another organization or who, at the request of the Everglades Chapter, serves or served in any capacity with respect to an employee benefit plan, except that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding to have acted in breach of his fiduciary duty to the Everglades Chapter or the participants of the employee benefit plan not have acted in good faith in the reasonable belief that his or her action was in the best interests of the Everglades Chapter.

## **ARTICLE X AMENDMENTS**

Section 1: AMENDMENTS. These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a majority vote of a quorum of the Board of Directors,

provided that those provisions of these Bylaws, which are governed by the Articles of Incorporation of the Corporation, may not be amended except as provided in the Articles of Incorporation or applicable law.

Section 2: PRIOR NOTICE. No amendment to the Bylaws shall be voted upon unless the Board of Directors has received prior notice of what the amendment is and when the vote shall take place. Prior notice shall mean a reading of the text of the amendment and the acceptance of discussion, or a mailing of the text to the membership. Such reading and discussion shall take place at a regular meeting preceding the date on which a vote is scheduled. Mailed notices, if used in lieu of reading and discussion, shall be mailed no later than seven (7) days before the date on which the amendment is to be voted upon.

Section 3: CONFLICT. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

Section 4: BMWCCA POLICIES. Everglades Chapter shall operate in accordance with the general policies established by BMW CCA.

#### **ARTICLE XI FISCAL YEAR**

Unless otherwise specified by resolution by the Board of Directors, the fiscal year of the Everglades Chapter shall be from January 1 to December 31 of each year.

#### **ARTICLE XII LIABILITY OF MEMBERS**

No member shall be subject to or personally liable for any indebtedness or obligation of Everglades Chapter and any and all creditors shall look on the assets of the Everglades Chapter for payment.

Adopted: August 18, 2014

Attest: Wendy van Woerden (SEAL)  
Wendy van Woerden, Secretary

Roberta A. Treen  
Roberta A. Treen, President