

Illini Chapter Bylaws

Article 1. Name

The name of the corporation shall be Illini BMW Chapter, Ltd. (hereafter known as the "Club"), also referred to as Illini Chapter BMW CCA, Illini Chapter BMW Club and/or Illini Chapter.

Article 2. Purpose

Insofar as permitted under the general laws of the State of Illinois, without profit, to promote interest in motoring, touring activities, and to encourage safe and skillful driving, publications and activities related to motor touring especially as involves BMW automobiles; to perform such services and sponsor such events as are in keeping with the members' desires.

Article 3. Location

Board of Directors and General Membership meetings will be held at a location chosen by the President or the Board of Directors (hereafter known as the "Board"). For corporate matters, until the Board deems otherwise, the address of the Club shall be:

Illini BMW Chapter, Ltd.
P.O. Box 10306
Peoria, IL 61612

Article 4. Membership

Section 1. Qualification

Membership is limited to individuals who have shown themselves to be interested in the purposes and aims of this organization and who are members in good standing of the BMW CCA, Inc., national organization.

Section 2. Removal of Member

If a two-thirds majority of the Board deems that a member or associate member has demonstrated actions that are not in the best interests of the Club, the President will petition the BMW CCA National Board to remove the member from the Club. Said petition may or may not include a recommendation that the National Board consider expulsion of said member from BMW CCA.

Section 3. Membership Benefits

Subject only to such limitations otherwise set out herein, all (full and associate) members shall be entitled to the following benefits:

- Voting Rights
- Right to receive all publications of the organization

- Right to participate in all events or meetings available to the Club's general membership
- Right to nominate members to serve as Officers or members of the Board of Directors

Full members shall also be entitled to the following benefits.

- Eligibility to hold elected office in the organization
- Eligibility to be appointed to the Board of Directors

Article 5. Elections

Section 1. Nomination from Members

By November 30 any member may nominate a full member in good standing for an elective office for election at the annual January general meeting, subject to the nominee's consent to such nomination.

Section 2. Nominating Committee Formation

In October, the President or Board may appoint a Nominating Committee (consisting of voting members) that may nominate any full members for elective office, subject to the candidates' consent to such nomination. The Committee shall present a slate of nominees for elective offices by November 30th.

Section 3. Notification

The slate and ballot presented by the Nominating Committee shall be reported to the membership by mail, together with the date, time and place of the January general meeting. This slate will be presented to the membership at the meeting, where a vote will be taken. Absentee ballots will be accepted until the posted cut-off date.

Section 4. Voting Requirements

Election of officers will be by a simple majority vote of those members present at the January general meeting plus those members voting by absentee ballot. Each member and associate member shall have one vote.

Section 5. Nominations from the Floor

If the Nominating Committee is unable to find a candidate for an elected officer in accordance with the deadline stated in Section 2 of Article 5, the Board may solicit nominations from the meeting floor during the January general meeting. Elections for officers with candidates nominated from the floor will be by a simple majority vote of those members present at the January general meeting. Each member and associate member shall have one vote.

Section 6. Vacancy of an Elected Board Position

If a vacancy in the elected board occurs between elections, the vacancy shall be filled by

a Club member appointed by a vote of the majority of the entire Board. The Board may, at its discretion, appoint a Club member to assume the duties of any Officer who is absent or incapacitated, or otherwise unable to perform the duties of the office.

Article 6. Officers and Directors

Section 1: Board Positions

The Club shall have a Board of Directors with a matrix structure using a combination of functional roles and regional roles.

The functional roles are as follows:

President
Vice-President
Treasurer
Secretary
Driving Events Chairperson
Motorsports Driving Chairperson
Street Survival Chairperson
Social Events Chairperson
Newsletter Editor
Webmaster
Ex-Officio
Dedicated Local Area Representative (hereafter known as the "LAR")

and such other appointed functional Board positions as the elected officers shall decide.

The regional roles are as follows:

Local Area Representative – Bloomington/Normal
Local Area Representative – Champaign/Urbana
Local Area Representative – Decatur
Local Area Representative – Quad Cities
Local Area Representative – Peoria
Local Area Representative – Springfield

and such other regional roles as the elected officers shall decide.

The intent is for an individual Board member to hold both a functional role and a regional role with the regional role assigned by the Board on the basis of the member's place of residence. Holding both roles, however, is not a requirement to hold a position on the Board. In cases where multiple Board members reside in close proximity to each other one will be selected as the designated Local Area Representative. If the Board does not have regional representation in another functional role, a member may be appointed to the Board as a Dedicated Local Area Representative.

Each Board member shall have one vote at a Board of Directors meeting. The offices of President, Vice-President, Treasurer, and Secretary are elected offices. All other offices are appointive at the discretion of the elected officers. Any appointive office, except Newsletter Editor and Webmaster, may be left vacant by a majority vote of the elected officers.

Section 2. Terms

Officers shall serve a term of one year commencing February 1 and terminating January 31 of the succeeding year. No person shall hold the office of President more than five consecutive terms. Under usual circumstances, appointments to appointed positions will also commence and terminate at the same time.

Section 3. Resignation

Any officer shall have the right to resign by submitting his/her resignation in writing to the Board.

Section 4. Removal of Board Members

An Officer may be removed from office by a two-thirds vote of a quorum of the Board present at a duly designated meeting, after thirty (30) days advance written notice of reasons for removal.

Section 5. Duties and Responsibilities of Board Members

Section 5.1. Functional Role Duties and Responsibilities of Elected Officers

The President should officiate at all Board meetings, create and appoint special committees as he or she deems necessary to carry out the objectives of the Club, supervise the overall operation of the Club, call meetings of the full Board of Directors as conditions warrant, and perform other executive functions as may be necessary.

The Vice-President should officiate in the absence of the President, coordinate the activities of the Club in conjunction with event chairpersons and/or appointed committees, and secure the necessary liability insurance as may be required for certain events.

The Treasurer shall be responsible for all funds, making expenditures which are authorized by the Board, maintaining financial records in accordance with generally recognized accounting practices, submitting timely and accurate financial reports to federal, state and local government agencies as required, reporting on the treasury annually to the general membership for the preceding financial year, file financial records to BMW CCA as requested, and upon request of the Board, arrange to have the financial records reviewed or audited by a professional accountant.

The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current Club records, maintain a current roster of members, collect, or cause to be collected, and distribute all mail incoming to the Club, and perform other duties as assigned by the Board.

The Board may appoint Club members to assist the Secretary as necessary.

Section 5.2. Functional Role Duties, Responsibilities and Qualifications of Appointed Directors

Driving Events Chairperson shall be a Club member responsible for the organization, promotion, and operational oversight of Club events involving motoring on public roadways. The Driving Events Chairperson shall provide a report to Board members on activities leading up to events and on the events afterwards. The Driving Events Chairperson may share or assume responsibility for some track events in coordination with the Motorsports Driving Chairperson.

Motorsports Driving Chairperson shall be a Club member responsible for the organization, promotion, and operational oversight of Club events involving motoring on private tracks. The Motorsports Driving Chairperson shall provide a report to Board members on activities leading up to events and on the events afterwards. The Motorsports Driving Chairperson may share or assume responsibility for some public roadway events in coordination with the Driving Events Chairperson.

Street Survival Chairperson shall be a Club member responsible for the organization, promotion, and operational oversight of Club the annual Street Survival event. The Street Survival Chairperson shall provide a report to Board members on activities leading up to the event and on the event afterwards.

Social Events Chairperson shall be a Club member responsible for the organization, promotion, and operational oversight of Club events that do not involve motoring. This includes The Social Events Chairperson shall provide a report to Board members on activities leading up to the event and on the event afterwards.

Newsletter Editor shall be a Club member responsible for the production of the Club newsletter content. He or she is also responsible for the production of any other Club advertising for events or meetings. The Newsletter Editor will coordinate with the Webmaster to electronically post newsletters and other advertisements.

Webmaster shall be experienced in the development and maintenance of websites. Club membership is not mandatory, but recommended. The Webmaster is responsible for gathering and creating editorial content, designing the site, selecting the hosting service, registering and renewing the domain name, and uploading the website content. In coordination with other Board members, the Webmaster ensures that the information contained on the website is current.

Ex-Officio shall be a Club member who has served in an elected office on the Board in the year immediately before his or her appointment. This position is advisory and provides continuity. The common title for the individual holding this position will be their title most recently held preceded with the word "Past." e.g. "Past President"

Any events or activities that overlap the duties and responsibilities of multiple appointed directors are the responsibility of all involved directors to coordinate on.

Section 5.3. Duties, Responsibilities and Qualifications of Local Area Representatives

Normally a Board member with an assigned regional role should live within a 25 mile radius of the metropolitan area's geographical center and all of the following duties or responsibilities apply within the same radius for the metropolitan area for which the LAR is assigned.

An LAR is responsible for welcoming new members into the Club, encouraging prospective members to join the Club, contacting dropped member to obtain feedback for improving the Club experience and encouraging local BMW Dealers and other related businesses to support the Club.

An LAR is responsible for coordinating with the Social Events Chairperson and the Driving Events Chairperson on area Club events.

If the Board decides to host a general or Board meeting within the area, the LAR is responsible for securing the venue. When the Board decides to conduct a virtual-only meeting, the LAR is responsible for securing a venue where other members in the area can meet face-to-face and participate as a group.

Between the months of March through October the LAR should arrange to have four local-area, non-business events. Events can be held in combination with other car clubs or local area groups. Club-wide events within the area are considered a local-area, non-business event.

Section 5.4. Club Participation Requirements for All Board Members

Officers are expected to attend no less than 75% of all Club meetings – virtually conducted or held face-to-face. Appointed Board members are expected to attend no less than 50% of meetings all Club meetings – virtually conducted or held face-to-face.

When a Board member knows in advance that he or she will not be in attendance for a Club meeting, the member must coordinate with the President to ensure the position's responsibilities are carried out and that absence will cause minimal disruption to Club business.

Board members should make every attempt to attend no less than 50% of Club events.

Phone calls, text message or other private messages regarding Club business are to be returned promptly. Mass e-mail and other electronic communications regarding Club business should be replied to promptly when discussion or feedback is expected from the sender.

Section 5.5. Detailed Board Member Responsibilities

The Board may develop a list of specific position responsibilities beyond those generally outlined above. The President shall share that list with any individual intending to accept nomination for an elected position or appointment to an appointed position prior to acceptance of nomination or appointment. It is the responsibility of the individual holding

the position to remain familiar with and satisfactorily perform those responsibilities throughout the duration of his or her term or appointment.

Section 5.6. Failure to Performance Responsibilities or Meet Participation Requirements

If a Board member's circumstances change and anticipates being unable to satisfactorily perform the stated responsibilities or meet the participation requirements for the duration of his or her term or appointment, the member should coordinate with the President to discuss redistribution of some responsibilities or consider resignation to prevent disruption of Club business.

Failure of an officer to satisfactorily perform the stated responsibilities or meet the participation requirements is grounds for the Board to consider removal per Article 6 Section 4. Failure of an appointed director to satisfactorily perform the stated responsibilities or meet the participation requirements is grounds for the Board to appoint a different member to fulfill the responsibilities of that position.

Article 7. Meetings and Events

Section 1. Calling Meetings

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

Section 2. Meetings Times and Quorum

The Board shall meet at such times as they may by vote determine, or at the call of the President. For purposes of conducting a Board meeting, a quorum shall consist of four Club directors and include a minimum of three Officers.

Section 3. Virtual Attendance

Anyone participating in general or Board meetings through electronic means – via a live audio and video feed to the meeting allowing all members to communicate with each other – (herein known as “virtually”) will be considered present for purposes of determining if a quorum is present and voting consideration.

Section 4. Meeting Notice

The Secretary or appointee shall notify all members of all general meetings of the Club by written notice. The Secretary shall notify all directors of Board meetings by similar notice.

Section 5. Annual Meeting

The annual meeting to elect Club Officers shall be held in January or such other time as the Board deems appropriate. All members shall be notified of the date, time and place of this meeting at least ten (10) days in advance.

Section 6. Event Notification

Events, consistent with the purpose of the Club, will be held per the approval of the Board. The Vice-President or appointee shall notify all members of the Club of such events by written notice.

Article 8. Corporation Powers

Section 1. Achievement of Club Objectives

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to achieve the objectives of the Club and in keeping with these Bylaws.

Section 2. Bylaw Compliance

These Bylaws shall provide a broad administrative framework within which the objectives of the Club may be reached and continued. All business of the Club shall be conducted in accordance with these Bylaws.

Section 3. Club Management

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

Section 4. Committee Formation

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

Section 5. Consultation of Membership

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

Article 9. Dues and Fees

Club dues and fees shall be set by the Board.

Article 10. Fiscal Year

The club shall operate using a calendar year.

Article 11. Personal Liability

Section 1. Club Liabilities

All persons or corporations extending credit to, contracting with, or having any claim against, the Club or Board, shall look only to the funds and property of the Club for the payment of any debt, damages, or judgment or decree or any other money that may become due and payable to them from the Club or the Board so that neither the

members of the Club nor its Board are personally liable therefore.

Section 2. Indemnification of Directors, Offices and Agents

Each director, officer or agent of the Club now or hereafter serving as such, shall be indemnified by the Club against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such director, officer or agent, or by reason of any action alleged to have been taken, omitted or neglected by him/her as such director, officer or agent; and the Club shall reimburse such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability.

The amount paid to any officer, director or agent by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director, officer or agent of the Club may otherwise be entitled by law.

Article 12. Amendments

An Amendment to these Bylaws may be proposed to the membership by a member or a simple majority vote of the Board at a regular Board of Directors meeting.

Adoption of Amendments to the Bylaws shall require a simple majority vote of those members present at a general meeting of the Club plus those members voting by absentee ballot. All members shall be notified of date, time, place and contents of the proposed amendments at least ten days in advance of such a meeting. No amendment shall become effective until approved by the membership.

Article 13. Suspension of Bylaws

Infrequently, business that requires action is in violation of the General Bylaws, yet remains beneficial to the Club. The Bylaws, in part or in whole, may be suspended for a specified duration of time to permit proper action being taken. This temporary suspension will occur upon the recommendation of the President or his designate and a simple majority vote of the directors present at a regular Board of Directors meeting. In no event may the duration of such suspension extend beyond the time of the next Board meeting. At such meeting the suspension may be continued until the next Board meeting by a simple majority vote of the directors present.

These Amendments to the Bylaws of Illini Chapter BMW shall become effective* upon a simple majority vote of the Club members present at the general membership meeting to be held on February 8, 2020 plus those members voting by absentee ballot.

*These Bylaws were voted on and approved on February 8, 2020 at the general membership meeting.