

February 19, 1990

WINDY CITY BMW, INCORPORATED BYLAWS

ARTICLE 1. NAME

WINDY CITY BMW, Incorporated (Hereafter referred to as the "CLUB").

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:

WINDY CITY BMW, Incorporated
P.O. BOX 133
Glenview, Illinois 60025-0133

ARTICLE 4. MEMBERSHIP

Section 1. Membership is open to anyone interested in BMW automobiles or the activities of the CLUB.

Section 2. Members and associate members of BMW Car Club of America, Inc. who have been assigned to the CLUB are entitled to vote and hold office in the CLUB, to attend any general meeting and all other benefits of membership. Members and associate members of the CLUB shall be governed by these Bylaws.

Section 3. The BOARD may provide for special types of membership, such as honorary, life or charter, but not restricted thereto.

Section 4. Any active member or associate member may have his or her CLUB membership revoked by a majority vote of the BOARD for actions determined by the BOARD not to be in the best interests of the CLUB.

ARTICLE 5. ELECTIONS

Section 1. **By November 30** any member may nominate a 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. **In October**, the President or BOARD may appoint a Nominating Committee (consisting of voting members) that may nominate any candidates 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. 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. 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. 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.

(Amended by vote July 15, 1998)
ARTICLE 6. OFFICERS

Section 1: The CLUB shall have a Board of Directors consisting of:

President
Vice-President
Treasurer
Secretary
Director-at-Large
Legal Counsel
Newsletter Editor
Ex-Officio
Speed Events Chairperson
Rally Chairperson
Membership Chairperson
Special Events Coordinator
Art Director
Meetings Chairperson

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

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 Legal Counsel and Newsletter Editor, may be left vacant by a majority vote of the elected officers.

Section 2. 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 two consecutive terms.

Section 3. Any officer shall have the right to resign by submitting his/her resignation in writing to the BOARD.

Section 4. 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 Elected Officers

The President shall officiate at all BOARD meetings, create and appoint special committees as he 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 shall 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 in the February CLUB newsletter 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.

[This amendment was voted on and passed at the general membership meeting on March 17, 1999]

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 6. Duties, Responsibilities and Qualifications of Appointed Directors

Director-at-Large shall be an advisory position, filled by a CLUB member whose experience and opinions are of value to the BOARD.

Legal Counsel shall be an Attorney-at-Law licensed to practice and currently practicing law in the State of Illinois. CLUB membership is not mandatory but recommended. The CLUB Attorney is responsible for advising the BOARD on the CLUB'S legal position concerning ongoing and proposed activities.

Newsletter Editor shall be a CLUB member responsible for the production, printing and mailing of the monthly CLUB newsletter, with the assistance of the Art Director.

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.

Speed Events Chairperson shall be a CLUB member who by virtue of experience can help in planning and direction in this area of the CLUB'S activities.

Rally Chairperson shall be a CLUB member who by virtue of experience can help in planning and direction in this area of the CLUB'S activities.

Membership Chairperson shall be a CLUB member responsible for welcoming new members into the CLUB, encouraging prospective members to join the CLUB, and encouraging local BMW Dealers and other related businesses to support the CLUB.

Special Events Coordinator shall be a CLUB member responsible for special events.

Art Director shall be a CLUB member who will help in publishing the newsletter in terms of design and graphics. He or she also will be responsible for the design of CLUB logos, graphics, awards and letter-heads.

Meetings Chairperson shall be a CLUB member responsible for general membership meetings.

ARTICLE 7. MEETINGS AND EVENTS

Section 1. 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. 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 a majority of the CLUB'S directors.

Section 3. The Meeting Chairperson 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 4. 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 5. 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. 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. 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. Except as herein otherwise provided, the BOARD shall exercise all powers of management of the CLUB.

Section 4. 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. 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. PERSONAL LIABILITY

Section 1: 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 judgement 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 hereinabove 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.

[This amendment was voted on and passed at the general membership meeting, May 20, 1992]

ARTICLE 11. SEAL

The custody of the Seal shall remain with the Secretary.

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 Windy City BMW shall become effective upon a simple majority vote of the CLUB members present at the general membership meeting to be held on March 28, 1990 plus those members voting by absentee ballot.

*This bylaws were voted on and approved on March 28, 1990 at the general membership meeting.