



# BYLAWS

## BMW MOTORCYCLE OWNERS OF GEORGIA

Effective October 1, 2006

### ARTICLE 1: NAME OF ORGANIZATION

The organization shall be known as the BMW Motorcycle Owners of Georgia, Incorporated.

### Article 2: CLUB PURPOSE

To organize BMW motorcycle enthusiasts in order to promote the following: motorcycle safety; meetings; classes; outings; and other events of common interest, in a manner consistent with promoting a positive public image of motorcyclists.

### ARTICLE 3: MEMBERS

#### Section 1: Classes of Membership

##### A. Active Member

An Active Member is entitled to all rights and benefits of the Club, to include a paid subscription to the Club newsletter and the right to vote; providing he is the registered owner of a motorcycle and pays all assessed dues.

##### B. Associate Member

An Associate Member can vote and is entitled to all rights and benefits of the Club excluding a newsletter subscription; providing he resides in the same household as an Active Member and pays all assessed dues.

##### C. Honorary Member

An Honorary Member is one nominated and accepted by majority vote at any Regular Club Meeting. He may attend Club functions, pays no dues and has no vote.

#### Section 2: Membership Composition

The number of members of the Club shall not be limited; except that no more than twenty-five percent (25%) of the Active Members may be non-BMW motorcycle owners.

#### Section 3: Qualifications for Membership

Active and Associate membership applicants must submit a completed written BMW MOGA Club Application (including appropriate dues payment) to the Club Secretary who shall review the application for completeness and forward it to the Board of Directors for acceptance.



## ARTICLE 3 (Continued)

### Section 4: Code of Conduct

Members shall refrain from conduct that discredits the good reputation of the Club. Members are expected to share interest in BMW motorcycles, participate in Club life, promote motorcycle safety, ride responsibly and encourage new membership. Members are expected to interact with courtesy, integrity and respect among themselves and guests. Additionally, Officers and Board Members should attend Club functions and carry out their official duties to the best of their ability.

### Section 5: Disciplinary Action and Resignation

- The Board of Directors is responsible for discipline.
- Among other appropriate acts, the Board may reprimand, suspend or expel any Member for violation of the Code of Conduct.
- Any member may resign from the Club by filing a written notice of resignation with any Club Officer. Resignation is administered by the Board of Directors.

### Section 6: Dues and Fees

Membership dues and fees shall be on an annual basis. A member's renewal is due and expected one (1) year from the date his or her membership in the Club became effective. Any member who has not renewed his or her membership in the Club within thirty (30) days after his or her due date shall be removed from the Membership Roster of the Club and shall not be entitled to any of the rights or privileges of a member. The Board of Directors shall set the amount of membership dues.

## ARTICLE 4: CLUB OFFICERS

### Section 1: Officers

Club Officers are: President; Vice President; Secretary; Treasurer; and Road Captain. Club Officers serve a one year (1 Yr.) term and may succeed themselves. The membership shall elect Club Officers except as otherwise provided for herein.

### Section 2: Eligibility

Any Active or Associate member in good standing may seek election to Club office as herein provided:

President – Member in good standing a minimum of two (2) years immediately prior to nomination.

All Others – member in good standing a minimum of one (1) year prior to nomination.

### Section 3: Authority

Club Officers are voting members of the Board of Directors as established in these bylaws.



## ARTICLE 4 (Continued)

### Section 4: Manner of Election

Nominations shall be made by committee or from the floor at the September Regular Meeting. Eligible members may place their name on the ballot with the secretary up until 5:00 P.M. on September 30<sup>th</sup>. A "Sample" ballot listing all nominees will be prepared by the Secretary, published in the October Club newsletter and posted on the BMWMOGA website in a form suitable for print-out by October 15<sup>th</sup>. Candidates shall be given equal space in the newsletter and on the website to advance their candidacy in time for the election.

The Election Proctor (see Art. 5, Sec. 1) shall insure that Active and Associate Members in good standing may vote only once in the November Club election as follows:

**ABSENTEE BALLOT** – Members may complete one (1) "Sample" ballot published in the newsletter or printed from the website and submit the completed ballot to the Club Secretary on or before the November Club meeting date. Submissions must be in a sealed envelop bearing the member's printed name, address, phone number and legal signature.

**REGULAR BALLOT** – Members must sign for, complete and submit his or her ballot at the November meeting.

Club officers shall be elected by secret ballot at the November Regular Club Meeting. A simple majority of the votes, including REGULAR and ABSENTEE ballots shall elect a candidate.

Elected Officers will be installed at the Awards Banquet in January and hold office for a term of one year and/or until their successors are installed.

**NOTE:** The Election Proctor will only announce the names of the candidates elected. Vote totals shall be included in the November Regular Club meeting minutes.

### Section 5: Replacement of Officers:

If it becomes necessary to replace any officer other than President who resigns, vacates his position or is removed by a two-thirds (2/3) majority vote of the full Board of Directors (not including the officer in question, who must abstain), the President shall appoint a qualified Club member in good standing for the position being vacated, subject to the consent of the Board of Directors. In the event the President resigns, vacates his position or is removed by a two-thirds (2/3) majority vote of the full Board of Directors (not including the President who must abstain), the Vice President shall assume the position of President for the remainder of the term as is provided for in Article 5, Section 2.



## ARTICLE 5: DUTIES OF OFFICERS

### Section 1: President

The President shall preside at all meetings of the Club and have general supervision of Club affairs. He shall be ex-officio member of all committees except the Nominating Committee. He shall appoint the chairman of any standing committee and other positions as may be authorized by the membership or these Bylaws. In time for the November Regular Meeting, he shall designate a member in good standing who is not a candidate for office as Election Proctor (see Art. 4, Se. 1).

The President shall obey all lawful orders of the Club and be familiar with the Club's Bylaws and the rules of parliamentary law and procedure. The President shall officially represent the Club in a manner that encourages new memberships and fosters satisfaction among existing members.

### Section 2: Vice President

The Vice President shall assume and perform the duties of the President in the absence or disability of the President and shall otherwise assist the President. He shall obey all lawful orders of the Club and be familiar with the Club's Bylaws and the rules of parliamentary law and procedure. In the event of the resignation, removal or death of the President, the Vice President shall become President for the remainder of the unfinished term.

### Section 3: Secretary

The Secretary shall be familiar with the Club Bylaws and the rules of parliamentary law and procedure and:

- Keep accurate records of the minutes of all meetings of the Club and make a copy of minutes from the preceding Regular Meeting available at Regular Meetings.
- Send out Proper notices for Club Meetings.
- Keep a complete and current roster of the membership to include the class of each member (Active/Associate/Honorary).
- Assist the President in the preparation of the order of business to be considered at each meeting.
- Conduct all correspondence unless otherwise provided or ordered.
- Ensure that Membership Applications are available at local BMW motorcycle dealerships and that completed applications, which are submitted to him are reviewed for completeness and forwarded to the Executive Board for action.
- Prepare and ensure the posting of written Club election materials (ballots, etc.) as needed.



## ARTICLE 5 (Continued)

### Section 4: Treasurer

The Treasurer shall be the custodian of the Club's funds and shall collect all membership dues, fees and other funds owed the Club. He shall pay all authorized Club bills and keep full and accurate accounts of receipts and disbursements of the club. He shall deposit all monies and other valuables in the name and to the credit of the Club into the appropriate account(s) as determined by the Board of Directors.

Checks drawn on the General Business Account, Georgia Mountain Rally Account or other account authorized by the Board of Directors may be signed by the Treasurer, President, or other Officer or Board Member authorized by the Board of Directors and whose name and signature are on the signature card on file at the bank holding the account, except that a check drawn in an amount greater than five hundred dollars (\$500) shall also require the signature of a second authorized Club Officer or Board Member whose name and signature is on file with the bank holding the account.

### Georgia Mountain Rally Account

The Georgia Mountain Rally Account shall be used to prepare for and operate the GMR (see Art. 6, Sec. 2: Rally Chairman Duties). Funding shall be at the repository minimum as established by the Board of Directors. Expenses associated with the GMR should be authorized by the Rally Chairman.

### Section 5: Ride Captain

The ride Captain shall establish the ride calendar of events. He shall schedule, coordinate and advertise Club rides and related activities in keeping with the membership interests so as to maximize Club participation.

## ARTICLE 6: ADVISORS TO THE BOARD OF DIRECTORS

### Section 1: Advisor Positions

The Club President shall appoint one (1) Active or Associate Member in good standing other qualified person to the following positions with the consent of the Board of Directors.

- Annual Georgia Mountain Rally Chairman (appointed by June 15<sup>th</sup>)
- Newsletter Editor (appointed as needed)
- Webmaster (appointed as needed)

ADVISORS serve the Board of Directors in an advisory capacity and have no vote on the decisions made by the Board.



## ARTICLE 6 (Continued)

### Section 2: Advisor Duties

A. Rally Chairman should be appointed by the President with the consent of the Board of Directors by June 15<sup>th</sup> of the year prior to the event. The Rally Chairman shall perform as follows:

- Prepare and present the rally budget to the Board of Directors in time for the Board to authorize necessary funding of the Rally Account (see Art. 5, Sec. 4)
- Organize the rally committee and sub-committees in time to ensure the successful conduct of the rally.
- Work in conjunction with the Treasurer to properly account for all rally receipts and disbursements and deposit all monies and other valuables in the name and to the credit of the .club in the Rally Account.
- Submit a written financial accounting of the rally operation to the Board of Directors within sixty (60) days from the last day of the Rally.
- Arrange with the Treasurer the deposit of all Rally Account funds (less minimum amount provided in art. 5, Sec. 4) to the Club's General Account.
- Familiarize his successor with the tasks and responsibilities of the rally chairmanship.

The Rally Chairman serves as an advisor to the Board of Directors, but has no vote at meetings of the Board.

### B. Newsletter Editor

The Newsletter Editor is appointed by the President with the consent of the Board of Directors and performs to minimum standards set by the Board as follows:

- Production of a monthly newsletter through the solicitation of articles relevant to the Club interests directly from the Club and elsewhere, giving preference to the works of Club members.
- Ensures timely publication of election items as specified in Art. 4, Sec. 3 and others as appropriate.
- Acts as chairman of the Newsletter Committee, should one be established by the Board of Directors.
- Ensures that all bills for the production of the newsletter are presented to the Treasurer in a timely way to facilitate prompt payment by the Treasurer.
- Presents a financial accounting of the Newsletter production to the Board of Directors on a quarterly basis to include a forecast of projected expenses.

The Newsletter Editor serves as an advisor to the Board of Directors, but has no vote at meetings of the Board.



## ARTICLE 6 (Continued)

### C. Webmaster

The Webmaster is appointed by the President with the consent of the Board of Directors and performs to minimum standards set by the Board as follows:

- Maintains the Club's website and assures that the site is current.
- Coordinates timely site content updates with the Newsletter Editor to ensure consistent sharing of information.
- Advises the Board of Directors of new technologies, standards or trends and refreshes the site at the discretion of the Board.

The Webmaster serves as an advisor to the Board of Directors, but has no vote at meetings of the Board.

## ARTICLE 7: BOARD OF DIRECTORS

### Section 1: Composition

The Board of Directors consists of the following officers: President; Vice President; Secretary; Treasurer; Ride Captain and two (2) Directors for a total of Seven (7) members.

NOTE: Unless he declines, the immediate past-President serves as one of the Directors, as if elected, for the term immediately following his term as President. However, if he declines or succeeds himself by serving as President again, one (1) Director shall be elected by the membership. The second Director shall be any eligible member appointed by the incumbent President.

### Section 2: Meetings and Quorum

The Board may only conduct business if a quorum is present consisting of at least four (4) Board Members present and voting. The Board shall meet at least quarterly or more frequently at the discretion of the President. Attendance is required of Board Members, but may be at the Board's invitation to others.

### Section 3: Authority

The Board is empowered to act on behalf of the membership between Regular meetings, but may not rescind or operate in conflict with any action taken by the general membership.

### Section 4: Duties

The Board of Directors shall conduct the Club's business in an administrative capacity between Regular Meetings, acting in the best interest of the Club. The Board makes recommendations to the Club and performs such duties as specified in these bylaws.



## ARTICLE 8: MEETINGS

### Section 1: Regular Meeting

The Club shall meet for business once per month. The President will draw up a plan for the coming year and present it to the Board of Directors for discussion and approval as early as possible. The President and Board will consider input from the members in order to finalize a schedule designed to maximize accessibility to the greatest number of members. Once a schedule has been agreed upon, it will be communicated to the members through the Club calendars on the Forum and Website. Every effort shall be made to have the schedule for the year posted to the Club's calendars no later than the last day in February of the year in question.

Any member in good standing who feels that the meeting schedule is not in the Club's best interest can call for a poll of the membership by introducing a motion at any regular Club meeting where a quorum is present as described in Article 8, Section 2. The members present can vote on the motion and, if it carries, the entire membership will be polled. If a majority of the members responding to the poll agree to the change, the meeting schedule will be changed according to the wishes of the members.

Any changes to the meeting schedule must be advertised to the members through the most effective means available including posting to the calendars and sending of e-mail messages at least thirty (30) days in advance of the first meeting affected.

### Section 2: Quorum

#### Regular Meetings

At all meetings of the active and associate members, the presence, in person, of ten percent (10%) of the complete and current Roster of Club Members shall constitute a quorum for the transaction of business except as otherwise provided herein.

#### EXCEPTION: Bylaw Changes:

The presence of fifteen percent (15%) of the complete and current roster of Club members shall constitute a quorum for meetings of the members to adopt revisions and/or amendments(s) to these bylaws. Two-thirds (2/3) majority shall be necessary for adoption. Proxy voting is not allowed.



## ARTICLE 9: BYLAW CHANGES

### Section 1: Procedure

- Any voting member in good standing may submit a written proposal to change these Bylaws to the Board of Directors not later than thirty (30) days prior to the August Regular Club Meeting. Board members may propose changes, in writing, to the President prior to the September Regular Club Meeting.
- Submitted proposals shall be presented to the membership for a first reading at the September Regular Club Meeting. The Board will ensure that copies are made available to the membership at the September meeting as handouts and shall also post the proposal on the BMW MOGA website as part of the September meeting minutes, titled "Bylaw Change Proposal for Vote at the November Regular Club Meeting."
- Proposals read at the September meeting and properly advertised as above, shall be put before the membership at the November Regular Club meeting for final discussion and vote, providing a quorum is present. If a quorum of 15% is not present, the changes will be voted on at the next meeting where the necessary quorum is present.

### Section 2: Quorum

A quorum for the November Regular Club meeting, which is to decide the matter of any change to the bylaws, shall require the presence of fifteen percent (15%) of the complete and current roster of the Club's voting members (see Art. 8, Sec.2). If this required quorum is not present, the Bylaw change(s) shall be carried forward to subsequent meetings until such time as the necessary quorum is present.

## ARTICLE 10: MISCELLANEOUS

### Section 1: Construction

Whenever the context of these Bylaws requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- A. The remainder of these Bylaws shall be considered valid and operative and;
- B. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

### Section 2: Parliamentary Authority

The affairs of the Club, including member meetings, Board meetings and committee meetings shall be conducted in accordance with Robert's Rules of Order, Revised.



## ARTICLE 10 (Continued)

### Section 3: Other Agents

The Club may appoint from time-to-time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the membership, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the membership may from time to time determine.

### Section 4: Dissolution

In the event of dissolution of the BMW MOTORCYCLE OWNERS OF GEORGIA, INC., all funds in the treasury will be distributed to a charity as selected by the majority vote of members present at a Regular Meeting or one specially called.

## ARTICLE 11: INDEMNIFICATION

Each person who is or was a Director, Officer, employee, trustee or agent of the Club shall be indemnified by the Club against those expenses (including attorney's fees) judgments, fines and amounts paid in settlement, which are allowed to be paid or reimbursed by the Club under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being a Director, Officer, employee, trustee or agent of the Club. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed herein. In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been a Director, Officer, employee, trustee or agent of the Club only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Club shall promptly cause such determination to be made by the Board of Directors by a majority vote of a quorum consisting of Board members not at the time parties to the proceeding. If any expenses or other amounts are paid by way of indemnification, other than by court order, sanction by the members or by an insurance carrier, the Club shall prove notice of such payment to the members in accordance with the provisions of the laws of the State of Georgia.

### NOTE: Insurance

The Club may purchase and maintain insurance on behalf of any such persons, whether or not the Club would have power to indemnify such Directors, Officers, employees, trustees or agents of the Club against any liability under the laws of the State of Georgia.