

BY-LAWS

A. PURPOSE:

The BMW Motorcycle Owners of Alabama, Inc. (BMWMOAL), hereinafter referred to in these By-Laws as "Club", is formed as a nonprofit social Club for the purpose of promoting companionship and recreation for its members who are motorcycle enthusiasts with an appreciation of BMW motorcycles. It is the intention of the Club to share a common interest in events, riding, safety, touring and training, while promoting a positive public image of motorcycling.

B. MEMBERSHIP:

1. Primary membership shall be open to any individual over the age of 18 who owns and rides a BMW motorcycle. Membership shall also be open to any BMW motorcycle enthusiast when recommended/sponsored by a current BMW owner/member in good standing. Family members and significant others are eligible for Associate membership.
2. Membership may be continued at no annual charge after a member (Primary or Associate) in continuous good standing for the past ten (10) years has attained the age of 75.
3. All Primary, Associate and Life Members shall have voting privileges.

C. DUES:

1. The Officers and Directors (hereinafter referred to as "Board") shall establish the rate of dues for Primary and Associate membership from time to time as required to support Club activities. If they determine a change is needed, notice to the membership shall be communicated in an Enews and on the Club's website by October 1st to take effect the following January 1st.
2. Membership dues and fees shall be on a calendar year basis from January 1st until December 31st. Any new Club membership that is submitted after October 1st shall be extended through the following calendar year. Members whose dues have not been paid by December 31st will be subject to removal from the Membership Roster. However, individuals who renew their dues prior to the start of the January Meeting will remain active and retain all club rights and privileges.

D. OFFICERS:

The officials of the Club will be the President, Vice President, Secretary, Treasurer and Rally Chairperson to serve a one (1) year term or until their successor is elected. These officers will be responsible for the smooth and coherent operation of the Club, including such other duties applicable to each individual office. They shall have the authority to act on behalf of the membership when matters of policy or precedent are involved. They will be able to use Club funds for expenditures directly related to the activities and operation of the Club. Any expenditure not directly related to activities and operation of the Club shall require prior approval by a majority of the Board.

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E. DUTIES:

The duties of the Club Officers shall be:

1. PRESIDENT:

- a. Preside over all business and executive meetings of the Club and have general supervision of the affairs of the Club.
- b. Maintain a current roster of all members in good standing.
- c. Appoint person(s) or committee(s) as needed and oversee such person(s) or committee(s) for the duration.
- d. Personally represent the Club in all business dealings and contracts for the Club and promote interest in the Club and lead by example.
- e. Second signer on all accounts, and shall be accountable to the Board for his/her actions and decisions.

2. VICE PRESIDENT:

- a. Responsible for assuming the role of the President in the event of the absence of the President, and will complete the term of the President should a vacancy occur.
- b. Advise and assist the President in the operation of the Club.
- c. Act as liaison to help coordinate and oversee appointed persons or committees.
- d. Represent the Club in business dealings and contracts for the Club when the President either cannot do so, or it is in the best interest of the Club because of additional skills or knowledge.

3. SECRETARY:

- a. Responsible for taking and publishing the minutes of every meeting and recording attendance.
- b. Responsible for the 50/50 operations at each function, the door prize drawings, and any other Club sales (when applicable) including dinners, camping, pins, patches and decals.
- c. Responsible for ballot preparation and submission to President for publication in January Enews to membership before annual election process.

4. TREASURER:

- a. Primarily responsible for the finances of the Club, receiving and dispersing all monies and keeping account of all receipts and expenditures.
- b. Reconcile all monthly bank statements and keep all books and records in an orderly fashion.
- c. Provide a monthly accounting to the President prior to the monthly meeting and at any other time by request of the President, or any Club member in good standing.

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- d. Main signer on all Club accounts.
- e. Prepare all financial records and documentation needed, in a timely fashion, to be given to the "outside" accountant/tax preparer for the annual tax return to be completed.
- f. Responsible for receiving any pre-registrations and payments for such for the annual rally and keep that list until such time as the rally is in progress and those pre-registrants arrive.
- g. Keep separate books on the annual rally with detailed accounting of all monies received and receipts and accounting for all monies dispersed.
- h. Provide the President with a detailed financial report on the rally in the month after the rally is held.
- i. Keep the historical records on membership and all Club assets and provide those records as needed.

5. RALLY CHAIRPERSON:

- a. Primarily responsible for handling all aspects of planning the rally and recruiting volunteers and/or appointing members to handle the different aspects of the rally delegated by the Rally Chairperson.
- b. Authority over the rally budget and is to be consulted before any purchase or expenditure is made.
- c. Consult with the Treasurer on a regular basis to keep the accounting of the budget in check and under control.
- d. Maintain lists and notes of contacts, vendors, and other persons or businesses or services that are used for the rally planning and execution. This list is to be passed on to any new Rally Chairperson for ease of planning and continuity of theme for future rallies.

F. ELECTION OF OFFICERS AND DIRECTORS:

- 1. Nominations for officers and directors will be solicited at the October Monthly Meeting. With nominees' approvals, names and positions shall be submitted by December 15th to the Club Secretary for ballot preparation.
- 2. A ballot with the nominations will be published by the President in a January Enews to membership before the January meeting.
- 3. Absentee ballots from paid members to be included in election results must be submitted by email/postal mail before the election to a member appointed by the President.
- 4. At the annual business meeting, nominations from the floor for any vacant position may be added to the ballot if prior approval is obtained by the nominees before the vote.
- 5. If there is only one candidate for each officer and director position on the ballot, it is declared that candidates are elected by unanimous consent and ballot requirement be dispensed.
- 6. Officers and Directors shall assume their duties immediately following the election, except Rally Chairperson. The Rally Chairperson position will take office immediately

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following the annual rally. The incumbent Rally Chairperson will mentor the newly elected Rally Chairperson from January election to the current annual rally.

7. Majority votes of paid voting members present at the annual business meeting, plus absentee ballots from paid members, shall determine the election results. The election results shall be published to membership by Enews and in Club Forum.
8. If a vacancy occurs during the membership year, the Board may appoint a temporary replacement to serve until the next annual election.

G. BOARD OF DIRECTORS:

1. The Board shall be composed of all Officers and Directors. The President shall be Chairman of the Board.
2. The Board shall have full authority to regulate affairs of the Club, to establish its policies consistent with the By-Laws and address other matters relating to Club operations.
3. Board meetings will be scheduled routinely by the President or Board member at a time preceding the month's membership meeting at the same facility, or at times and locations convenient to a majority of the Board. These meetings shall be open to the membership and advance notice given to members via Enews. Any member interested in presenting specific business to the Board is welcome to attend.

H. DIRECTORS:

1. The Directors will consist of not less than 3 nor more than 6 members elected each year for a term of one (1) year or until their successors are elected and will function to assist the Officers in managing the affairs of the Club. Certain activities, as implied in their position titles, are identified from time to time as necessary for furthering the goals and related interests of the Club and to represent the general membership. These positions may be added or discontinued by the Board as the Club's needs are assessed.
2. Past President will be invited to serve on the Board in a non-voting capacity for one (1) term at his/her option to act as advisor. In years where a President is re-elected to a contiguous term, there will be no Past President position.

I. COMMITTEES:

The President may appoint committees as required to compliment the purposes and operation of the Club and has authorization for the formation of standing committees as needed. Such standing committees will automatically be dissolved when a new President takes office unless reappointed.

J. OPERATION:

1. The BMW Motorcycle Owners of Alabama is incorporated under the laws of the State of Alabama as a nonprofit organization and shall have all the General Powers enumerated in AL Code, Section 10A-1-2.11 (2013).
2. Meetings will normally be held on the last full weekend of each month excluding November and December. Membership will be notified as to time, place, and any changes by Enews and/or Forum.

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3. A quorum for meetings of the general membership declared as business meetings shall be twenty-five (25) members including at least two (2) elected officers. Any voting actions taken with less than a quorum shall be invalid.
4. Communication to the membership will be submitted at least monthly in an Enews and/or posted on Club Forum by the President or Information Director.
5. Members, when participating in Club activities, social media, group forums and other public venues, are expected to conduct themselves in a manner consistent with the purpose of the Club.
6. Any member may propose amendment(s) to these By-Laws by submitting the proposed amendment(s) in writing or by email to the President. The Board will act upon the proposal at the next Board Meeting or Special Meeting. After review and discussion, the amendment will be presented in an Enews as notification to the membership at least 14 days prior to the next monthly business meeting. The amendment will then be read, discussed and may be adopted by a majority vote of the members at said meeting, if a quorum is present. No amendments shall become effective until approved by the membership.
7. All matters that have not been determined by these By-Laws shall be voted on by the membership at any monthly meeting where a quorum is present.
8. In the event of dissolution of the Club, all remaining funds including funds from liquidation of assets of the Club will be donated to a motorcycle-related charity to be determined by a majority of the members present at the annual business meeting or a special meeting called for that purpose.

Approved: January 25, 2015