

BMW RIDERS ASSOCIATION, INC.
BYLAWS

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The BMW RIDERS ASSOCIATION, INC. ("the Association") is an international, not-for-profit, public corporation chartered December 20, 1976 under the laws of North Carolina.

Section 2. Purpose

The objectives of the Association are:

- (a) To afford companionship and recreation for its members;
- (b) To enhance its members' enjoyment of their BMW motorcycles;
- (c) To support responsible efforts to protect the legal rights of motorcyclists;
- (d) To improve the public image of motorcycling, and
- (e) To promote safe motorcycling.

Section 3. Means

The Association may achieve its objectives by any lawful means determined by the Board of Trustees including, but not limited to, publications, rallies, and other events or activities.

ARTICLE II. LOCATION

Meetings shall be held at a location chosen by the Board of Trustees. For operating purposes, the address of the Association ("RA Headquarters") shall be that selected by the Board.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications

Membership in the Association is open to any person interested in BMW motorcycles, who subscribes to the purposes of the Association, and agrees to abide by these bylaws.

Section 2. Regular Membership

Qualified persons may apply for active regular membership by submitting to the Association a completed application form accompanied by the annual dues in the amount set by the Board of Trustees. Application shall be deemed as consent by the applicant to abide by these bylaws. Membership materials (e.g., publications, decals, pins, cards, etc.) may be issued at the discretion of the Board of Trustees.

Section 3. Associate Membership

An active regular member may request that a member of his or her immediate family residing at the same address be granted active associate membership by submitting a completed application form accompanied by the additional annual dues set by the Board of Trustees. An active

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associate member will be a voting member, and eligible for all member benefits. An active associate member will not receive club publications. Application shall be deemed as consent by the applicant to abide by these bylaws.

Section 4. Other Classes of Membership

The Board of Trustees may establish special types of membership, such as multiyear, honorary, or life, but not restricted thereto.

Section 5. Resignation

Any member may resign by submitting written notice to the Association ("RA Headquarters"). Unused membership dues shall not be refundable except in unusual circumstances and at the discretion of the Board of Trustees.

Section 6. Revocation of Membership

In the event a regular or associate member exhibits dishonesty in his or her dealings with or on behalf of the Association, or engages in behavior deemed to be detrimental to the Association or inconsistent with its purposes, the member in question may have his or her membership revoked by a majority vote of the Board of Trustees, provided, however, that the member in question shall be given an opportunity to address the Board in writing, and explain the offending behavior, prior to any vote to remove said member. Revocation of membership shall require a majority vote of the Board of Trustees. Members who have had their memberships revoked pursuant to this section shall not be entitled to a refund of membership dues except in unusual circumstances and at the discretion of the Board of Trustees.

ARTICLE IV. GOVERNMENT

Section 1. Officers

The Association shall have a President, Vice-President, Secretary, and Treasurer. Beginning with the 2016 term, these officers shall be selected by the Board of Trustees from among the nine members of the Board of Trustees, such selection to take place as the first order of business at the first regular meeting of any newly constituted Board. In the event there is competition for any office, and consensus cannot be reached, a vote shall be taken among the Board members, and the top vote-getter selected. If no member of the Board of Trustees is willing or able to serve as Secretary or as Treasurer, the Board may fill these offices with volunteers from among the membership. However, any Association member serving as Secretary or Treasurer who is not a member of the Board of Trustees shall have no vote on the Board and may participate in Board meetings only to the extent necessary to discharge their duties and obligations as Secretary or Treasurer.

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Section 2. Trustees

The Association shall have nine trustees, who shall be elected according to the provisions of these bylaws to three-year terms.

Section 3. Board of Trustees

(a) Members elected to the Board of Trustees shall be limited to four consecutive three-year terms. Any Board member who has served one or more two-year terms immediately prior to the 2016 term shall be limited to 12 consecutive years of service; however, if their 12th consecutive year of service falls during a 3-year term to which they have been elected, said Board member shall be allowed to complete that term. For purposes of this section, time spent as an appointee filling a vacancy on the Board shall not be considered a “term” and shall not count towards the 12-consecutive-years-of-service limitation.

(b) The Board shall exercise all powers of management of the Association.

(c) The Board shall meet at least once in every calendar year at a location, date, and time set by the Board (“the annual meeting”). Other meetings may be called by the President or Board when necessary to the activities of the Club. The Secretary or an appointee shall notify all members of the Board at least fifteen days before meeting time. Six members of the Board will constitute a quorum. One or more members of the Board may attend meetings via conference call or other similar method approved by the Board.

Section 4. Duties

The President shall officiate at all meetings. The Vice-President shall officiate in the absence of the President. The Secretary shall maintain minutes of all meetings, carry on all correspondence, keep all current club records and perform other duties as assigned by the Board. The Treasurer shall be responsible for all funds, making expenditures which are authorized by the Board, and is required to submit a report of the treasury at the annual meeting. No person shall incur an obligation to, nor commit the credit of the Association, except as specifically authorized by the Board.

Section 5. Vacancy

If a vacancy occurs in any officer or trustee position, whether due to death, illness or other incapacity, resignation, or removal, the vacancy will be filled by the Board at its earliest opportunity consistent with its exercise of due diligence in evaluating potential appointees.

Section 6. Removal

Any Board member may be removed from office by a 2/3 vote of a Quorum of the Board present at a duly designated meeting, after thirty days advance written notice from any one or more Board members, with copies provided to all Board members, containing reasons for removal. Prior to any vote on removal of a Board member, the Board member whose removal is sought

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shall be given the opportunity to address the Board orally and/or in writing to respond to the reasons for removal set forth in the written notice.

ARTICLE V. ELECTIONS

Section 1. Commencement of the Election Process

Beginning with the 2015 election year (to elect Board members for the 2016 term), the election process will begin with the publication of election procedures on the Association website in July of each election year. Election procedures will also be included in the July/August issue of the Association newsletter/magazine "On The Level" published each election year.

Section 2. Nomination

Any member may nominate another member, as long as they have their permission, by submitting to the Association Secretary the following information in writing:

- (a) The full name(s) and address(es) of the member(s) being nominated, and
- (b) The full name, address, and BMW RA membership number of the member offering the nomination. Self-nominations are not permitted.

Nominations shall be taken for thirty days after the commencement of the election process. The Secretary will confirm each nominee as a member in good standing, and also confirm with them their desire for nomination.

Section 3. Acceptance of Nomination/Campaign Statements

Nominees will have another thirty days, or sixty days total after the commencement of the election process, to accept the nomination by written notice to the Association Secretary. During this period, nominees may also submit to the Association Secretary a short biographical/campaign statement to be published to the voting membership.

Section 4. Balloting

Approximately 60 days after the commencement of the election process, the Association will publish, on a designated "election" page of its website, any biographical/campaign statements received from the nominees along with an election ballot. Members must complete and return their ballots (online or by mail) within the time specified on the ballot.

- (a) The nine candidates receiving the greatest number of votes shall be elected to the Board of Trustees. The newly elected Board will commence its term beginning with its first regularly scheduled meeting (typically the January meeting) during the calendar year following an election year.

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(b) Election results will be published on the Association website and in the issue of “On the Level” following the close of the election.

ARTICLE VI. DUES

Dues and fees will be set by the Board of Trustees. Members who fail to renew their membership in a timely fashion will be sent a written notice, and their membership may be revoked if dues are not paid within one month (30 days) of such notice.

ARTICLE VII. AMENDMENTS

An amendment of these bylaws may be proposed to the membership by a 2/3 vote of the Board. The Secretary shall notify the voting membership by direct mail or by publication in any Association publication. Voting shall be by the same methods set forth in these bylaws for the election of officers. No amendments shall become effective until approved by the membership.

(These Bylaws were voted on and passed by the Board of Trustees at its annual meeting held on September 22, 2001 in Morganton, NC. The Bylaws were subsequently amended pursuant to a majority vote of the Association's membership in December 2009 and again in July 2015.)