

The By-Laws of the BMW Motorcycle Owners of Vermont

ARTICLE I NAME AND PURPOSE

Section 1.1. Name. The name of the organization is BMW Motorcycle Owners of Vermont (BMW MOV), hereinafter referred to as "MOV".

Section 1.2. Purpose. The MOV is formed for the purposes as set out in this Article.

- To promote good will, friendship, and camaraderie, of BMW motorcycle owners as well as other motorcyclists and enthusiasts.
- To promote a positive image of motorcyclists, especially BMW riders.
- To promote safe and responsible motorcycle operation.

ARTICLE II MEMBERSHIP

Section 2.1. Members. There shall be one class of members. A member shall be in good standing during a calendar year once the annual dues are submitted to the Treasurer. Membership may be renewed annually by remitting that year's dues by the date set by the Board of Directors.

Section 2.2. Family membership. Membership of two family members shall be permitted. The dues shall be at a reduced rate as set by the Board of Directors and both family members shall each be entitled to vote on membership matters.

Section 2.3. Member in good standing. It shall be the exclusive right of the Board of Directors to determine whether an individual or family shall be a member or retain membership in the MOV.

Section 2.4. Annual meeting of the membership. At a minimum, there shall be one meeting of the membership each calendar year. Such meeting shall be held at a date and location during the calendar year to be determined during a properly noticed meeting of the Board of Directors, and said Board of Directors meeting shall be held no later than March 1st of said calendar year. Additions to the agenda suggested by a member shall be included.

ARTICLE III DIRECTORS

Section 3.1. General Powers. The property and business of the MOV shall be managed under the direction of the Board of Directors of the organization.

Section 3.2. Number, Election and Term of Office. The number of directors shall be nine (9) at least seven (7) of whom shall be Vermont residents at the time of election and continue during the term of office. The term of office shall be two (2) calendar years. Five (5) of the directors

shall be elected in odd numbered years, and four (4) shall be elected in even numbered years. No director shall serve as such for longer than four (4) consecutive years.

Section 3.2.1. Election of Directors.

All current members in good standing who have paid their dues for the calendar year shall be eligible to vote for the slate of candidates listed on the ballot. The ballot shall be prepared by the Secretary and emailed to all eligible members, no later than November 15th of the year of election for the subsequent calendar year. Those members not having an email account shall have their ballots mailed first class. For a ballot to be counted it shall be returned to the Secretary no later than December 15th. Ballots may be returned by email, first class mail, or other electronic method to be determined by the Board.

Section 3.2.2. Eligibility

- a) No more than two members who are not Vermont residents may serve as directors at any time. If there are more than two non-resident candidates, only the two receiving the most votes of those non-resident candidates shall be seated (assuming there are two vacancies for non-residents). Otherwise, all members of the Board shall be Vermont residents and members of the MOV.
- b) All eligible candidates (who are also members in good standing) shall be listed alphabetically on the ballot. Candidates shall be nominated by the Nominating Committee or by request of the candidate and two (2) additional members in writing. All nominations or requests shall be submitted to the Secretary no later than November 14th of the year of election. A Nominating Committee of three members shall be selected by the President who may appoint himself/herself on the committee. In the event that the President is to be a candidate, he/she shall select another Board member as the appointing/selecting authority of the Nominating Committee.
- c) Those individuals elected as directors shall assume their office on January 1st following the election.

Section 3.2.3. Removal of a Director

In the event that a director, whether elected or appointed, does not fulfill the duties of the office as required, or is otherwise determined to be ineligible to continue, the remaining directors, by a vote of no less than six members of the Board, may remove such director. The vote shall be at a meeting that is warned for that purpose with at least seven days' notice to the entire Board. The vote to remove shall require a minimum of six directors deciding in the affirmative and shall be effective as of the time such vote is taken.

Section 3.2.4. Filling of Vacancies.

In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors of the MOV, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant.

Section 3.3. Board Meetings and Locations. Unless changed by a majority of the Board, there shall be four quarterly Board meetings annually. They shall be held in the State of Vermont. One

shall be convened at the annual rally, normally held in September. Additional meetings of the Board may be held from time to time during the year. Any business may be transacted at any regular meeting.

Section 3.4. Organizational Meeting of the Board. The annual organizational meeting of the MOV Board of Directors shall be held no later than the first Sunday in February and may be included in the first quarterly meeting if said quarterly meeting is held during that time. The organizational meeting shall include, but not be limited to, the selection of the officers for the calendar year.

Section 3.5. Additional Meetings; Notice. Additional meetings of the Board of Directors of the MOV shall be held at such time and place as shall be designated by the Board of Directors from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each director not participating in such action.

Section 3.6. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the Board itself, by the President, or by at least three (3) directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each director at least seven days before the meeting. The only business that may be transacted at such special meeting shall be limited to the business identified in the notice of the meeting. Any director may participate by phone at said meeting.

Section 3.7. Organization. At all meetings of the Board of Directors, the presence of a majority of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any directors not present either by being sent by email or given personally or by telephone at least eight hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the directors present at a meeting duly convened and at which a quorum is present. The Chairman of the Board, if present, or if not, a director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 3.8. Meetings by Telephone. One or more directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participants in a meeting in this manner by a director will be considered to be attendance in person for all purposes under these By-laws.

Section 3.9. Notice/Waiver. Notwithstanding any notice requirements to the Board of Directors, members of the Board may waive notice requirements for a Board of Directors meeting.

ARTICLE IV
OFFICERS AND EMPLOYEES

Section 4.1. Executive Officers. The Officers of the MOV shall be the President, a Vice President, the Secretary and the Treasurer. Said officers shall be selected from the Board of Directors and shall serve as officer for a one year term and may be re-elected so long as they are eligible to be a director of the MOV. Officers shall assume office at the annual Board of Directors meeting and the term shall be for one year from that day or until a successor is elected by the Board of Directors.

Section 4.2. The Chairman. The Chairman of the Board shall be the President of the MOV. The Chairman shall preside at all meetings of the Board.

Section 4.3. The President. The President shall be the chief executive officer of the MOV. Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the MOV, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors.

Section 4.4. The Vice President. The Vice President may be given by resolution of the Board of Directors general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the MOV. The Vice President shall exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors or the President. At the request of the President, or in his absence or disability, the Vice President shall exercise the powers and duties of the President.

Section 4.5. Secretary. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the By-laws; (b) to give such notices as may be required by law or these By-laws; (c) to be custodian of the corporate records and of the seal of the MOV and see that the seal is affixed to such documents as may be necessary or advisable (d) to keep the MOV's contracts, insurance policies, leases, deeds and other business records; (e) to see that the MOV's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed, (f) the Secretary shall keep minutes of all Board meetings; (g) to publish the monthly newsletter or coordinate same through a designee appointed by the Secretary.

Section 4.6. Treasurer. It shall be the duty of the Treasurer (a) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the MOV; (b) to have charge and custody of and be responsible for the MOV's funds, securities and investments; (c) to receive and give receipts for checks, notes, obligations, funds and securities of the MOV, and deposit monies and other valuable effects in the name and to the credit of the MOV, in such depositories as shall be designated by the Board of Directors; (d) to cause the funds of the MOV to be disbursed by payment in cash or checks or drafts upon the authorized depositories of the MOV, and to cause to be taken and preserved proper vouchers for such disbursements; (e) to render to the President and the Board of Directors whenever they may require it an account of all his/her transactions as Treasurer, and reports as to the financial position and operations of

the MOV; (f) to keep appropriate, complete and accurate books and records of account of all the MOV's business and transactions; and (g) to exercise all powers and duties incident to the office of Treasurer; and such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors or the President.

Section 4.7. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article IV for regular election or appointment to such office.

Section 4.8. Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE V AMENDMENTS TO BY-LAWS

Section 5.1. Amendments. These By-laws may be amended, altered or repealed, and new By-laws may be adopted, by the Board of Directors at any regular or special meeting, with thirty days' prior notice to all members of the Board. No provision of these By-laws shall vest any property or contract right in any person.

Section 5.2. A quorum vote at two scheduled meetings of the Board of Directors is required to approve amendments to the By-laws. The second vote shall be held after the proposed amendments have been provided to the membership twice within sixty (60) days of each other. Said notice to the members shall be provided in a newsletter or by other electronic means. The Board may also include First Class Mail to those members who do not have access to electronic communication.

ARTICLE VI TRANSITION

Section 6.1. Effective date and Transition. The amendments to these By-laws shall take effect at the time of the final quarterly meeting in 2016. All directors shall be elected in 2016 (an even numbered year) and assume office in January 2017. The Secretary shall print a ballot indicating four positions elected in 2016 for a term of two years and five positions elected in 2016 for one year.

Section 6.2. Notwithstanding any other provision in these by laws, a current director may serve a two year term even though he/she would otherwise be ineligible for already having immediately served in excess of two consecutive years.

ARTICLE 7 DISSOLUTION

In the event of the dissolution of the MOV, all assets of the Club will be donated to a designated

charity or charities to be determined by the Board of Directors with input from the membership.
This would include items owned by the MOV.

Approved by the Board of Directors on: _____, 2016

Secretary, MOV