

# **1<sup>st</sup> Amended and Restated By-Laws of Sierra BMW Club, Inc.**

The By-Laws of Sierra BMW Club, Inc. adopted January 10, 2007 are amended and restated in their entirety as follows:

## **Article I**

### **Name**

The name of the corporation is Sierra BMW Club, Inc. (hereinafter referred to as the Corporation). The principal office of the Corporation is in Washoe County, Nevada.

## **Article II**

1. This corporation is organized to function as the Sierra Chapter of the BMW Car Club of America, Incorporated (BMW CCA) participating in and subscribing to the activities and purposes thereof.
2. This Corporation is organized under the laws of the State of Nevada, and will operate as an exempt organization under Section 501 (c) (7) of the Internal Revenue Code of 1988 (or corresponding provision of any future United States Internal Revenue Law). For legal and financial purposes, this Corporation shall be distinct and separate from the BMW CCA.
3. Specifically, the Corporation's objectives and purposes shall consist of the following:
  - a. To promote, support and otherwise engage in motoring and touring activities for its Members.
  - b. To promote, support and encourage safe and skillful driving and, to that end, to develop and promote educational programs for the furtherance of this aim.
  - c. To promote and engage in scientific research in safe and skillful motoring.
  - d. To promote, encourage and engage in safe and skillful driving classes, publications and activities related to motor touring, including the purchase, rental and leasing of all kinds of property, real and mixed for the carrying out of such activities.
  - e. To promote the purposes of the Corporation through an education program directed towards the citizens living within the chapter area and governed and qualified by the basic policies set forth in Article III.
  - f. To ensure that the purposes are achieved and so that the greatest good inures to its members, the Corporation may acquire, in the State of Nevada, sites in

contemplation of the erection of suitable facilities for the operation of the Corporation's activities, and shall accept, either absolutely or in trust, for any of the purposes herein set out, any gift, grant, or other devise of any real or personal property.

## **ARTICLE III**

### **Basic Policies**

The following are the basic policies of the Corporation:

1. The Corporation shall be non-commercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used for any purpose not appropriately related to promotion of the object of the Corporation.
3. The Corporation is not formed for pecuniary or financial gain, and no part of its assets, income or net earnings is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the nonprofit corporation statutes of the State of Nevada and the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE IV**

### **Membership**

1. Membership shall be available to any member of the BMW CCA who is assigned or elects to become a member of the Sierra Chapter under the rules of the BMW CCA National Office.
2. Membership in good standing in the BMW CCA is a required condition of membership in the Sierra Chapter.
3. Membership to others that have displayed and are supportive of the purposes and objectives of the Corporation may be granted by the Board of Directors (Board).

## ARTICLE V

### Board of Directors

1. General Powers: The property, business and affairs of the Corporation shall be controlled and managed by Board. The Board may, from time to time, ask the Corporation members to participate in decision making.
2. Number: The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) members, as may be determined from time to time by the members of the Corporation and determined at a meeting called expressly for such purpose; provided however, that a reduction in the number of directors by amendment to these By-Laws shall not have the effect of reducing the term of an incumbent director. The officers of the Corporation shall be members of the Board. One additional Board member will be elected to serve a two-year term, and shall be a voting member of the Board. The immediate past president shall also be a voting member of the Board for a two-year (2) term. The chairpersons of committees created by the Board of Directors shall be ex-officio, non-voting members of the Board of Directors.
3. Removal, Resignation: Any officer/board member may be removed with or without cause by a vote of three-fourths (3/4) of the total number of votes entitled to be cast by members of the Corporation at a meeting called for that purpose. Any director may resign by submitting written notice to the Board stating the effective date of his resignation, and acceptance of the resignation shall not be necessary to make it effective.
4. Vacancies: Any vacancy occurring on the Board whether by removal, resignation, death, or otherwise shall be filled by a majority vote of the remaining directors.
5. Meeting: The Board may establish regular meetings of the Board to be held at such places and such times as it may determine from time to time. After the establishment of a time and place for such regular meeting, no further notice thereof need be given. A special meeting of the Board may be called by the President if a written request signed by two (2) directors is delivered to the Secretary.
6. Notices, Waiver: Five (5) business days' notice of special meetings shall be given to each director by the Secretary. Such notice may be given orally, in person, or in writing, or mailed or emailed to each director. Written waiver of notice signed by, or attendance at a meeting of the Board of Directors by a director, shall constitute a waiver of notice of such meeting, except where attendance is for the express purposes of objecting to the failure to receive such notice or to defects in said notice.
7. Quorum, Vote Required, Adjournment: At any meeting of the Board of Directors, a majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority of the directors present and voting shall be the act of the Board of Directors. If a quorum is not present, the majority of directors present may

adjourn the meeting from time to time without further notice other than announcement at the meeting.

8. Compensation and Expenses:

- a. Directors shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, expenses of attendance, in any or a per diem grant, may be allowed for the attendance at each regular or special meeting. Out-of-pocket costs and legitimate expenses incurred by any Member in fulfilling corporate purposes may be reimbursed by resolution of the Board of Directors incorporating a schedule of authorized expenses and a procedure for the verification thereof prior to reimbursement.
- b. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

## ARTICLE VI

### Officers and Board Members

1. General: The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer, all of whom shall be elected by the members for a two-year term. No person may hold any elected office for more than two (2) years, except the Treasurer who may serve until he resigns or is removed.
2. President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Corporation and shall have the powers generally attributable to the chief executive officer of the Corporation.
3. Vice-President: The Vice-President shall act in place of the President in case of the President's death, absence, inability, or failure to act, and shall perform such other duties and have such authority as are, from time to time, delegated to the President by the Board of Directors or by the President.
4. Secretary: The Secretary shall be the custodian of the records and shall see that all notices are duly given in accordance with the provisions of these By-Laws as required by law, and that the books, reports, and other documents and records of the Corporation are properly kept and filed. The Secretary shall additionally perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Directors or the President.
5. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall deposit all such funds in the name of and to the credit of the Corporation in such banks and depositories as shall be

designated by the Board of Directors. The Treasurer shall keep books of account and records of the transactions and of the financial condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require and in general shall perform all of the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board of Directors or the President. The Board may appoint one or more assistant Treasurers who may act in the place of the Treasurer in case of the Treasurer's death, absence or inability to act.

6. Compensation: Officers and Board Members of the Corporation shall receive no compensations for their services.
7. Delegation of Powers: In case of absence of any officer of the Corporation or for any other reason that may seem sufficient to the Board of Directors, the Board may delegate the officer's duties and powers for the time being to any other officer or director.
8. Contracting for Services: The fiscal duties of the Treasurer, or such of them as deemed advisable, may be transferred by written contract to an independent body or person by the Board of Directors upon the terms and conditions thought reasonable by the Board.

## **ARTICLE VII**

### **Meetings**

1. Annual Meeting: An annual meeting of the members for the purpose of electing directors and the transaction of such other business as may properly come before the meeting shall be held in a convenient location in the County of Washoe, State of Nevada, at a time to be determined by the Board of Directors and shall be scheduled at a date prior to December 31<sup>st</sup> of each year. All business which may be lawfully transacted in any such meeting may be transacted without any further or special notice.
2. Special Meeting: Special or monthly meetings of the members may be called at any time by the Board of Directors or by written request of at least seven (7) or 10% of the members, whichever is less, and shall be held at a convenient location in Washoe County, Nevada. The Secretary shall issue a call and notice of meeting, in compliance with the provisions of the succeeding paragraph; not less than seven (7) days nor more than twenty-one (21) days after receipt of said request, and if the Secretary shall neglect or refuse to issue such call, the Board of Directors or members making the request may do so. Meeting notices published in the monthly newsletter shall constitute written notice as long as any required prior notification period is achieved.

3. Notice and Waiver: Notice of annual, special, or monthly meetings of the members must be given in writing or by email and must state the date, hour, place of meeting, and generally describe the nature of the business to be transacted. Such notice shall be delivered personally, delivered by email, or deposited in the mail, postage prepaid, addressed to the last known address as shown on the books of the Corporation, to the owner of each membership as shown on the books of the Corporation, delivered or deposited in the mail at least fourteen (14) days prior to the date of the meeting. Meeting notices published in the Corporation's monthly newsletter shall constitute written notice as long as the fourteen (14) day prior notification period is achieved.

In the event that a special meeting is called by the members as aforesaid, they shall notify the Secretary in writing of the time, place, and purpose of the meeting in sufficient time to permit the Secretary to give notice to all the members in accordance with the By-Laws.

Written waiver of notice signed by or attendance at a meeting by the owner of a membership shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

4. Quorum, Vote Required, Adjournment: The presence of five of the membership entitled to vote represented in person shall constitute a quorum at any meeting of the members. If a quorum is present, the action of a majority of the membership present and voting shall be the act of the members. If a quorum is not represented at a meeting, a majority of the membership present in person may adjourn the meeting from time to time without notice other than announcement at a meeting.
5. Conduct of Meetings: Meetings will be conducted by the officers in order of their priority. The order of business shall be call of the roll, reading of the notice and proof of the call, report of the officers, report of committees, unfinished business, new business, election of officers (as necessary) and miscellaneous business.

## **ARTICLE VIII**

### **Elections**

1. Any member may, not later than forty-five (45) days prior to the date of the meeting held to elect officers, nominate a member in good standing for any elective office.
2. The Board of Directors may appoint a nominating committee of not less than three (3) members (consisting of voting members) which shall nominate candidates for office. Should such a committee be appointed, it shall nominate at least one member for each vacancy, including any non-expired term vacancy, for which elections are being held. The report of the committee will be made to the membership at least thirty (30) days before the annual meeting.

3. All nominees for office must have been members in good standing for at least six (6) months prior to the annual meeting. The six months membership requirement does not apply to the initial nominees. Nominations from the floor will not be accepted at the annual meeting if mail or email balloting is used.
4. The election of directors will be determined by majority vote at the annual meeting, or the counting of the mail and/or email ballots at the same meeting.

## **ARTICLE IX**

### **Committees**

1. The Board of Directors may create such committees as it deems necessary. Committees which are delegated powers, duties, or responsibilities entailing membership qualifications or removal and those committees must have their authority and duties ratified in writing by three-fourths (3/4) of the Board members.

## **ARTICLE X**

### **Contracts, Conveyances, Checks and Miscellaneous**

1. Contracts: The Board of Directors may authorize any officer of the Corporation to enter into any contract or execute any instrument in the name of the Corporation except as otherwise specifically required by the Articles of Incorporation.
2. Conveyances and Encumbrances: Corporation property may be conveyed or encumbered by authority of the Board of Directors by resolution of the Board of Directors. Conveyances or encumbrances shall be executed by instrument by the President or Vice-President and by the Secretary of the Corporation.
3. Checks: All checks, drafts, notes and orders for the payment of money shall be signed by such persons as the Board of Directors may authorize.
4. Fiscal Year: The fiscal year or business year of the Corporation shall begin on January 1 and end on the following December 31.
5. Records: The Corporation shall maintain accurate and correct books, records, and accounts of its business and properties and they shall be kept at such places as are from time to time fixed and designated by the Board of Directors.
6. Seal: The Board of Directors may adopt a corporation seal of such design as may be appropriate.

## **ARTICLE XI**

### **Insurance**

1. All events which the BMW CCA National Office requires to be insured must be insured by an independent carrier. In the event the Corporation does not affiliate with the BMW CCA, each event must be insured by an independent carrier.
2. Event chairpersons will be responsible for obtaining participant signatures for each event as required by the Corporation insurance. The proof of coverage will be made available to any Board Member if requested at least one (1) day before each event or that event will be canceled.
3. The Secretary or any other assigned Board Member will be the primary contact with the insurance carrier.

## **ARTICLE XII**

### **Affiliation with BMW Car Club of America, Incorporated**

1. The corporation is an affiliated chapter of the BMW Car Club of America, Incorporated (BMW CCA), participating in and subscribing to its purposes and activities and operating within geographic boundaries as agreed to by the Board of Directors of BMW CCA and the Board of Directors.
2. The corporation shall endeavor to meet such standards as shall be set, and as may be from time to time modified, by the Board of Directors of BMW CCA. The Corporation shall operate in accordance with the general policies established by the BMW CCA and shall ensure that its constitution and these By-Laws are not inconsistent with those of the BMW CCA.
3. The Sierra BMW Club, Inc. is a separate and distinct organization from the BMW CCA, and shall in no way be responsible for debts or obligations incurred by the BMW CCA.

## **ARTICLE XIII**

### **Personal Liability**

All persons or corporations extending credit, contracting with, or having any claim against the Corporation shall look only to the funds and the property of the Corporation for payment of any debt, damages, or judgment or decree or any other money that may become due and payable to them from the Corporation so that neither the members of the Corporation nor its Board of Directors are personally liable therefor.



## ARTICLE XIV

### Amendments

These By-Laws may be amended, altered or repealed from time to time by a three-fourths (3/4) vote of the Board or by two-thirds (2/3) vote of the membership of the Corporation present in person, by email, or by mail ballot at any meeting provided that the notice of such meeting state that such an amendment, alteration, or repeal is to be considered. Such notice shall be delivered personally, sent by email, or deposited in the mail, postage prepaid, addressed to the last known address as shown on the books of the Corporation, to the owner of each membership as shown on the books of the Corporation and shall be delivered, sent by email, or deposited in the mail at least thirty (30) days prior to the date of the meeting. Meeting notices published in the Corporation's monthly newsletter shall constitute written notice as long as any required prior notification is achieved.

The undersigned, being all of the officers of the Board of Directors of Sierra BMW Club, Inc., a Nevada nonprofit corporation, and the corporate secretary, do hereby certify that the within 1<sup>st</sup> Amended and Restated By-Laws were approved by resolution of the Board at a meeting held on 13 day of NOVEMBER, 2008.

President

Vice-President

Secretary

Treasurer

**1<sup>ST</sup> AMENDMENT TO 1<sup>ST</sup> AMENDED AND RESTATED  
BY-LAWS OF SIERRA BMW CLUB, INC.**

The By-Laws of Sierra BMW Club, Inc. were adopted January 10, 2007 and amended and restated in their entirety by the "1<sup>st</sup> Amended and Restated By-Laws of Sierra BMW Club, Inc." adopted November 13, 2008.

The Board of Directors of Sierra BMW Club, Inc. hereby resolve to adopt the following amendments to the Amended and Restated By-Laws of Sierra BMW Club, Inc.:

RESOLVED that Article V, paragraph 2, shall be amended in its entirety to read as follows:

2. Number: The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) members, as may be determined from time to time by the members of the Corporation and determined at a meeting called expressly for such purpose; provided however, that a reduction in the number of directors by amendment to these By-Laws shall not have the effect of reducing the term of an incumbent director. The officers of the Corporation shall be members of the Board. One additional Board member will be elected to serve a two-year term, and shall be a voting member of the Board. The immediate past president shall also be a voting member of the Board for a two-year (2) term. The persons holding the following positions shall also be voting members of the Board of Directors: (1) Driving Events Coordinator; (2) Newsletter Editor; (3) Membership Chair; (4) Activities Director; and (5) Community Involvement Chair. In addition, the chairpersons of special committees created by the Board of Directors shall be ex-officio, non-voting members of the Board of Directors.

IT IS FURTHER RESOLVED that Article VI, paragraph 1, be amended in its entirety to read as follows:

1. General: The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, all of whom shall be elected by the members for a two-year term. No person may hold any elected office for more than two (2) years, except officers may be reelected at the end of their two-year term provided they are reelected by a two-thirds vote of the membership at the annual meeting.

IT IS FURTHER RESOLVED that Article VI, paragraph 3, be amended in its entirety to read as follows:

3. Vice President. The Vice-President shall act in place of the President in case of the President's death, absence, inability, or failure to act, and shall perform such other duties and have such authority as are, from time to time, delegated to the Vice President by the Board of Directors or by the President.

IT IS FURTHER RESOLVED that this Amendment, if approved by a three-fourths vote of the Board shall also be presented to the membership at the annual meeting and shall become effective upon approval by a two-thirds vote of membership at the annual meeting.

**SIGNATURES ON THE FOLLOWING PAGE**

**SIGNATURE PAGE TO THE 1<sup>ST</sup> AMENDMENT TO 1<sup>ST</sup> AMENDED AND RESTATED  
BY-LAWS OF SIERRA BMW CLUB, INC.**

Jeffrey Whitesides, President

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

Gilbert Davalos, Vice President

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

Dody Gustafson, Secretary

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

F. DeArmond Sharp, Treasurer

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

Michael Dietel, Director at Large

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

Jeff Warner, Past President

Approved:  \_\_\_\_\_

Disapproved:  \_\_\_\_\_

Approved at the membership meeting held on November 11, 2010.