

The By-laws of the BMW Motorcycle Owners of Vermont

ARTICLE 1

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 following purposes:

- 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. Renewal of Membership: Membership may be renewed annually on the anniversary of joining.

Section 2.2. Family Membership: Membership up to two (2) family members residing at the same address shall be permitted. The dues shall be at a reduced rate as set by the Board of Directors, and each family member is entitled to vote on membership matters.

Section 2.3. Member in Good Standing: Defined as being current on payment of dues. 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 Membership Meeting: 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. Additions to the agenda suggested by a member(s) 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.

Section 3.2. Elections, Number, and Term of Office:

- The number of directors shall be nine (9) at least seven (7) of whom shall be Vermont residents.
- 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 for longer than four (4) consecutive years.

Section 3.2.1. Eligibility:

- Seven (7) of the nine (9) Directors must be Vermont Residents; up to two (2) non-resident members 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).
- Candidates shall be nominated by the Nominating Committee and/or nominated from the floor, including at the request of a candidate.
- All nominations or requests shall be submitted to the Secretary no later than October 15th of the year of the election.
- All eligible candidates shall be listed alphabetically on the ballot.

Section 3.2.2. Election of Directors:

- All current members shall be eligible to vote for the slate of candidates listed on the ballot.
- The ballot shall be prepared by the Secretary and published in the MOVER to all eligible members, **no later** than November 25th of the year of election for the subsequent calendar year.
- Ballots may be returned by hand, email, first class mail, or other electronic method to be determined by the Board.
- For a ballot to be counted it shall be received by the Secretary **no later than** December 15th.

Section 3.2.3. Removal of a Director: In the event 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 an affirmative vote of no less than six (6) members of the Board, may remove such director. The vote shall be at a meeting warned for that purpose with at least seven (7) days' notice to the entire Board. The vote to remove shall be effective as of the time such vote is taken.

Section 3.2.4. Filling of Vacancies: In the case of any Board vacancy through death, resignation, disqualification, removal or other cause, the remaining directors of the MOV, by affirmative majority vote, may elect a successor to hold office for the unexpired portion of the vacant term.

Section 3.3. Board Meetings and Locations: Unless changed by a majority of the Board, there shall be four (4) quarterly Board meetings annually, held in the State of Vermont. Additional meetings of the Board may be held 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 at or prior to the January meeting 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 officers for the calendar year.

Section 3.5. Regular Meetings – Regular club meetings will be held on the 1st Sunday of the month unless rescheduled. All meetings shall be announced on the Club Calendar and in the MOVER.

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 (7) 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: A quorum is required to conduct business at all meetings of the Board of Directors. Lacking a quorum, business shall be rescheduled for when a quorum is possible, the time of which is to be sent by email, given personally, or by telephone at least eight (8) 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, upon majority affirmative vote. The President if present, or if not, the Vice President or a Board-designated director, shall preside at each meeting of the Board. The Secretary, or a Board-designated director in the absence of the Secretary, shall take the minutes at all meetings of the Board of Directors.

Section 3.8. Meetings by Telephone, Zoom, or other electronic meeting method: 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 method by means of which all persons participating in the meeting can hear each other. Those participants meeting electronically will be considered attending in person.

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, Vice President, Secretary and Treasurer. Said officers shall be selected from the Board of Directors and shall serve as officer for a one-year term; they may be re-elected so long as they remain eligible to be a Director of the MOV. Officers shall assume office at the first of the year for a term of one (1) year from that day or until a successor is elected by the Board of Directors.

Section 4.2. 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 may be prescribed in these By-laws or by the Board of Directors.

Section 4.3. 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. At the request of the President, or in their absence or disability, the Vice President shall exercise the powers and duties of the President.

Section 4.4. Secretary. It shall be the duty of the Secretary:

- 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;
- to give such notices as may be required by law or these By-laws;
- to be custodian of the corporate records of the MOV;
- to keep the MOV's contracts, insurance policies, leases, deeds and other business records;
- 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;
- the Secretary shall keep minutes of all Board meetings;

- Minutes, By-laws, and other documents shall be published on the MOV website accessible to members.

Section 4.6. Treasurer: It shall be the duty of the Treasurer

- to be the principal officer in charge of tax and financial matters, budgeting and accounting of the MOV;
- to have charge and custody of and be responsible for the MOV's checking account;
- 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;
- to cause the funds within the MOV's checking account 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;
- 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;
- to keep appropriate, complete and accurate books and records of account of all the MOV's business and transactions; and
- 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. Delegation of Duties: The Board of Directors may, in its discretion, delegate the powers and duties, or any of them, of any officer to any other person.

ARTICLE V

FUNDS

- All MOV funds required for day-to-day operation will be deposited in the club checking account.
- Said account will have at least one other signatory in addition to the Treasurer.
- Withdrawals exceeding \$1,000 require two signatures.
- Excess funds, the amount to be determined by the Board of Directors, will be deposited in a separate money-market account controlled by persons other than the Treasurer and appointed by the Board. Withdrawals from the money-market account requires two (2) signatures.

ARTICLE VI

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 (30) 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. Notice:

- Said notice shall be published in the Mover delivered by USPS and by electronic means.
- A quorum vote at two (2) 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.

ARTICLE VI

DISSOLUTION

In the event of the dissolution of the MOV, all assets of the Club, including items owned, will be donated to a designated charity or charities to be determined by the Board of Directors with input from the membership.

Approved by the Board of Directors on: _____, 2021

Secretary, MOV