

Article I

General Provisions

Section 1. Name – The name of the corporation shall be BMW Car Club of America, Boston Chapter, Inc. (“Boston Chapter”).

Section 2. Location – The principal office of the corporation is 2130 Massachusetts Avenue, Cambridge, Massachusetts 02140. The mailing address is PO BOX 3087, Peabody MA 01961-3087. The Voting Board, as described in Article II, (“Voting Board”) may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Mission – The corporation adopts the mission of the BMW Car Club of America as follows: “The mission of the BMW Car Club of America is to enhance the BMW experience for our members by providing services, support, information, and activities that promote camaraderie and encourage social awareness and responsibility.”

Section 4. Fiscal Year – Except as from time to time otherwise determined by the Voting Board, the fiscal year of the corporation shall end on the 31st day of December of each year.

Section 5. No Members – The corporation shall have no members. No person now or hereafter designated by the corporation as membership (“Membership”) for any purpose shall be deemed to be a member for purposes of the articles of organization or By-laws of the corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the corporation. Members and associate members as defined by the national organization BMW Car Club of America, Inc. who have been assigned to the Boston Chapter are the Membership entitled to vote and hold office with equal rights in the Boston Chapter, to attend any general meeting and all other benefits of membership. Members (as defined by BMW Car Club of America, Inc. Bylaws) assigned to the Boston Chapter shall be governed by these bylaws.

Any active member or associate member of the Boston Chapter may have his or her Membership revoked by unanimous vote of the Voting Board for cause. The member in question will be contacted by certified mail and notified of the time and place of the next meeting of the Voting Board. At that time, the member will have the opportunity to respond to the Voting Board’s statement of cause before the Voting Board votes on the matter.

Section 6. Management – The business and property of the corporation shall be managed by the Voting Board who may exercise all the powers of the corporation. The Voting Board consists of eight (8) elected members and two (2) appointed members. The eight elected members of the voting board (“Elected Voting Board”) are the President, Vice-President, Treasurer, Clerk, Membership Chair, and three (3) Directors. The two appointed members of the voting board (“Appointed Directors”) are the Director of Driving Events and the Director of Communication.

Section 7. General Membership Meetings – Meetings of the Membership shall be held quarterly on a date and place scheduled and set by the Voting Board. Notice of a quarterly meeting setting forth the date, time and place shall be published in the Chapter newsletter and via Chapter electronic media, such as a web site or electronic mailing list, at least one month in advance of the meeting.

Article II

Governance

Section 1. Powers – The business and property of the corporation shall be managed by a board (“Voting Board”) who may exercise all the powers of the corporation.

Section 2. Election and Appointment – The elected members of the Voting Board as detailed in Article I, Section 6 shall be elected to the Voting Board via an on-line voting system access to which shall be advertised on the chapter website and at the 4th quarter chapter meeting. A paper ballot will be made available upon request. All duly-elected members of the Voting Board shall be installed on January 1st following election and hold office for one year from that date or until their respective successors are chosen and qualified. Any vacancy in the board may be filled by appointment of the President and the approval of a majority of the members of the Voting Board then in office. Should the Presidency become vacant, the Voting Board shall appoint a President for the remainder of the term by majority vote.

The Appointed Directors of the Voting Board as detailed in Article I, Section 6 shall be nominated and approved by affirmative majority vote of the Elected Voting Board. Each Appointed Director shall have one vote on the Voting Board. The Director of Driving Events shall oversee all driving events, represent all driving event chairs and committees to the Voting Board, and shall have other powers and perform such other duties as the Voting Board shall from time to time designate. The Director of Communications shall oversee the Chapter newsletter, web site, advertising, media and public relations, represent any staff supporting these chapter functions to the Voting Board, and shall have other powers and perform such other duties as the Voting Board shall from time to time designate.

Section 3. Resignation and-Removal – Any member of the Voting Board may resign by delivering a written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any member of the Voting Board may be removed from office with or without cause by the affirmative vote of a majority of the Voting Board then in office.

Section 4. Annual Meeting – The annual meeting of the Voting Board of the corporation shall be held on the fourth (4th) Wednesday of the month of March in each year (or on the next business day if that day is a legal holiday) at such time and place as the Voting Board may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time and place of any such meeting shall be mailed to all members of the Voting Board not less than seven (7) days prior to the date of the annual meeting. Notice of any special meeting shall be given as directed under Article II, Section 6 of these By-laws.

Section 5. Regular Meetings – Regular meetings of the Voting Board may be held without general call or notice at such places and times as the Voting Board may from time to time determine, provided that any member of the Voting Board who is absent when such determination is made shall be given notice thereof. Regular Meetings shall be open to attendance by the general Membership as the Voting Board provides. These members may make comments or present proposals to the Voting

Board at the discretion of the Voting Board. Regular Meetings or portions thereof may be declared closed to the general Membership by the Voting Board without prior notice.

Section 6. Special Meetings – Special meetings of the Voting Board may be held at any time and place designated in a call by the President, the Treasurer or two or more members of the Voting Board. Notice of all special meetings of the Voting Board shall be given to each member of the Voting Board by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by the officer of one of the members of the Voting Board calling the meeting. Such notice shall be given to each member of the Voting Board in person or by telephone or by electronic means sent to each such member of the Voting Board’s business or home address at least twenty four (24) hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any member of the Voting Board who, either before or after the meeting, delivers a written waiver of notice, executed by that member of the Voting Board, which is filed with the records of the meeting; or (ii) to any member of the Voting Board who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice of waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a member of the Voting Board or an officer.

Section 7. Action at Meetings – Five (5) of the members of the Voting Board then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-laws, or any applicable law requires a different vote.

Section 8. Action by Consent – Any action by the Voting Board or any committee may be taken without a meeting if a written consent thereto is signed by all members of the Voting Board or all the members of the applicable committees and filed with the records of the meetings of the Voting Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Non-Voting Staff – The Voting Board may appoint non-voting staff to support the aims and activities of the corporation for such terms and may assign such responsibilities, duties, and privileges as the Voting Board may determine. Persons appointed as staff members shall not be members of the Voting Board for the purposes of these By-laws and shall have no votes at any meetings of the Voting Board.

Section 10. Committees – The Voting Board may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the Voting Board may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

Section 11. Electronic Voting – The Voting Board may take action via electronic means, including electronic mail. The Clerk shall record the results of such votes and shall append them to the next published Board Meeting minutes.

Article III

Officers and Directors

Section 1. Officers – The officers of the corporation shall consist of a President, a Vice-President, a Treasurer, a Membership Chair, up to three (3) Elected Directors, two (2) Appointed Directors, a Clerk, and such other officers as the Voting Board may determine.

Section 2. Election – The President, Vice-President, Treasurer, Membership Chair, up to three (3) Directors and Clerk shall be elected annually by the Membership present at the Fourth Quarterly General meeting of the Membership plus those members voting by absentee ballot. Any other officers determined necessary or desirable by the Voting Board may be elected by the members of the Voting Board. No more than two (2) offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers shall hold office until the annual meeting of the Membership or until their respective successors are chosen and qualified. In the event that a member of the Voting Board holds more than one voting position, that person will have only a single vote

Section 3. Resignation and Removal – Any officer may resign by delivering a written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Voting Board may remove any officer with or without cause by a vote of a majority of the members of the Voting Board then in office.

Section 4. President – The President shall be the Chief Executive Officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the Voting Board. The President shall, subject to the direction and control of the Voting Board, preside when present at all meetings of the Voting Board. The President shall supervise and coordinate the duties of the other officers. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Voting Board.

Section 5. Vice-President – In the absence or disability of the President, his/her powers and duties shall be performed by the Vice President. The Vice President shall be responsible for overseeing event scheduling. The Vice President shall have such other powers and perform such other duties as the Voting Board shall from time to time designate.

Section 6. Treasurer – The Treasurer shall, subject to the direction and control of the Voting Board, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the Voting Board may otherwise provide. The Treasurer shall be authorized to make normal ongoing disbursements as required to operate the Chapter; shall not make extraordinary disbursements without approval from the President; shall give a financial report at each meeting of the Voting Board, shall maintain financial records and submit timely and accurate financial reports to federal, state and local government agencies as required. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Voting Board.

Section 7. Clerk – The Clerk shall also be known as the “Secretary”. The Clerk shall give such notices of meetings of Voting Board as are required by these By-laws and shall keep a record of all the meetings of Voting Board, and shall be responsible for ensuring that full compliance with the bylaws is maintained. The Clerk shall be responsible for picking up and distributing to the intended recipient all mail that Chapter receives at its designated mailing address. The Clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Voting Board. In the absence of the Clerk from any meeting of the Voting Board, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

Section 8. Membership Chair – The Membership Chair shall be responsible for maintaining a list of the current members. The Membership Chair shall have other powers and perform such other duties as the Voting Board shall from time to time designate.

Section 9. Directors – The Elected Directors (up to three) shall have the responsibility to represent the Boston Chapter Membership to the Voting Board, and may perform such other duties as may be assigned by the Voting Board from time to time. The two (2) Appointed Directors shall be elected by the Voting Board and shall perform such duties as may be assigned by the Voting Board from time to time.

Section 10. Chapter Officer and Voting Board Eligibility – No member may be eligible for a position on the voting board or as a chapter officer if they have been previously been removed as a chapter officer by the voting board.

Article IV

Miscellaneous Provisions

Section 1. Execution of Instruments – All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the President or the Treasurer except as the Voting Board may generally or in particular cases otherwise determine.

Section 2. Voting of Securities – Except as the Voting Board may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records – The original or attested copies of the Articles of Organization, By-laws and records of all meetings of incorporators and members of the Voting Board shall be kept in Massachusetts at the principal office of the corporation or of the Clerk, but such corporate records need not all be kept in the same office. Books, accounts, documents and records of the corporation shall be open to inspection by any member of the Voting Board upon request.

Section 4. Definitions – All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

Section 5. Corporate Funds – The President and Vice-President may spend up to a maximum of \$300 on a non-budgeted item without Voting Board approval, but must report the expenditure by the next Voting Board meeting. No other member may make any expenditure on a non-budgeted item without Voting Board approval.

Article V

Amendment of By-laws

Section 1. Amendment – These By-laws may at any time be amended or repealed, in whole or in part, by a vote of a two-thirds majority of the Voting Board.