

MADISON BMW CLUB, LTD.

BYLAWS

Article I – Name

This Club shall be known as the "Madison BMW Club, Ltd."

Article II – Objectives

The objectives of this Club shall be to increase the popularity of motorcycling, to promote a positive image of motorcycling, to better understand the operation and maintenance of BMW motorcycles, and derive enjoyment from the recreational and social programs of the Club.

Article III – Membership

Section I – Membership

Members shall be licensed motorcycle riders who own and ride BMW motorcycles. An individual who owns another brand of motorcycle may qualify for Membership by being a licensed motorcycle rider, provided that at no time shall the Club Membership be composed of more than one-third non BMW motorcycle owners. Associate Membership is open to individuals who may not be a licensed motorcycle rider, but who are family members, spouses, or significant others of a Member. A Member shall be considered in good Standing if they meet the standards set forth in this section and are current with their dues.

Section 2 – Applications for Membership

Applicants for Membership must express an interest in BMW motorcycles and a willingness to participate in Club activities.

Section 3 – Members In Good Standing Shall Be Entitled to:

- a. A vote and a voice in Club affairs
- b. Hold elective office
- c. Join in, and to invite guests to join in Club events

Section 4 – Honorary Memberships

Honorary Memberships may be granted by a two-thirds majority vote of the Membership at a business meeting. Honorary Members may not vote or hold elected office.

Section 5 – Termination of Membership

A Member may be expelled for conduct unbecoming a Member of the Club by a two thirds majority of Members in attendance at a meeting of the Club and/or by the Board of Directors; provided that such Member is first given the opportunity to defend themselves against any charges. Membership shall also be terminated after nonpayment of dues for a period of two months, or after a Member ceases to be eligible for Membership as specified in Article III, Section 1.

Section 6 – Resignation of Members

Any Member may resign by giving verbal or written notice to the Board of Directors of the Club. Such Member surrenders any and all rights to the Club and its property.

Article IV – Board of Directors

Section 1 – Board of Directors

The Members of the Club shall elect a Board of Directors of five Members. The Board of Directors shall select one of the Directors to serve as Chairman. The Members of the Board of Directors may concurrently serve as elected Officers or Officials of the Club.

Section 2 – Board Authority

If there is a vacancy on the Board of Directors, the Board of Directors has the authority to appoint a Member of the Club to the Board of Directors, until such time as the Membership may duly elect a Member of the Club to fill the vacancy. The Board of Directors may remove any elected Officer or Official of the Club at any time, with or without cause. The Officers of the Club shall report to the Board. The Board may fill any vacancies that may occur within the Officers or Officials of the Club until such time as the Membership may duly elect an Officer or Official to fill the vacancy.

Section 3 – Board Responsibility

The Board of Directors shall be responsible for compliance with the Articles of Incorporation of the Club, the Bylaws of the Club, all applicable laws and regulations including applicable sections of Chapter 181 of the Wisconsin Statutes, and may address any matter that comes before them. The Board of Directors shall report to the Membership of the Club as requested, as the Board of Directors deems appropriate, and at the Annual Meeting of the Membership.

Section 4 – Board Terms

The terms of the Members of the Board of Directors shall be staggered. The initial terms shall be one, two or three years, as determined by the Board of Directors, with subsequent terms being three years, as then only one or two Directors shall be elected each year for a three year term. The term of any filled vacancy will only be for the remainder of the unexpired term of the vacancy.

Article V – Club Officers and Officials

Section 1 – Officers of the Club

The Officers of the Club shall be the President, Vice-President, Secretary, and Treasurer. These Officers shall be elected by the Membership of the Club.

Section 2 – Officials of the Club

The Officials of the Club shall be the Newsletter Editor, Activities Director, Rally Chair, and Membership Director. These Officials shall be elected by the Membership of the Club.

Article VI – Elections

Section 1 – Date of the Elections

The Board of Directors of the Club shall be elected at the Annual Meeting of the Membership held during the fourth quarter of each calendar year. Installation of the elected Board of Directors shall be automatic and immediate upon election. The Officers and Officials of the Club shall also be elected at the Annual Meeting of the Membership. Installation of the elected Officers and Officials shall be automatic and immediate upon election. The Board of Directors shall be elected first followed by the election of the Club Officers, then the Club Officials.

Section 2 – Procedure

Candidates for the Board of Directors, Officers and Official positions, including appointments in the event of vacancy, must be active Members in good standing. Candidates may be nominated from the floor. Candidates shall be voted on by secret ballot, except that no secret ballot shall be held if a candidate is unopposed. In the event of three or more candidates for standing for an Officer or Official position, and no candidate obtains a majority of the votes cast, a run-off election shall be held between the two candidates who received the highest number of votes.

Section 3 – Vacancies

An elected Officer or Official position that becomes vacant for any reason shall be filled by an appointment of a Member in good standing by the Board of Directors.

Article VII – Meetings

Section 1 – Time of Meetings

Regular meetings of this Club may be held at any given time approved by a majority of the Club's Membership. A special meeting of the Officers of the Club may be called by any Officer of the Club, at their discretion.

Section 2 – Annual Meeting

The Annual Meeting of the Membership shall be held during the fourth quarter of each calendar year. At the Annual Meeting of the Membership, the Board of Directors, Officers and Officials shall be elected and installed and dues shall be paid.

Section 3 – Quorum

Twenty active Members in good standing shall constitute a quorum for the transaction of business.

Section 4 – Parliamentary Procedures

Meetings are to be conducted in accordance with Robert's Rules of Order in so far as they are applicable to the Club.

Section 5 – Order of Business

The order of business shall be:

- a. Reports of the Officers and Officials
- b. Acknowledgement of new Members
- c. Old business
- d. New business
- e. Adjournment

Article VIII – Duties of Officers of the Club

Section 1 – President

The President shall:

- a. Preside at all meetings
- b. Personally represent the Club on proper occasions
- c. Assist other Officers when necessary
- d. Collect and review all Club mail
- e. Act on or distribute Club mail to the appropriate Officers or Officials for action
- f. Prepare a short monthly report for the newsletter
- g. Ensure adherence to the Bylaws
- h. Perform all other duties incidental to the office

Section 2 – Vice President

The Vice-President shall:

- a. Perform the duties of the President in his/her absence
- b. Assist Officers and Officials in routine duties, as requested
- c. Arrange for facilities, menus, and other requirements for Club banquets and breakfasts
- d. Perform all other duties incidental to the office

Section 3 – Secretary

The Secretary shall:

- a. Keep minutes of the meetings
- b. Maintain and update the Corporate minute book
- c. Provide the minutes to the Newsletter Editor for publication
- d. Maintain correspondence as directed by the President
- e. Perform all other duties incidental to the office

Section 4 – Treasurer

The Treasurer shall:

- a. Collect dues from all Members
- b. Make payments of Club funds when authorized by the Club
- c. Deposit all money on hand in the Club's bank account
- d. Be the primary signatory for all checks drawn on the Club's bank accounts
- e. Prepare a financial statement for the Board of Directors as requested
- f. Prepare a financial report for each business meeting of the Club
- g. Perform all other duties incidental to the office

Article IX– Committees

The President or the Board of Directors may appoint temporary committees for the purposes of assisting an Officer or Official. Such temporary committees shall only be comprised of Members in good standing. The Board of Directors may terminate any committee.

Article X – Duties of Officials of the Club

Section 1 – Newsletter Editor

The Newsletter Editor shall:

- a. Solicit newsletter articles from the Membership
- b. Prepare the articles as necessary for distribution
- c. Distribute the newsletter

Section 2 – Activities Director

The Activities Director shall:

- a. Establish the Club's annual calendar of functions; including picnics, rides, and events
- b. Arrange for awards at the Club banquet
- c. Solicit or appoint ride coordinators as necessary
- d. Furnish the newsletter editor with the calendar
- e. Assist the treasurer at monthly meetings as needed

Section 3 – Rally Chair

The Rally Chair shall:

- a. Solicit or appoint committee chairs for the various rally functions as necessary
- b. Obtain a signed contract for the rally site
- c. Develop appropriate registration forms
- d. Arrange for appropriate distribution of registration forms
- e. Order concessions
- f. Arrange for necessary equipment to be used at the rally
- g. Arrange for insurance for the rally
- h. Perform other duties as necessary to ensure a successful rally
- i. Report to the Membership which areas of the rally need to be addressed in order to ensure successful future rallies
- j. Submit a written report for publication in Club newsletter

Section 4 – Membership Director

The Membership Director shall:

- a. Compile and update the Club Membership Directory
- b. Publish and distribute the Club Membership Directory
- c. Work with the Treasurer to update the Club's Membership Directory to reflect new and/or expired Memberships
- d. Submit current Membership contact information to the Vice-President and Newsletter Editor

Article XI – Amendments

Section 1 – Motion to Change or Amend this Document

A motion to change or amend the Bylaws of this Club may be made by any Member at any meeting of this Club or by majority vote of the Officers of the Club

Section 2 – Notice of Change or Addition

Notice of a motion to change or add to the Bylaws shall be distributed to all active Members in good standing no less than fourteen days before the voting date.

Section 3 – Changes or Additions to this Document

Changes or additions to the Bylaws shall be approved by a vote of seventy-five percent (75%) or more of the Members at a business meeting. Voting by proxy is acceptable providing the proxy is submitted in writing to the Secretary before the meeting. The Secretary shall cast all proxy votes.

Article XII – Dissolution

In the event of the Club's dissolution, all Club assets remaining after payment of any and all liabilities shall be distributed equally among the active Members in good standing at the time of such dissolution.

Article XIII – Charter Members

The following eligible persons joined the Madison BMW Club, Ltd., on or before June 16, 1971, and paid their dues on or before the same date and are therefore hereby decreed Charter Members of the Madison BMW Club, Ltd.:

George A Martin
David Maly
Milton A. Alswager
Russell Atkinson
Cherie Barnes
Harry C. Christanson
Jeffrey M. Dean
M. Fred Fuller
Jean Christanson Holbeck
Jon Holtman
Fred Meier
Richard Munson
Harley Sausock
Leroy Schimming
Fred Sprouse