

Bylaws of the Rocky Mountain BMW Riders Club

Article I - Name

This organization shall be known as the Rocky Mountain BMW Riders Club. This organization shall also be known as the RMBRC.

Article II - Purpose

The Rocky Mountain BMW Riders Club is a non-profit club of volunteers dedicated to enhancing members' enjoyment of owning and riding their motorcycles.

Article III - Membership

Section 1. Any person who agrees to support the stated purpose and agrees to uphold the bylaws of the club may apply for membership.

Section 2. The membership categories are:

- A. Charter Member: Any person who attended the initial organizational meeting of this club on 30 September 2004. Each Charter Member shall have 1 vote. Charter members of the club are enumerated in Article XII.
- B. Member: Any individual accepted for membership who remits the required membership dues. Each Member shall have 1 vote.
- C. Associate Member: Any individual accepted for membership who remits the required membership dues and is 16 years of age or older and does not possess a valid motorcycle license. Associate members shall have no voting privileges.
- D. For the purposes of this document, the terms "Member", "member", "Members" and "members" shall be defined as including Charter Members and Members as defined in sub-sections A and B of this section.

Section 3. Membership in this organization will be granted by consensus of the Membership Committee in response to a completed membership application and payment of appropriate dues.

- A. The Membership Committee shall grant or deny membership to all applicants within 30 days of the receipt of application.
- B. Any person seeking membership shall first submit the required membership application form and dues to the club.
- C. Any person rejected for membership by the Membership Committee may request a vote by the general membership of the club at the next general club meeting. A simple majority vote is required to over-rule the Membership Committee's decision. Both the prospective member and the Membership committee chairperson will be given equal opportunity to address the assembled members at said meeting before a vote is taken.
- D. No member shall be removed from the club without the approval of the general membership. This approval will be decided by a simple majority vote of the general membership at a general club meeting.

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- E. No Charter Member shall be removed from the club without the approval of a 2/3 majority vote of the total general membership.
- F. The removal of members and Charter Members from the club shall be conducted in the same manner as a vote of confidence as outlined in Article V, Section 7, sub-section A

Section 4. Meetings:

- A. General membership meetings shall be held monthly on a day to be determined by the Board of Directors. General membership meetings are held to disseminate information to the members and to provide for social interaction amongst the members.
- B. Election meetings shall be held annually during October on the same day as the general membership meeting. These meetings are held to facilitate the election of the next year's slate of officers. Candidates will each be provided equal time to express their agenda to the assembled membership prior to the start of the voting.
- C. Board Meetings shall be held in accordance with the provisions of Article VI, Section 5.
- D. All general membership meetings shall be open to the general public. Meeting attendees must comply with the Code of Behavior promulgated by the Board of Directors.
- E. The operation of all types of meetings shall be conducted according to Robert's Rules of Order.
- F. A quorum shall be no less than 5% of the total voting membership.

Article IV - Dues, Fees, & Emergency Expenditures

Section 1. Dues shall be suggested and justified by the Board of Directors and approved by simple majority vote of the voting membership.

Section 2. Emergency Expenditures:

- A. From time to time it is necessary for a member of the Board of Directors to spend personal funds for club related fees and for the purchase of club related materials when there is no time for a meeting of the Board of Directors to approve such expenditure.
- B. When this condition exists, any member of the Board of Directors may spend up to \$100.00 for items and fees directly related to club activities.
- C. Such emergency expenditures by any Board member are allowed only once during the time between regularly scheduled general membership meetings.
- D. Such expenditures are not subject to the approval of the Board of Directors and will be reimbursed by the Treasurer immediately upon presentation of receipts by the disbursing Board member.

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- E. The disbursing Board member shall notify the all other Board members within 24 hours of any emergency expenditure.
- F. At the next meeting of the Board of Directors subsequent to any emergency expenditure, a discussion of said expenditure shall be automatically added to the agenda of said meeting.
- G. Should any emergency expenditure be deemed by consensus of the Board of Directors to be inappropriate, the Board shall provide written censure to the disbursing Board member and the Board shall notify the general membership in accordance with the notification procedures outlined in Article XIII.

Article V - Elections

Section 1. Elections to fill the Board of Directors shall be held each October at the time of the general club meeting.

Section 2. Only members in good standing may be elected to the Board of Directors.

Section 3. Any member in good standing may declare him or herself a candidate for any Board position by notifying in writing the club Secretary no later than 30 days prior to the date of the election meeting in October. There is no nomination process required.

Section 4. The following Board Members shall be elected to the Board of Directors: President, Vice President, Secretary, Treasurer and three Members-at-Large.

Section 5. Term of Office

- A. Each Board member shall serve for one calendar year commencing on the first day of January in the year following election.
- B. The Office of President shall be held only by a member who is both a BMW motorcycle owner and a member of the BMW Motorcycle Owner's Association (BMWMOA).
 - a. Should the President be determined to fail to meet the requirements of Article V, Section 5, sub-section B, he or she will be allowed up to 90 days to rectify the situation. Should the president fail to rectify the situation within that time, the current President is automatically removed from office.
 - b. The President who is determined to fail to meet the requirements of Article V, Section 5, subsection B shall be notified by the Secretary of this determination within 24 hours of such determination in order that the President be allowed sufficient time to rectify the situation as outlined in Article V, Section 5, sub-section B, paragraph a.
 - c. The President who is determined to fail to meet the requirements of Article V, Section 5, sub-section B and who fails to rectify the situation within the time period specified in Article V, Section 5, sub-section B shall be replaced by the current Vice

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President who will serve out the remainder of the President's term of office.

- d. Article V, Section 5, sub-section B, paragraph c. may be over-ruled by a simple majority vote of the general membership at the last general membership meeting to be held before the rectification window stated in Article V, Section 5, sub-section B, paragraph a. ends. The President must request this vote no later than 30 days prior to the meeting.
- e. Should the Vice President be called upon to assume the office of President, that person shall not be bound by Article V, Section 5, sub-section B.

Section 6. Election Procedures

- A. The Secretary shall notify the general club membership of the results of any election in accordance with the notification procedures outlined in article XIII.
- B. The Secretary shall ensure that the club's web site contains, at a minimum, the names of all candidates and the respective positions for which they are candidates.
- C. A member must be physically present at the election meeting in order to vote. The only exception is that a member may submit a personally hand written and signed and sealed proxy vote to the club Secretary no later than the close of the voting. The proxy vote may be delivered to the club Secretary only by a member.
- D. A candidate shall win his or her elected office by simple majority vote of the general membership at the election meeting.
- E. The votes shall be tallied by two or more members of the Board of Directors and may be witnessed by any member.
- F. The Secretary shall ensure that election results are communicated to the club's assembled general membership before the end of the election meeting.
- G. The Secretary shall report the results of the election in accordance with the notification procedures outlined in article XIII.

Section 7. Resignations and Removals.

- A. All Members of the Board of Directors are subject to a vote of confidence by the general membership.
 - a. Any member may request a vote of confidence be scheduled. The request must be received in writing by the club Secretary no later than 30 days prior to the scheduled general club meeting at which the member wishes to have the vote take place. The club Secretary shall place the vote of confidence on the published agenda for said meeting.
 - b. The vote of confidence shall be conducted under the same rules as the general elections as stated in Article V, Section 6 with the

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exceptions being that the club Secretary shall notify the general membership of the vote of confidence immediately after receiving the member's request.

- c. The Secretary shall notify the general membership of the results of any vote of confidence in accordance with the notification procedures outlined in article XIII.
- d. A Board Member has failed to retain the confidence of the membership if he or she receives a "Remove" vote by a 2/3 majority of the members voting at the meeting at which the vote is taken. Any other outcome results in the Board Member retaining the confidence of the membership.
- e. Should the Secretary be the subject of the vote of confidence, all duties normally ascribed to the club secretary as pertains to votes of confidence shall be assigned to the Vice President.
- f. The Board of Directors shall meet with the club Secretary immediately after a vote of confidence has been tallied and will verify the results by a vote of simple majority.
- g. A Board Member who has failed to retain the confidence of the membership as determined by a vote of confidence shall be removed from office immediately.
- h. A Board Member who is the subject of a vote of confidence shall recuse him or herself from all matters pertaining to the voting, tallying, or acceptance of the tally by the Board of Directors.

B. Resignations:

- a. A Board Member who chooses to resign his or her position shall notify the Secretary. The club Secretary shall notify the Board of Directors immediately upon receiving a letter of resignation. The Board of Directors shall accept said resignation without discussion or vote.
- b. Should the club Secretary choose to resign, said resignation shall be submitted in writing to the club Vice President and the Vice President shall immediately notify the Board of Directors. The Board of Directors shall accept said resignation without discussion or vote.
- c. All resignations are effective immediately upon submission as outlined in Article V, Section 7, Sub-section B, paragraphs a. and b.
- d. Should the President choose to resign, the Vice President automatically assumes the post of President and the post of Vice President shall be filled as outlined in Article V, Section 7, Sub-section B, paragraph e.
- e. The Board of Directors shall meet within 5 business days of the receipt of a letter of resignation and is authorized to take the following action:

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- (1) The Board may decide by simple majority vote to fill the vacant position with any past elected holder of that position who, upon accepting, will serve until the end of term of the resigned Officer.
- (2) The Board may decide by simple majority vote to call for a special election of the general membership to fill the vacant position. In this case, the election rules as outlined in Article V, Section 6 shall be used with the exceptions being that:
 - (a) The general membership shall be notified of the election and a request for candidates shall be communicated to the membership immediately in the same manner as prescribed for regular elections.
 - (b) The election shall be held at the next scheduled general membership meeting as long as said meeting is at least 21 days in the future. If the next general membership meeting is less than 21 days in the future, then the special election shall be held at the subsequent regularly scheduled general membership meeting.
- (3) With exception of the position of club President, The Board may decide by simple majority vote to leave that position vacant and assign the duties of that position to a Member at Large.

Article VI - Governance

Section 1. The governing body of The Rocky Mountain BMW Riders Club shall be a Board of Directors consisting of the elected offices of President, Vice President, Secretary, Treasurer, and three Members-at-Large.

Section 2. The Vice President, Secretary, Treasurer, and Members-at-Large shall all have equal vote in matters decided by the Board of Directors. The President shall not vote on any matter except to break a tie vote.

Section 3. No meeting of the Board of Directors shall be held without at least 5 Board members present. No vote of the Board of Directors is valid unless at least 5 Board members are present at the time of voting. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Section 4. All meetings of the Board of Directors shall be communicated to the club membership within 24 hours of the scheduling of a Board meeting. Said communication shall be made in accordance with the notification procedures outlined in article XIII.

Section 5. Meetings of the Board of Directors shall be communicated to the club membership as outlined in Article XIII at least 5 business days prior to the proposed meeting date. The Board of Directors shall meet as necessary but no less often than once per calendar quarter.

- A. The Board of Directors may convene an emergency meeting of the Board a maximum of 2 times within a calendar year. Under this provision,

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the board is not required to notify the general membership prior to the meeting, but is required to report the minutes of the emergency meeting to the general membership within 48 hours of the conclusion of the emergency board meeting.

Section 6. Any member who wishes to address the Board of Directors may attend any meeting of the Board of Directors to do so. However, said member must notify the club Secretary prior to the commencement of the scheduled board meeting to have his or her address added to the agenda.

Section 7. The minutes of the meetings of the Board of Directors shall be communicated to the membership by the club Secretary within 48 hours. Said communication shall be:

- A. The minutes shall be posted on the club web site in a secure area that is accessible to club members and Associate Members only.
- B. The minutes shall be posted on the club bulletin board.

Section 8. No disbursement of club funds shall be undertaken without the approval of the Board of Directors by vote of simple majority. All bank checks drawn on club accounts require the signature of any two of the following Board members: President, Vice President, Secretary, or Treasurer.

Article VII - Board Members and Primary Duties

Section 1. The President shall:

- A. Preside at all general membership meetings.
- B. Preside at all meetings of the Board of Directors.
- C. Act as the only official spokesperson for the club.
- D. Coordinate the activities of the Board of Directors and all committees appointed by the Board of Directors.
- E. Oversee the efforts of the Membership Committee.
- F. Shall solicit from the membership input for the agenda for all general membership meetings.
- G. Shall provide the agenda for all general membership meetings.

Section 2. The Vice President shall:

- A. In the absence of the President, preside at all general membership and Board of Directors meetings.
- B. Oversee the efforts of the Programs Committee.
- C. Shall temporarily perform any of the duties of the office of President as assigned by the President.
- D. Be the parliamentary authority on all procedures.

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E. Shall solicit from the members of the Board of Directors and the members of the Steering Committee input for and provide the agenda for all Board of Directors meetings.

F. Shall provide the agenda for all meetings of the Board of Directors.

Section 3. The Secretary shall:

A. Record the minutes of all general club membership meetings and report the same to the membership.

B. Record the minutes of all meetings of the Board of Directors and report the same to the membership.

C. Maintain and index an archive of all official club documents. Backup copies of all documents shall be created and stored in a secure environment accessible to the Board of Directors.

D. Make available for viewing upon request, all official club documents to any member at the next general membership meeting or within 21 days, whichever is longer.

E. Oversee the efforts of the Communications Committee.

F. Maintain the master copy of these bylaws.

G. Shall process all declarations of candidacy for elected positions in accordance with the provisions of this document.

Section 4. The Treasurer shall:

A. Maintain the official club financial records.

B. Maintain physical custody of the club's check book.

C. Oversee the financial efforts of the club Programs Committee.

D. Prepare and present monthly financial reports to the Board of Directors.

E. Receive, record, and report all monies received by the club.

F. Disburse, record, and report all monies paid out by the club.

G. Ensure that all disbursements are done with the approval of the Board of Directors.

H. NOTE: In the event the Treasurer is deemed by the Board of Directors to be unable to perform the duties of the office of Treasurer, the President or Vice President shall assume the duties of the office of the Treasurer.

Section 5. The 3 Members-at-Large shall:

A. Act as a direct liaison between the Board of Directors and the general membership.

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- B. Act as a direct liaison between the Board of Directors and the club's sponsors.
- C. Make themselves available to any member, or Associate Member on a scheduled basis to better represent the wishes of the general membership to the Board of Directors.
- D. Oversee the efforts of the Rides Committee and all Ad Hoc committees.

Article VIII - Committees

Section 1. Any member or Associate Member may volunteer him or herself to any standing or Ad Hoc committee. Any person wishing to do so shall notify the Chairperson of the committee under which the member intends to serve. The Committee Chairperson shall decide to accept or reject the member's request.

Section 2. The Board of Directors shall appoint by vote of simple majority the chairpersons of all standing and Ad Hoc committees.

Section 3. All committees shall report to the Board Member assigned by these bylaws or the Board of Directors to oversee said committee.

Section 4. All meetings of all committees shall be open to observation by any member or Associate Member who wishes to be present. Any member or Associate Member wishing to contribute during said meetings may do so.

Section 5. Committee meeting dates and times are at the discretion of the committee Chairperson.

Section 6. Sub-committees may hold their meetings at their discretion, however, the sub-committee chair is responsible for communicating the minutes of each meeting to the Committee chairperson under whom his or her sub-committee falls.

Section 7. The Standing Committees shall be:

- H. The Programs Committee.
- I. The Communications Committee.
- J. The Rides Committee.
- K. The Membership Committee.
- L. The Rallies Committee.

Section 8. Ad Hoc Committees shall be formed by the Board of Directors as deemed necessary by the Board.

- A. Staffing of Ad Hoc committees shall be done in accordance with Article VIII, Sections 1 and 2.

Article IX - Bylaws

Section 1. These bylaws may be changed by a 2/3 majority vote of the members present at any general membership meeting.

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Section 2. No vote may be taken unless a quorum is present.

Section 3. No vote may be taken unless a motion to do so has been passed at a general membership meeting at least 60 days prior to the date of the vote.

Article X - Dissolution

Section 1. The Rocky Mountain BMW Riders Club may only be dissolved by a 2/3 majority vote of the entire general membership.

Section 2. If the Rocky Mountain BMW Riders Club is dissolved, all assets shall be distributed to one or more registered Colorado nonprofit organizations and/or registered 501(c)(3) organizations designated by the Board of Directors.

Article XI - Special Initial Election

Section 1. Immediately upon adoption of these bylaws by the Steering Committee, a Special Initial election shall be conducted to elect the club's initial Board of Directors. Candidates will declare their intent and a vote shall be taken immediately.

Article XII - Charter Members

Section 1. The following list of persons came together on 30 September 2004 and in concert and consensus created the Rocky Mountain BMW Riders Club:

- A. Jim Anderson
- B. Janet Anderson
- C. Edward Padalinski
- D. Kip Rogers
- E. Susan Andrews
- F. David Zimmerman
- G. Dale Penner
- H. Roy Blakeny
- I. Richard Wright
- J. Robert Wright
- K. David Fiack
- L. Gordon Callbeck
- M. Daniel Kearney

Article XIII - Notification Procedures

Section 1. The Secretary shall notify the entire club membership of the results of any type of vote in the following manner:

- A. The secretary shall send an email to all club members who have an email address on file with the Secretary.
- B. The Secretary shall send a written document to all club members who do not have an email address on file with the Secretary.
- C. The Secretary shall ensure that the club web site is updated within 48 hours.

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D. The Secretary shall post a written document to all club bulletin boards.

E. The Secretary shall ensure that the reporting done is complete

Section 2. The minutes of all meetings of the Board of Directors shall be reported in the same manner as outlined in Article YY, Section 1.

Article XIV - Steering Committee

Section 1. The Steering Committee shall act as both an advisory board to Board of Directors and as a representative of the general membership.

Section 2. The Steering Committee shall consist of the committee chairpersons of all standing and Ad Hoc committees.

Section 3. The Steering Committee shall meet whenever deemed necessary by the members of the Steering Committee.

Section 4. No Board member may concurrently be a member of the Steering Committee.

Article XV - Privacy

Section 1. No personal information of any kind shall be distributed by any member of the RMBRC without the express written consent of the owners of said personal information.

Section 2. The club may use member email and street addresses in order to send club related information to the membership.

Section 3. Any member may request in writing that his or her email or street address be exempt from any use by the club. Said request shall be submitted to the Secretary.