



Bylaws of Central Cal BMW Riders

A California Nonprofit Mutual Benefit Corporation

1. **NAME:** The name of this corporation is Central Cal BMW Riders (CCBR).
2. **LOCATION:** The principal office for the transaction of the activities, affairs, and business of the corporation is located at 418 13th Street, Modesto, Stanislaus County, California 95354-2440. The Board of Directors (Board), by a majority vote, may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this paragraph, or this paragraph may be amended to state the new location.
3. **MEMBER CLASS:** The corporation shall have one class of members who may join under either of the following methods: 1) Any person dedicated to the purposes of this corporation, who owns or rides a BMW motorcycle, and who completes a membership application, shall be eligible for membership upon payment of such dues, fees, and assessments in such amounts as the Board, by a majority vote, may fix from time to time; 2) Any person who owns or rides a BMW motorcycle and who attends a CCBR Rally shall become by such attendance, a full and equal member of CCBR, except for the time limit for renewal of dues set in Paragraph 5.1.
 - 3.1 **MEMBER PARTNER:** One household partner of a primary member may be included on a membership application and shall be considered as a full and equal member of CCBR so long as the other partner is a member in good standing under the provisions of Paragraph 5.1. Additional family or household partners shall not be full and equal members of CCBR unless they pay such dues, fees, and assessments as are required for membership.
4. **RIGHTS:** Members, whose annual dues are paid up and are not in arrears, shall have the right to vote on the election of officers and directors, or any merger and its principal terms and any amendment to those terms, or any election to dissolve the corporation, and or any other subject presented to them for a vote at any membership meeting. In addition, the members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.
5. **DUES:** Each member must pay, within the time and pursuant to conditions set by the Board, the dues, fees, and assessments in amounts the Board, by a majority vote, may fix from time to time. Such dues, fees, and assessments shall be equal for all members, except: 1) for membership partners who pay as one member; 2) new members may be assessed fees to support actual costs as determined by the Board for new membership

processing and articles; and 3) for any persons attending a CCBR Rally as set forth in Paragraph 3.

- 5.1 FORFEIT: Each member must pay in advance of or at the General Membership meeting, or by the second Sunday of the anniversary month of the member's joining CCBR, the annual dues, fees, and assessments as set by the Board; except those persons not already members attending a CCBR Rally shall pay dues as fixed by the Board by the end of the month following the month in which the Rally is held. Dues payable for the next membership period which are not paid in full within the herein stated time limit shall become delinquent thereafter and membership shall be forfeited. Members forfeiting membership for non-payment of the annual dues may be reinstated by payment of the full annual dues at or before the second General Membership meeting after the respective anniversary month and shall retain the original anniversary month for the ensuing membership year.
- 5.2 REJOIN: Former members who want to rejoin must join as new members by meeting the membership criteria defined in Paragraph 3, inclusive, and by paying the full dues, fees, and assessments as described in Paragraphs 5 and 5.1.
6. TERMINATION: A membership shall terminate on occurrence of any of the following events:
 - (a) Resignation of a member, on reasonable notice to the corporation.
 - (b) Failure of a member to pay dues, fees, or assessments as set by the Board within sixty days after they become due and payable.
 - (c) Death of a member, except that the membership partner who has been a party to membership shall retain membership in CCBR unless he or she terminates membership in accordance with the provisions of Paragraphs 6a or 6b herein.
7. MEMBER MEETINGS: Meetings of the members shall be held at any place within or outside California designated by the Board. An annual members meeting for the purpose of electing CCBR Directors shall be held on the second Sunday of November of each year at a time to be designated by notice, unless the Board fixes another date and so notifies the members. Any other proper business may also be transacted at the annual members meeting. A special meeting of the members for any lawful purpose may be called by the President upon notification to the members.
8. MEMBER VOTING: Members entitled to vote at any meeting of the members shall be present and in good standing, as defined in Paragraph 5 herein, as of the date of that meeting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. There shall be no right to vote by proxy.
9. CAMPAIGNING: Without Board authorization, no corporate funds may be expended to support a nominee for office or director after more people have been nominated for that position than can be elected.
10. AUTHORITY: Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require approval of the members, the corporations activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

11. **BOARD:** The authorized number of directors shall be not less than seven, nor more than eleven. The Directors shall be the four duly elected Officers of President, Vice President, Secretary, and Treasurer, two to six Directors At Large, and the Immediate Past President (at his or her option). If there is no one to fill the director position of Immediate Past President, then another Director At Large shall be elected.
12. **TERM:** Directors, other than the Immediate Past President, shall be elected at each annual meeting of members. The term of office for all elected Directors shall be from January 1 after their election to next December 31. The term of office for Immediate Past President shall be only the one year after a successor is elected. The last Board meeting before the change of officers shall be a joint meeting with the outgoing Directors and the incoming Directors. However, if any such Directors are not elected at any annual meeting, they may be elected by a majority vote of the remainder of the Board.
 - 12.1 **NOMINATIONS:** Annually, three months before the annual meeting, the Board shall appoint a Nominating Committee. The Committee shall develop a slate of nominees to stand for election at the annual meeting. The goal of the Committee shall be to recommend a slate of individuals who will be qualified, prepared and motivated to serve and lead the organization in its activities in the ensuing year. The Committee shall have three members and at least two members shall be from the general membership, not currently serving on the Board. The Committee shall endeavor to canvas all persons interested in serving, assess their capabilities and qualifications, and submit a slate of at least one member for each Director position at least up to the authorized minimum of directors and optionally up to the authorized maximum. The nominated slate may include members of the Committee. The nominations of the Nominating Committee will not preclude nominations from the general membership during the annual meeting. The use of a committee for mid-year elections by the Board, resulting from vacancies as set forth in Paragraph 14 herein, shall be at the discretion of the Board.
13. **RESIGNATION:** Any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time. The Board may elect a successor to take office when the resignation becomes effective. Resignation as an officer constitutes resignation as a Director, and resignation as a Director constitutes resignation of the office held, if any. Resignation as a member constitutes resignation as a Director and an officer, but resignation as a Director or an officer does not constitute resignation as a member. The Board, by a majority vote of all Directors, may declare and accept the resignation of any Director or appointed person who does not attend two consecutive duly held meetings appropriate to the position held.
14. **VACANCY:** A vacancy or vacancies on the Board shall exist on the death, resignation, or forfeiture of membership of any Director. Vacancies on the Board or in any office may be filled by a majority vote of the remainder of the Board. The members, by a majority vote of those present and voting at the second following general members meeting, may fill any vacancy not filled by the Board.
15. **BOARD MEETINGS:** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice to the general membership of the meeting or, if not so designated, at the principal office of the

corporation. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. All meetings of the Board shall be open to any member.

16. **QUORUM:** A majority of the number of the authorized directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
17. **MULTIPLICITY:** Any number of the offices listed in Paragraph 11 may be held by the same person, except (a) the same person may not hold more than one Director At Large position, nor Director At Large and also any of the four Officer positions or Immediate Past President; (b) the President is not the Immediate Past President when elected to consecutive terms. The same person holding multiple positions is entitled to only one Board vote.
18. **APPOINTMENTS:** The responsibilities of the officers and directors shall be determined from time to time by the Board. The Board, by a majority vote of all Directors, shall appoint annually and may remove from their offices at any time the Newsletter Editor, the Webmaster, and the Rally Chair. Appointed officers are not Directors. The Board may appoint any other officers that the corporation may require. Such officers shall then be elected at the next annual meeting of members.
19. **QUARTERLY REPORT:** The Treasurer shall render to the Board, no less than quarterly in January, April, July, and October, an account of all transactions and of the financial condition of the corporation. The newsletter editor shall publish significant details from the Treasurer's account in the next respective issue of the Club newsletter, but not less than a summary consisting of Beginning Balance, Income to, Expense paid from, and Current Balance of Club bank accounts.
20. **INSURANCE:** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.
21. **RECORDS:** The corporation shall keep:
 - (a) Adequate and correct books and records of account.
 - (b) Written minutes of the proceedings of its members, Board, and committees of the Board.
 - (c) A record of each member's name and address.
22. **INSPECTIONS:** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent and any and all copying costs shall be borne by the member.

23. INCORPORATION: The corporation shall keep at its principal office the original of a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during the office hours.
24. OVERSIGHT: Every officer and director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and records of each of its subsidiaries. The inspection may be made in person or by the officer's or director's agent. The right of inspection includes the right to copy and make extracts of documents and any and all copying costs shall be borne by the officer or director.
 - 24.1 PRIVACY: No member, director, or officer shall release the original or a copy of any CCBR record, or disclose any information contained in the records to anyone who is not a member, except in the course of conducting CCBR business, as required by law, or as authorized by the Board.
25. GOVERNANCE: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular and the term "person" includes both a legal entity and a natural person.
26. AMENDMENTS: Amendments to these Bylaws may be proposed by any member at any regular membership meeting. Any amendment so proposed shall be voted upon at the next regular membership meeting and shall pass if it obtains the affirmative vote of two thirds of the members present and voting.
27. RIDER BENEFIT FUND: The Board shall establish guidelines for the CCBR Rider Benefit Fund, with distribution requirements and with provisions for regular review of the fund and its disbursement.
28. RALLY: The Board may authorize a CCBR Rally one or more times a year by appointment of a Rally Chair as described in Paragraph 18. An authorized Rally shall be designated a subsidiary of CCBR and the Treasurer shall maintain Rally financial resources separate from the CCBR treasury. The Treasurer shall render to the Board, no later than three months after each Rally, an account of all Rally transactions and of the financial condition of the Rally accounts.
29. SEVERANCE: When any part of these Bylaws is found to be unlawful or any part of the Bylaws is amended by affirmative vote of the membership, the remaining parts of these Bylaws are severable and independent and shall not be judged unlawful or invalid unless individually judged or amended. When any part of these Bylaws is found to be unlawful or any part of the Bylaws is amended by affirmative vote of the membership, any part of the Bylaws which is written to be dependent upon the part so invalid or amended must be amended by the Board at the next Board meeting and presented to be voted upon at the next regular members meeting and shall pass if it obtains the affirmative vote of two thirds of the members present and voting.

History:

In January 1990, several changes in the Bylaws were adopted.

On March 11, 1990, Paragraph 25.1 was changed/amended.

On November 8, 1992, miscellaneous corrections were adopted along with amendments to Paragraphs 11, 14, and 15, and the addition of Paragraphs 5.2, 28, and 29.

On December 13, 1992, amendments to Paragraphs 4, 5, 5.1, and 5.2 were adopted.

On March 14, 1993, the business office address was corrected in Paragraph 2.

In March 1994, the business office address was corrected in Paragraph 2.

On March 12, 2000, amendments to Paragraph 20 were adopted.

On November 11, 2001, amendments to Paragraph 11 were adopted.

On March 13, 2005, addition of paragraph titles, minor grammatical corrections, combination of old Paragraph 13 into Paragraph 15 VACANCY (causing all paragraphs after 12 to be renumbered), amendments to Paragraphs 3, 3.1, 5, 5.1, 6, 11, 12, 12.1, 14, 15, 17, 18, and addition of Paragraph 28 were adopted.

The Bylaws were last certified by Linda Satterfield, Secretary, March, 2005.