

# **BMW Motorcycle Club of Colorado**

## **Constitution and Bylaws**

**March 4, 2015**

*"The Bylaws are a living document"*

## Constitution

### Article 1 - Declarations

#### *Section 1 – Name*

This organization shall be known as the BMW Motorcycle Club of Colorado (BMWCC) hereafter referred to as “Club”.

#### *Section 2 – Purpose*

The Club is a not-for-profit social organization within which members can enjoy social activities and recreational motorcycle rides, as stated in the Club’s Articles of Incorporation.

#### *Section 3 – Intent*

This club shall be non-political and non-sectarian in all of its relationships.

#### *Section 4 – Legal entity*

The Club shall be registered with the IRS as a not-for-profit organization in a category it qualifies for.

### Article 2 – Membership

Any person who agrees to support the stated purpose of the Club may apply for membership. With the exception of the honorary membership category, at least one person for each membership category, as defined in the Club bylaws, must be licensed to operate a motorcycle in his or her state of residence. Applicants must be willing to abide by the Constitution and By-Laws, and must maintain an interest in the activities of the Club.

### Article 3 - Officers

#### *Section 1 – Elected Officers*

There shall be the following officers elected annually, also referred to as the Executive Board: President, Vice President, Secretary, and Treasurer.

#### *Section 2 - Appointed (ad-hoc) Officers*

Certain other activities, as implied in their position titles, are identified from time-to-time as necessary for furthering the goals and related interests of the Club. The Board shall recruit and appoint by vote, Club members in good standing to serve as full and equally ranked voting members of the Board and to coordinate the activities related to their titles. These individuals serve at the pleasure of the Board. These positions have no fixed term and may be added or discontinued by Board action as the Club needs are assessed.

### Article 4 – Board of Directors

The Board of Directors shall consist of the four elected officers, all appointed ad-hoc officers and any currently serving trustees.

### Article 5 – Voting Quorum Requirements

#### *Section 1 – Quorum for Board Meetings*

A quorum for full Board meetings shall be half plus one of the total Board membership, and including at least two (2) of the elected officers.

#### *Section 2 – Quorum for Membership Meetings Designated as Business Meetings*

A quorum for meetings of the general membership declared as business meetings shall be twenty (20) members and including at least two (2) elected officers and two (2) appointed officers.

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### *Section 3 – Quorum Rules Apply to*

Quorum rules apply to all voting meetings of the Club except for emergency meetings as designated in Article 6, Section 3.

### *Section 4 – One Vote per Person*

Officers serving in multiple elected or ad-hoc capacities are still entitled to one (1) vote only, except in cases where they are serving as proxy for another officer.

### *Section 5 – Who may vote*

Board members who have met the bylaws review requirement are entitled to vote at all business meetings. Non-Board Club members are entitled to vote only at monthly membership meetings and only if they have been previously announced as business meetings.

## **Article 6 – Meetings**

### *Section 1 – Membership Meetings*

The Club will maintain a once-monthly schedule of evening meetings for the general membership, at a time and place suitable for a meeting of the anticipated size. Meetings should feature guest speakers whenever possible and are intended as opportunities for camaraderie, information sharing and other social activities. On occasion, a monthly meeting may be announced in advance as having Club business to conduct, with topics and purpose published in advance. Special events such as the annual Club rally or the Club Holiday Party may be deemed as replacements for these meetings. Monthly meetings may also be cancelled or rescheduled due to unforeseen circumstances or if replaced by Club social events.

### *Section 2 – Board Meetings*

The Board will meet monthly to conduct the business of the Club. The schedule shall be published to the general membership. Club members are welcome to attend and observe Board meetings but are not active participants in these meetings except by Board invitation in advance or by being recognized by the presiding officer of the meeting. A Board meeting may be rescheduled or cancelled by Board consent in months where circumstances such as the Club rally or the Club holiday party might make it too time consuming to have multiple meetings.

### *Section 3 – Emergency Meetings*

The President, or any two (2) elected officers, or any three (3) appointed officers may call for or declare an emergency meeting to deal with unplanned or emergency situations or situations in which an immediate decision must be made which is outside of normal activities. Actions taken at such meetings do not require a quorum but are subject to full Board review to confirm or reject the actions taken, in whole or in part.

## **Article 7 – Referendum**

### *Section 1 – Calling for a Referendum*

Issues deemed to directly affect individual Club members or the core principles as defined in this Constitution, may be decided by referendum. The decision to refer a matter to referendum may be made by Board consent or by petition to the Board of any twelve (12) members.

### *Section 2 – Informing the Voters*

Potential voters must be informed of the details of the referred issues in a timely manner.

### *Section 3 – Voting on Referred Issues*

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Voting on all referred issues will be conducted by the designated Election Officer, or his or her designee, and will take place at a regularly scheduled monthly Club meeting. Voting may be by secret ballot or show-of-hands, at the discretion of the designated Election Officer.

### Article 8 – Recall and Expulsion

#### *Section 1 – Recall of Board Members*

The Board, by two thirds (2/3) majority vote, can remove a Club officer from his or her position for the following reasons:

- a. Conduct unbecoming a member of the Club.
- b. Malfeasance in office.
- c. Failure to perform the duties of his/her office in a manner acceptable to the Board.

#### *Section 2 – Expulsion of Members*

The Board, by two thirds (2/3) majority vote, can revoke Club membership and privileges for conduct unbecoming a member of the Club. Officers having been removed from office under Article 8, Section 1, may also be considered for expulsion under this section by a second two thirds (2/3) vote of the Board.

### Article 9 – Amendments to the Club Constitution

Proposed amendments to this constitution must be submitted in writing to any elected officer. Such proposed amendments must be signed by five (5) active members of the Club before being submitted. They will be referred to the Board for investigation and recommendation. Proposed amendments will then be published within sixty (60) days and will be read and voted upon at the next business meeting following publication. They shall become a part of this Constitution only if approved by a two thirds (2/3) majority of the voting members present and voting at said meeting.

### Article 10 – Parliamentary Authority

All Club business meetings shall be conducted under Roberts Rules of Order – Summary Version, a copy of which is found as addendum 1 of the bylaws. Protested business will not become binding until ruled upon by the acting Sergeant-at-Arms.

### Article 11 – Open Meetings

All Club meetings are open to all members. The Club is not obligated to provide advance notice of meetings beyond what is specified in the Constitution and Bylaws.

### Article 12 – Dissolution

#### *Section 1 – Notifications to the State*

The Club's elected officers will file any papers legally required by Federal, I.R.S. or the State of Colorado regulations when shutting down.

#### *Section 2 – Distribution of Remaining Assets*

If the BMW Motorcycle Club Of Colorado is dissolved for any reason approved by the Board, all assets shall be distributed to one or more registered nonprofit organizations and/or registered non-political and non-sectarian 501(c)(4) organizations designated by the Board.

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### Article 1 – Name

This organization shall be known as the BMW Motorcycle Club of Colorado (BMWCC) hereafter referred to as “Club”.

### Article 2 – Purpose

To provide an organization within which members can enjoy social activities and recreational motorcycle rides, as stated in the Club’s Articles of Incorporation.

### Article 3 – Membership Eligibility

#### *Section 1 – Required*

Any person who agrees to support the stated purpose of the Club may become a member. At least one person for each membership of types a), b), and d) below, must be licensed to operate a motorcycle in his or her state of residence.

#### *Section 2 – Membership categories and dues required to join or renew shall be:*

- a. Individual rider membership. Required dues: \$25.00
- b. Couples membership, including children up to the age of 16. Spouses and significant others are fully qualified members in their own right. Persons under 16 years of age will be non-voting members. Required dues: \$35.00/couple
- c. Honorary membership authorized by a vote of the Board. No dues required.
- d. Lifetime membership. Required dues: \$250.00 for individual, \$350.00 for couples.
- e. Dues are non-refundable in whole or in part.

#### *Section 3 – Membership Application Accepted*

All applications for membership are conditioned upon review and acceptance by the Club Board. Membership in the Club will be confirmed by the Membership Chairperson by delivery of a signed membership card in response to an accepted membership application and payment of the specified membership fee for the appropriate membership category as it existed at the time of joining or renewing. Changes in category in mid-year will not require additional dues or fees to be owed or refunded.

#### *Section 4 – Calendar Year*

Membership in the Club is based on a calendar year. Membership dues are payable annually and are not pro-rated for members joining at any time in mid-year. The Board is authorized to temporarily modify this requirement for the purpose of recruiting programs or under unusual circumstances. Modifications must apply to all applicants and not just specific applicants.

#### *Section 5 – Club Use of Technology*

- a. Members of the Club are presumed to at least have Internet and email access as the Club has elected to utilize this technology for most Club communications, including the distribution of the monthly newsletter. Club officers are charged with monitoring Club policies and procedures, involving the use of technologies, to assure that the Club will be able to transfer those tools and methods successfully to the members and future officers.

### Article 4 – Board of Directors

#### *Section 1 – Members of the Board*

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The Board of Directors (herein referred to as "Board") shall consist of all officers as described in Article 4 of the Constitution.

### *Section 2 – Current Ad-Hoc Officer Positions*

The currently authorized ad-hoc officer positions, in alphabetical order, are: Membership Chair, Newsletter Editor, Pass Bagger Program Manager, Rally Master, Ride Book Editor, Rides Coordinator, Social Director, Store Manager, Trustee(s), Volunteer Coordinator and Web Master.

### *Section 3 – Voting*

Each Board member shall have one (1) vote at Board meetings as described in Article 5, Section 4 of the Constitution. If unable to attend, a Board member may authorize another Club member to act and vote in his or her stead by virtue of submitting a proxy authorization to the Board. This authorization must specify the meeting or meetings for which it applies, be in writing, be signed by the Board member and be delivered to the Board either prior to or at the time of the meeting.

### *Section 4 – Proxy Authorizations by Email*

Proxy authorizations in the form of an email from the Board member and delivered electronically to an elected Board member either prior to or at the time of the meeting, will be considered an acceptable replacement for a written and signed authorization.

## **Article 5 - Elections and Governance**

### *Section 1 – Qualifications of Elected Officers*

- a. Candidates for elected office must reside in Colorado, be members in good standing of the Club for at least six (6) months, be sixteen (16) years of age or older, and own and be licensed in Colorado to operate a motorcycle.
- b. Candidates for the office of President must own and operate a BMW brand of motorcycle.
- c. Candidates for the office of Treasurer must agree to allow the Board to order and review, in confidence, a background check and credit report which shows favorable standing.

### *Section 2 – Election of Officers*

- a. Requirements of this section apply to all officer elections, whether taking place at the normally prescribed time or on a delayed election schedule.
- b. All aspects of the process of nominating and electing of officers are to be handled by a non-elected officer of the Board, appointed on or before July 1<sup>st</sup> and announced to the membership as the person designated by the Board for such duties. This person may be referred to herein as the "nominating committee" or "Election Officer" and may be a sole individual or multi-person committee, as might be required at his or her discretion. All potential candidates must be certified by and announced as "qualified" by the nominating committee.
- c. Candidates may be nominated by themselves or by another member, at any time starting July 1<sup>st</sup>, up to and including the evening of formal candidate presentations as described in this Article 5, Section 2 (e.).
- d. Nominees must indicate their willingness to run for office to the nominating committee and to be announced as qualified candidates. This may be done in person or in writing or by email to the nominating committee or by verbal confirmation by at least three (3) other members.
- e. The full membership becomes involved in the prescribed election process at the September membership meeting, with the goal of electing officers in the month of October. The

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nominating committee will have accepted nominations prior to this time and will start this process by performing the following:

- i. Ask for and validate any further nominations for elected offices from the floor.
- ii. Close the nominations for each of the four (4) offices which have at least one nominee.
- iii. Announce the names of all candidates and what position they are running for.
- iv. Identify which offices are contested, which are unopposed, and which lack candidates.
- v. Declare unopposed candidates as winners for their respective positions.
- vi. Extend the nomination period for one (1) month for any open positions.
- vii. Announce an email voting period of one (1) week duration, starting eight days prior to the next monthly membership meeting and ending the day before that same membership meeting.
- viii. Broadcast all of the above details to the full membership as soon as possible but no later than forty-eight (48) hours later.

### *Section 3 – Voting Process Details (Normal Schedule)*

- a. Voting shall be conducted by email with the winner receiving a majority of validated votes received within the designated voting week.
- b. Term of office for elected officers shall be 1 calendar year beginning January 1<sup>st</sup> following their election.
- c. Monthly membership meetings where nomination or election activities are scheduled for and held will automatically be classified as business meetings.
- d. All emailed votes will be validated or disqualified against the existing membership list with one vote per member, received in the prescribed voting period and with the information stated in the subject and body as prescribed in the bylaws.
- e. Requirements of a valid emailed vote
  - I. Must be from the voter's own email address and not have been submitted by another person acting "on behalf of".
  - II. The vote must be sent to the announced email address designated to the election.
  - III. Must state the name of each candidate being voted for and the position for that candidate.
  - IV. IMPORTANT – The body of the email must state the voter's name.
  - V. IMPORTANT – If the membership category is "couples", the body of the email must also contain the other adult member's name.
- f. The election officer will attempt to notify the sender of a disqualified vote by "Reply".
- g. All votes are considered to be secret and are to be protected as such.
- h. In the absence of candidates for elected officer positions in time for inclusion at the prescribed September membership meeting, that position or those positions are subject to the delayed election schedule.
- i. The nomination committee is to publish the meeting dates for candidate announcements and officer elections by a broadcast email message sent to Club members at least 30 days prior to any election date.
- j. The Newsletter Editor is to include reminder notices and general election information, as it is available, in the August, September and October newsletters, but failure to meet the Newsletter requirement should not delay the election schedule.

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- k. Officers elected, affirmed, or appointed in mid-term to fill a vacant position, shall serve only through the end of the year they take office, unless they are re-elected.
- l. Officers are not term-limited.
- m. Article 5, Sections 3d, 3e and 3f are deemed to have been satisfied if the voting is conducted using the web-based application named "Vertical Response" or an equivalent web-based application.

### *Section 4 – Procedures for Delayed Election Schedule*

- a. If no qualified candidate can be identified for a particular elected position in time for the required nomination and notification periods, the election for the remaining positions which do have candidates will take place as previously announced.
- b. At the election meeting, the Board will declare the position "open" and announce a thirty (30) day recruiting period to identify a fully qualified candidate or candidates.
- c. If no qualified candidate comes forward during the thirty (30) day period, the Board will declare the position "vacant" and will now assume the responsibility of filling the position by appointment.
- d. If only one qualified candidate comes forward during the thirty (30) day period, he or she will automatically be affirmed as winner.
- e. If two (2) or more candidates come forward during the thirty (30) day period, the nominating committee will schedule and announce an election.
- f. Procedures and schedules for the 2013 election will be set and announced by the Board.

### *Section 5 – Ad-Hoc Committee Chairpersons*

- a. The President shall appoint, with a confirming majority vote of the Board, chairpersons of committees necessary to assure that the Club meets its purpose as stated in Article II of these bylaws.
- b. All ad-hoc chairpersons serve at the pleasure of the Board.

### *Section 6 – Proxy Voting*

(The requirements of this section are hereby suspended. Voting by email has eliminated the need for proxy voting for Club officers. Should the Club choose to return to voting in person at monthly Club meetings, this section again takes effect.)

- a. Members in good standing and in attendance at the officer election meeting are entitled to vote.
- b. If unable to attend, a member may authorize another member to act and vote in his or her stead by virtue of submitting a proxy authorization to the person designated as proxy. This authorization must specify the name of the designee, the meeting for which it applies, be in writing or email, be signed by the absent member (not required if by email), and be presented to the Election Officer the night of the election.
- c. One member may act as proxy for no more than one other member.
- d. Soliciting permission to act as proxy for another member is prohibited.

### *Section 7 – Board Vacancies*

- a. A member of the Board who chooses to resign should submit a written resignation to the Board. If the position is other than the President, the remaining Board shall declare the position "vacant" and appoint a replacement by majority vote. Said replacement will serve the full remaining term of the person who resigned.
- b. In the absence of a written resignation, a majority vote of the Board to declaring the position "vacant" shall suffice to establish the vacancy.



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- c. If the vacant position is that of President, a full election process, as described in Article 5, Section 4 (Delayed Election Schedule), is required to fill the position.
- d. Procedures and schedules for the 2013 election will be set and announced by the Board.

### Article 6 – Primary Duties of Board Members

#### *Section 1 – The President shall,*

- a. act as Board Chairperson and preside over Club, Board and Business meetings.
- b. at the first Board meeting of each new year, conduct a review of the Club bylaws with the Board. Completion of this review will be mandatory before any members new to the Board, or entering in mid-year, are entitled to vote. The President is responsible for completing this mandatory voting requirement for new Board members in a timely manner so as not to deprive them of their voting rights.
- c. recruit and appoint, with a confirming majority vote of the Board, the Chairpersons of ad-hoc committees.
- d. be the spokesperson for the Club in an official or executive capacity.
- e. provide information to the Newsletter Editor related to the Club activities.
- f. coordinate Club activities with other officers and members of the Board.
- g. write a monthly “From the President” letter for the Club newsletter.
- h. be responsible for the timely posting of all Club activities and meetings, in accordance with the requirements of the bylaws.

#### *Section 2 – The Vice President shall,*

- a. in the absence of the President, preside at meetings of the Board and the Club.
- b. assume the duties of the President if the President is unable to perform duties of that office.
- c. succeed the President if the President becomes unavailable to serve or is incapacitated.
- d. utilize Roberts Rules of Order – Summary Version, attached as addendum 1 to these bylaws, as a guide in being the parliamentary authority at all proceedings. Should the summary version not address the issue adequately, the full version of Roberts Rules, 11<sup>th</sup> Edition, will take precedence.
- e. act as Sergeant-at-Arms at Club meetings to maintain decorum at all times.
- f. by no later than July 1st, be responsible for identifying and establishing a nominating committee, chaired by a currently serving non-elected Board member who is himself or herself not running for elected office to manage all activities relating to nominations and voting of the Club in a timely and accurate manner. This chair shall be referred to in these bylaws as the Nominating Committee Chair and the Election Officer. These duties may be delegated if necessary and may be performed by one person or a committee, at the officer’s discretion.

#### *Section 3 – The Secretary shall,*

- a. capture and maintain a written log of all Board and Business meetings and arrange for this to be done if unable to attend.
- b. submit the previous month’s minutes at the Board meetings for board approval by vote.
- c. be the registered agent for the Club and be responsible for filing corporate reports to the Secretary of State.
- d. provide all approved meeting minutes, in electronic Microsoft Word form, to the Web Master for posting online in a timely fashion. This provision is activated only when and if the Club provides

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secure access for members only to a webpage requiring a member's name and password for access. The practice of posting minutes online is strictly forbidden until members-only capability is in place.

- e. maintain the master copy of the current bylaws in at least two (2) physical site locations.

### *Section 4 – The Treasurer shall:*

- a. perform the duties of Controller for the Club to maintain sound financial practices.
- b. be in charge of and maintain the Club bank and Paypal accounts in good order.
- c. maintain a set of accounting records (“the books”) in good order using sufficiently current tools supplied and purchased by the Club for this purpose.
- d. maintain a written schedule of all filings required of the Club by law, and their due dates, and publish it to the Board.
- e. assure the reception, receipt, recording and reporting of all moneys paid or received by the Club.
- f. prepare timely financial reports for presentation to the Board.
- g. prepare a forecast annual budget for the next calendar year, including a list of all assumptions made, to be presented to the Board no later than November 15th.
- h. be available to the Board to answer questions as they attempt to review, adjust as determined necessary, and approve the forecast budget at the subsequent Board meeting.
- i. be prepared at each Board meeting to report where the Club stands with regard to the Club forecast budget to date.
- j. participate in the Top O’ the Rockies Rally budget and financial operations only to the extent as described in Article 10.
- k. prepare and file on behalf of the Club, all federal, state and IRS reports and filings required of the Club, in a timely fashion and with appropriate communication with the Board at all times.
- l. authorize the use of debit cards only on Club accounts and prohibit the use of credit cards for Club business, except that personal credit cards may be used for Club related expenses and then reimbursed to the individual via submission of an expense report.

### *Section 5 – The ad-hoc committee Chairperson of Membership shall,*

- a. maintain current membership records in a timely manner
- b. determine that new and renewing applicants have provided the required fees and documentation to qualify for membership.
- c. confirm membership of new applicants or renewals upon receipt of the required forms and fees, by:
  - i. Delivering a signed membership card and Ride Book.
  - ii. Entering or updating the member’s records in the Club database.
- d. administer pro-active membership renewal and recruitment programs.
- e. maintain a list of the three past Club Presidents and certify their eligibility to have Trustee status.

### *Section 6 – The ad-hoc committee Chairperson of Newsletter Editor shall,*

- a. gather and edit newsworthy articles for publishing in the monthly newsletter.
- b. post all notifications and announcements promptly upon receipt.
- c. construct the content and publish the newsletter in .pdf format via the website, coordinating with the Web Master on technical publishing requirements.
- d. submit all bills related to the newsletter to the Treasurer for payment or reimbursement.

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- e. coordinate any Club related paid advertising activities as the Board may authorize from time to time.
- f. send broadcast email to membership announcing availability of current newsletter online.
- g. maintain copies of advertising materials, including advertising artwork requirements.
- h. work with other Board members needing information from the membership database.

### *Section 7 – The ad-hoc committee Chairperson of Rally Master shall,*

- a. plan and manage the annual Top O' The Rockies rally on behalf of the Club while adhering to all documented Board directives.
- b. identify and appoint team leaders for major tasks such as registration, security, facilities, field events, Club sales, music, and rally promotion.
- c. work directly with the venue point-of-contact and town officials to coordinate with the host venue and their regulations.
- d. Coordinate with the Club Treasurer in the collection of monies and the payment of bills related to the rally in a manner acceptable with Board and Club Treasurer's guidelines.
- e. oversee the capture and recording of all records and reports needed to identify those who have pre-registered for the rally.
- f. (deleted)
- g. write and submit news articles, before and after the rally, to be published in the newsletter.
- h. on or before the second weekend following the close of the rally, host a Rally Master's rally review meeting, or meetings, the purpose being to depose each team leader regarding which policies and procedures were successful and which need revision. The discussions and recommendations from this review will become part of the annual Rally Master's report.
- i. no later than September 30<sup>th</sup>, prepare and submit to any Club elected officer, the annual Rally Master's Report for the Board's review, to contain the following elements:
  - i. a final report detailing the current year rally's performance against budget projections.
  - ii. a detailed forecasted budget for the next year's rally expenses.
  - iii. a statement of the base assumptions which were used in the forecast.
  - iv. a statement of policies used this year and any recommended changes for the coming year.
- j. upon leaving office for any reason, discontinue use of and turn over all documentation, debit cards, banking materials and other miscellaneous records relating to rally activities to an elected Board member.

### *Section 8 – The ad-hoc committee Chairperson of Ride Book Editor shall,*

- a. be responsible for all aspects of the gathering of content, book design, layout, and printing of the annual ride book.
- b. create and maintain annual advertising rate schedule.
- c. maintain copies of advertising materials, including advertising artwork requirements.

### *Section 9 – The ad-hoc committee Chairperson of Rides Coordinator shall,*

- b. host an annual planning meeting for creating the Club's scheduled rides events calendar.
- c. identify ride leaders for each scheduled riding event and gather and maintain contact information from them.
- d. working with ride leaders, identify all pay-to-enter rides and have budgets prepared for each no later than 90 days prior to the ride. Submit budgets to the Treasurer for review.

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- e. create and maintain the calendar and details of riding events and ensure that appropriate information is submitted to the Ride Book Editor, the Newsletter Editor, the Webmaster and the Social Activities Chairperson (if needed) in the most timely way possible.
- f. coordinate riding activities with ride leaders and related volunteers.
- g. coordinate overnight Club activities with the Social Activities Chairperson.
- h. work with the Treasurer in reporting to the Board on financial outcomes following pay-to-enter Club sponsored rides.

*Section 10 – The ad-hoc committee Chairperson of Social Activities shall,*

- a. maintain the calendar of all social events and ensure that appropriate information is submitted to the Newsletter Editor and Webmaster as required for publication in a timely fashion.
- b. plan non-riding activities for the Club.
- c. coordinate any overnight Club activities with the Rides Coordinator Chairperson.

*Section 11 – The ad-hoc committee Chairperson of Club Store Operations shall,*

- a. seek Board approval for adding new items for sale through the Club store.
- b. seek Board approval for new artwork to be used on clothing or goods.
- c. work with Designers and Vendors and utilize preferred vendors when directed by the Board to do so. When not working with preferred vendors, prepare detailed RFPs (Request For Proposals) to be used in seeking up to three competitive bids for the production of the items in question.
- d. estimate quantities for all items based on anticipated sales over time.
- e. organize, store and inventory all items.
- f. find reasonably priced and located storage facilities for Club materials.
- g. arrange for transportation of sale materials to and from the annual Club rally.
- h. recruit and train volunteers, as needed, for all store operations.
- i. keep records of all sales and activities and prepare detailed reports for the Board.
- j. maintain good communication with Vendors, Board and members.
- k. from time to time, offer items for sale at monthly Club meetings.

*Section 12 – The ad-hoc position(s) of Trustee(s) shall,*

- a. be filled by the 3 most immediate past presidents of the Club, if they remain members in good standing of the Club and are willing and available to serve.
- b. serve for a term of office of up to 3 years but can be appointed with Board approval beyond this time if they are not displacing an eligible and willing past president.
- c. assist in the orderly transition of officers to their new roles and provide historical perspective during the conduct of business.
- d. In the event of a vacancy in Trustee positions, the President may fill up to two vacancies by appointment from the membership, with a confirming majority vote of the Board, for the remainder of the term(s) being filled.
- e. A past president who has declined his or her eligibility for a trustee position for any reason is deemed to have declined it for the full or remainder of the three year term. That person may be re-appointed to a trustee position under this Section 12, sub-section d, above.

*Section 13 – The ad-hoc position of Webmaster shall,*

- a. be responsible for all activities related to or involving the Club website and Club email hosting.

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- b. actively manage the activities of any outside contractors working on the website.
- c. assist the Board in choosing the best and most cost efficient hosting facility when needed.
- d. be actively engaged in website design issues or, with Board approval, hire outside expertise where needed.
- e. advise the Board on proposed changes or additions to the Club website and install them when needed.
- f. maintain and deliver to the President a complete monthly updated written record of any and all user names and passwords, lists of software applications being used, names of key outside contacts, and other information needed for someone else to assume these responsibilities should the Webmaster be incapacitated or totally unavailable in any way.
- g. maintain the web-based club calendar.
- h. work with the appropriate Chair persons to audit the informational and operational content of web pages and assure that it is current.

### Article 7 – Additional Considerations While in Office

#### Transition Considerations

Board members are asked to bear in mind at all times that this is a volunteer organization and as such, the elected and appointed officers will change regularly. Therefore:

- a. sharing, in written form, the wisdom and knowledge of the key activities of your position will be a big contribution to the Club's future success.
- b. while in office, you should avoid the adoption of brand new or advanced technologies which your successor will not likely to be able understand or manage to use.
- c. as you step down, your assistance in helping with a smooth job transition will be of great benefit to the Club, and much appreciated.

### Article 8 – Annual Dues & Membership Fees

#### Section 1 – Setting of Membership Fees

Payment of a membership fee is required for all memberships excepting Honorary, and is determined by category at the time of payment and not by date of payment. The amount of fee required is to be reviewed by the Board from time to time and to be based upon the Board's assessment of what is required to support Club solvency.

#### Section 2 – Change of Membership Fees

If the Board determines a change is needed, notice that membership fee changes will be voted upon at the next monthly Club meeting must be published at one (1) month prior to the meeting. That change must then be ratified by majority vote of the members attending the meeting. Changes to dues and fees will be effective on January 1st following the election. Members will not be affected retroactively by changes to membership fees.

#### Section 3 – New Membership Fees Into Effect

In the event of a dues change being so ratified, the Board, at its discretion, may offer renewals at the prior rate in order to encourage early renewal prior to January 1st.

### Article 9 - Business Meetings

#### Section 1 – Business Conducted at Business Meetings Only

## **Bylaws**

All Board meetings are by definition, business meetings. Board meetings are held monthly according to a schedule posted to all Board members by email and to the full membership on the Club web page. Additional non-emergency Board meetings may be called at any time by the President or by any two members of the Board, by announcement in a Club newsletter or by email notification to all members, or both, published at least five (5) days in advance of the meeting.

### *Section 2 –*

All changes in the Club Constitution and/or Bylaws, replacement of officers, and other matters of major importance to the Club shall be decided at business meetings.

### *Section 3 –*

The Board may, at its discretion, designate a monthly membership meeting as a business meeting, by announcement in the Club newsletter or by email notification to all members, or both, published at least five (5) days in advance of the meeting.

## **Article 10 - Top o' the Rockies Rally**

### *Section 1 – The Annual Rally*

Top O' the Rockies Rally is a registered trade name of the BMW Motorcycle Club of Colorado.

### *Section 2 – Date Rally to be Held*

The rally will be held on a weekend in July of each year.

### *Section 3 – Who May Attend*

The rally will be open to all members of the Club, their guests, motorcycle enthusiasts riding all brands of bikes and any other interested parties who pay the fee, sign the liability release, and agree to observe rally and venue regulations.

### *Section 4 – Required to Pay the Rally Fee*

All rally attendees, including Club members volunteering their time, will pay the regular rally fees, except in special circumstance as determined by the Rally Master.

### *Section 5 – Spending Authorization*

The Rally Master is authorized to expend rally operational funds only to the extent authorized by the Board based on the rally budget unless special authorized permission is granted by the Board President and Treasurer.

### *Section 6 – Vendor Policies*

All policies and procedures affecting vendors, including application procedures, approval, registration fees and/or rally attendance fees, operating restrictions, preferential placement, limitations of services or materials for sale, hours of operation, venue restrictions, etc., shall be subject to compliance with the written rally policies of the Board and be implemented by the Rally Master in good faith and in the spirit of the policy. Policies must respect what is in the best interests of our paying guests, the Club, and the vendors.

### *Section 7 – Disposition of Net Proceeds*

Any use of rally proceeds, for purposes other than the payment of direct costs of putting on the rally, must be authorized by the Board.

## **Article 11 - Club Mailing Address**

The official mailing address of the Club is: PO Box 742, Morrison, CO 80465-5742.

## **Bylaws**

### **Article 12 - Club Bank Accounts**

#### *Section 1 – Club Bank Accounts*

##### *I. Selection of Banking Institution*

The Club's banking institutions will be chosen by the Treasurer, with the consent of the President.

##### *II. Authorized Check Signers*

Authorized signers on Club accounts shall be President, Vice President, Treasurer, and Secretary except as noted in this Article 12, Section 2 (I.), pertaining to the Rally Bank Account.

##### *III. Signature Requirements*

Two authorized signatures are required on checks over \$1000.00.

#### *Section 2 – Rally Bank Account*

##### *I. Authorized Rally Account Check Signers*

Authorized signatures on Rally account checks are the President, Treasurer, and Rally Master.

##### *II. Signature Requirements*

Two authorized signatures are required on checks over \$1000.00.

### **Article 13 - Affiliations**

If the Club affiliates with any organization, it automatically implies the following:

#### *Section 1 – Mutual Promotion*

The Club will promote individual membership with the affiliate and will cooperate with affiliate activities.

#### *Section 2 – Exchange of Activities Information*

The President will provide the affiliate with information regarding Club activities for inclusion in their publications.

#### *Section 3 – Board Approval Required*

Official and public Club affiliations shall be approved the Board.

### **Article 14 – Approval of Bylaws Revisions**

Changes to provisions of these bylaws shall take effect on a date specified or, if no date is specified, the date they are voted in, by receiving a majority vote of the voting members present at a business meeting.

### **Article 15 – Precedence**

Bylaws must not contradict provisions in the Constitution. In the event that provisions in the bylaws conflict with the Constitution, the Constitution will take precedence until the documents are changed to correct the problem.

### **Article 16 – Ratification**

As this Club had previously been governed by virtue of bylaws only, and a constitution-bylaws format did not previously exist for this Club, voting to ratify the newly proposed bylaws will constitute acceptance of and the adoption of this constitution along with the newly revised bylaws, effective immediately upon ratification in this year, 2013.

## Appendix 1

### RobertsRules.org | Robert's Rules of Order - Summary Version

#### For Fair and Orderly Meetings & Conventions

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!  
Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate can not begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair!  
Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!
- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!



## Appendix 1

# The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble can not be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session

## Appendix 1

- **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred
- **Informal Consideration:** Move that the assembly go into "**Committee of the Whole**" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

## Appendix 2

### BMWCC Officer Voting Timeline and Steps

