

By-Laws of the River City Beemers

Amended November, 2009

Article I – Name

The name of the club shall be the River City Beemers.

Article II – Object

1. The purpose for which this club has been formed is to promote BMW motorcycle riding and fellowship with other riders.
2. To establish and maintain mutually beneficial relationships with BMW Motorrad dealers, service and parts centers and fellow BMW Motorrad clubs.
3. To maintain the highest standard of operation and performance of the BMW Motorrad marque by sharing and exchanging technical and mechanical information.
4. To share and promote the highest courtesy and safety on the roads.

Article III – Powers, Corporate Logo and Badge

Section 1 – Powers. Subject to the Articles of Incorporation, these by-laws, the general non-profit law of the State of California, and all other applicable laws of the State of California, or of the United States of America, all corporate powers shall be executed by and under the authority of, and the business and affairs of this organization shall be conducted by, the Board of Directors and the officers of this organization.

Section 2 – Corporate Logo. The Logo of the organization shall be circular in form and shall be inscribed with the name RIVER CITY BEEMERS and shall contain a stylized image of a BMW Motorcycle and the capitol building. The Board of Directors may submit for approval changes to the Logo at any regularly scheduled club meeting. The new Logo is approved by a majority vote of the members present at the meeting.

Section 3 – Badge. The official badge shall contain a rendition of the Corporate Logo.

Article IV – Board of Directors

The powers of the club shall be vested in the Board of Directors consisting of the following members of this club:

- a. Four (4) officers; President, Vice President, Secretary and Treasurer.
- b. Ten (10) directors.

Article V – Election

Section 1 – Elections will be held during the regularly scheduled meeting in the month of November with the duly elected officials taking office effective January 1.

Section 2 – Nominations of elected officials shall be by a committee selected by the current President from the Board of Directors and, in addition, nominations shall be called from the floor at the regular October Club meeting. The nominations duly made shall be presented to the membership for each office and shall be voted for at the annual meeting. A quorum for the conduct of club business will consist of members present at the annual meeting. The candidates for President, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Directors receiving a majority of the votes shall be declared elected as Directors.

Section 3 – The tenure of office for elected officers (President, Vice President, Secretary and Treasurer) shall be for a period of one year. The tenure of office for Directors shall be for a period of two years. Five (5) Directors shall be elected each year.

Section 4 – The Officers and Directors, so elected shall constitute the Board of Directors.

Section 5 – A vacancy in any Officer or Board of Directors position shall be filled by majority action of the remaining members of the Board of Directors. Any Officer or Director so elected shall serve for the remaining term of the person they replace.

Section 6 – All officers may be re-elected annually. All Directors may be re-elected every two years.

Article VI – Officer and Director Duties

Section 1 – The Duties of the Board of Directors Shall Be:

- a. To conduct, manage and control the affairs and business of the club in conformity with these by-laws to benefit the majority of the members.
- b. To approve the Club annual budget.
- c. To approve any expenditure of funds in excess of two hundred and fifty dollars (\$250.00) before such expenditure may be made.

Section 2 – The Duties of President Shall Be:

- a. Exercise general supervision over the business and affairs of the club.
- b. Preside at all meetings of the club and Board of Directors.
- c. Call all meetings as required.
- d. Make appointments including committees as required.
- e. Prepare and submit to the Board of Directors for approval an annual budget.
- f. At his/her discretion, can co-sign all checks issued by the Treasurer for the club.
- g. Appoint a committee that will be responsible for conducting a yearly audit of club

finances.

- h. Report business of the club to the membership at the regular monthly meetings.
- i. Acts as an ex-officio member of all standing committees and temporary committees except the Nominating Committee.
- j. Executes all documents and correspondence in the name of the club as authorized by the membership or the Board of Directors.
- k. To perform other duties as are usual to a presiding officer.

Section 3 – The Duties of Vice President Shall Be:

- a. In case of the absence or disability of the President, the Vice President shall take his place and perform his duties. In case of the President and Vice President both being absent at a meeting, a member of the Board of Officers Directors will be selected to act at such meetings.
- b. To assist the President and/or the Board of Directors in any manner that the President or the Board may direct.
- c. To keep and maintain the official calendar of RCB events, and to work closely with the Board of Directors and Event Sponsors to ensure RCB has a coherent annual program which meets the various needs of its members.

Section 4 – The Duties of Secretary Shall Be:

- a. To keep a full and complete record of the Board meetings of the Club and to present the records to the Board as requested. If the Secretary is not present at a meeting, the presiding officer will appoint a secretary pro-tem to perform the duties at such meeting.
- b. To maintain a listing of the names and addresses of all club members.
- c. To prepare correspondence at the direction of the President.
- d. To accomplish other duties required of the Secretary by these By-Laws, or other applicable laws.
- e. To chair the By-Laws Committee
- f. To prepare and distribute such notices as required by these by-laws and which the Board deems necessary for the edification of the club members.

Section 5 – The Duties of Treasurer Shall Be:

- a. To receive and safely keep all money of the club and deposit same in the name of the club in such bank as the Board of Officers may designate.
- b. Sign all checks issued by the club.
- c. To keep a full and accurate account of the receipts and disbursements of the club and to render a statement of accounts of the financial condition of the club at each Board meeting.
- d. Maintain a voucher for all indebtedness which are paid or will be paid until audited by the auditing committee.
- e. To keep records and books of account reflecting the financial condition and operation of the organization.
- f. Maintain a PayPal™ account.

- g. To furnish during the last four (4) weeks of the term of office, or upon request of the Board of Directors, to any auditor designated by the Board of Directors, all financial reports and/or books and statements as provided in the By-Laws, and cause a report to be issued to the Board.
- h. To secure from each event organizer a budget of the yearly anticipated income and expenses for all RCB functions and to compile and submit a consolidated budget to the Board of Directors for approval. A progress report of said budget shall be submitted to the Board at least quarterly.
- i. Assist the audit committee in performing an annual audit.
- j. Prepare, or have prepared, all required federal and state tax filings.

Article VII – Removal of Elected Official

Section 1 – Any officer or director of the club may be recalled by the membership at a special meeting called for the purpose by written request of ten members in good standing, or the President, following the giving of five (5) days notice to all members. This notice is to be given by the Secretary or the President.

Section 2 – No officer or director shall be removed from office unless for a good cause as shown by affirmative vote of not less than three fourths of the members present at the special meeting.

Article VIII – Appointed Positions and Duties

The President shall appoint one club member to each the following positions.

Section 1 – Membership Administrator - The Duties of Membership Administrator Shall Be:

- a. To distribute application forms to prospective members.
- b. To process and record said applications and necessary membership data.
- c. To present to the Board all prospective members and to notify the newsletter editor of the names of new members to be published upon their acceptance.
- d. To greet and introduce new members and guests at all RCB functions and promote participation of new members.
- e. To maintain the master list of all members and their respective membership classifications.
- f. To provide monthly updates of the membership information to the Secretary.
- g. To provide monthly updates of mailing and email addresses of all members to the newsletter editor.
- h. Send out membership renewal notices, record renewals and terminations, and deliver all monies collected to the Treasurer.
- i. Make monthly membership reports to the Board of Directors.

Section 2 – Newsletter Editor - The Duties of the Newsletter Editor Shall Be:

- a. The Newsletter Editor shall write, edit and distribute a monthly newsletter to members and such others as approved by the Board of Directors.
- b. Consider all membership contributions.
- c. Send advance copies of the newsletter to all Board members for review at least 4 days prior to publication.
- d. Final editorial decisions will be that of the Newsletter Editor.

Section 3 – Webmaster - The Duties of the Webmaster shall be:

- a. Maintain the official club website
- b. Monitor all entries in the forum to ensure no entries are prejudicial to the welfare, interest, reputation or character of the club.
- c. Maintain a current list of Officers and Directors on the website.
- d. Publish the club calendar.
- e. Provide access to an electronic copy of the current membership application form.
- f. Work with the Treasurer to maintain access to the PayPal™ account through our website.

Article IX – Membership

Section 1 – The membership of this club shall be of one open class. Any person who is dedicated to the purposes of this club and owns or rides a motorcycle and who completes a membership application shall be eligible for membership, upon payment of such dues and fees as the Board may fix from time to time.

Section 2 – The living partner of a member shall be considered as a full and equal member of the River City Beemers so long as the other partner is a member in good standing under the provisions of these by-laws. Additional family or household members shall not be full and equal members of the River City Beemers unless they pay such dues, fees and assessments as are required by full membership.

Section 3 – A membership shall terminate on occurrence of any of the following:

- a) Resignation of a member, on reasonable notice to River City Beemers.
- b) Failure of a member to pay dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable.
- c) Death of a member, except that a living partner who has been a party to a membership shall retain membership unless he or she terminates membership in accordance with the by-laws.

Section 4 – Members shall have the right to vote on the elections of officers and directors, or any other subject presented to them for a vote at any monthly Club meeting.

Section 5 – The Board of Directors is required to submit to the membership for approval, at a regularly scheduled monthly club meeting, any merger between River City Beemers and any other organization or entity. The Board must notify the membership that there will be a vote

on the merger at least ten (10) days before the regularly scheduled monthly meeting. An affirmative vote of a majority of the members present at the meeting shall constitute approval of the merger.

Section 6 – Each member must pay, within the time and on the conditions set by the Board, the yearly dues, fees and assessments in amounts to be fixed from time to time by the Board. Such dues, fees and assessments shall be equal for all members, except 1) for living partners who pay as one member, and 2) except that new members may be assessed fees to support cost as determined by the Board for new membership processing and articles.

Section 7 – All membership applications shall be considered approved unless the Board of Directors rejects an applicant for membership by a majority vote. The Board of Directors shall have the power, by majority vote, to suspend for such period and upon such terms as it may propose, or to expel and forfeit the membership of any member for conduct which, in its opinion, is likely to be prejudicial to the welfare, interest, reputation or character of the club.

Article X – Non-Discrimination

This club shall not discriminate against any person on the basis of Race, Color, or Religion.

Article XI – Remuneration

All RCB officer, director, committee, and organizer positions, and all other positions not mentioned are volunteer positions with no compensation.

Article XII – Dissolution

In the event the club is dissolved, after servicing all RCB obligations, any remaining funds shall be distributed to a 501(c)(3) organization selected by the Board.

Article XIII – Club Meetings

Section 1 – The Club shall hold a regularly scheduled monthly meeting at a time and location as determined by the Board of Directors. A quorum for the conduct of club business will consist of members present at the regular meetings.

Section 2 – An annual meeting of this Club shall be held in November of each year, at which time the election of officers and Directors to serve for the ensuing year(s) shall take place.

Section 3 – Special meetings of the club may be called, with a minimum of twenty-four (24) hours notice, by the President. The President must call a special meeting of the club upon written request of three (3) or more members of the Board of Directors.

Article XIV – Board of Directors Meetings

Section 1 – Meetings of the Board of Directors shall be held on a regularly monthly schedule at such time and place as the President shall determine. A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum to form the Board for the transaction of business.

Section 2 – Special meetings of the Board of Directors may be called, with a minimum of twenty-four (24) hours notice, by the President or upon the request of two (3) members of the Board of Directors.

Article XV – Amendments of by-laws

Section 1 – These by-laws may be altered, amended and or repealed, or new by-laws may be adopted at any regularly scheduled Board of Directors meeting by an affirmative vote of two-thirds (2/3) of members present at the meeting.

Section 2 – On all questions as to the construction of these by-laws, the decision of the Board of Directors shall be final and conclusive.

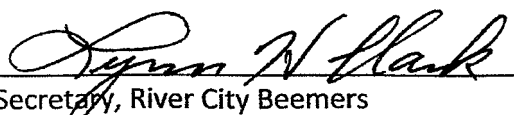
Section 3 – Items of interest which are not covered by these by-laws, and it is the opinion of the Board of Directors that action must be taken to perform in the best interest of the club, the Board is empowered to act on these items and report to the membership their action.

Adopted:



President, River City Beemers

Date: 11/14/09



Secretary, River City Beemers

Date: 11/14/09