

GENERAL BY-LAW

BMW Club of Canada, Trillium Chapter

ARTICLE I – THE CLUB

The corporation, which is an Ontario corporation without share capital, is in this General By-law referred to as the "Club". This comprises the By-laws of the Club.

ARTICLE II – IDEALS

The ideals of the Club are:

1. To foster, by social and other activities for its members, the camaraderie, good will and fellowship engendered by owning BMW automobiles.
2. To promote the sharing and exchange among the members and with others of technical and mechanical information concerning the maintenance and performance of BMW automobiles
3. To establish and maintain for the Corporation and its members mutually beneficial relationships with the BMW werks, BMW Canada or the other factory authorized distributor from time to time of BMW automobiles in Canada, and BMW dealers and service sources in Canada and elsewhere, to the end that the BMW marque shall prosper and continue to enjoy its position in performance car history.
4. To organize, promote and conduct performance driving schools, and other driver education courses and events, for the members, with or without others, with a view to them becoming better automobile drivers.
5. To organize, promote and conduct automobile racing schools and automobile racing events, and other performance driving events, for the members to participate in, with or without others.
5. To co-operate and exchange ideas with other BMW Automobile Clubs, and other organizations, throughout the world.
6. To conduct activities in co-operation with other automobile owners clubs as and to the extent from time to time authorized by the directors.
7. To carry on such other activities as the directors from time to time consider will be of benefit to the members.

ARTICLE III – MEMBERSHIP

1. Membership in the Club shall be unrestricted.
2. Membership classes shall be:
 - (a) Primary – Any person 16 years of age or older who, having paid the required dues and fees, has been admitted as a member of the Club.
 - (b) Family – Each of such persons, 16 years of age or older, designated by a Primary Member and who is the spouse, brother, sister, son, daughter or a parent of the Primary member and who has paid the required dues and fees.
 - (c) Affiliate – Any person 16 years of age or older, named by a Primary member in lieu of any Family member and who has paid the required dues and fees, and
 - (d) Honorary – Any person who, on the affirmative vote of three-fourths of the members of the Board, is deemed to merit recognition for outstanding interest in, or service to, the Club. Honorary Membership shall be for Life, subject to paragraph 4 of this Article III.
3. Applications for Primary membership shall be forwarded to the Club's Membership Chair who on his or her own motion may enter the applicant's name in the Club's records as a member or forward the application to the Board for voting on by it.

4. The Board may by majority vote remove any individual as a member of the Club. Additionally, the Board may by majority vote suspend the membership in the Club of any individual for any period of time specified by the Board. Except where to do so would be impractical, an officer of the Club empowered by the Board to do so, or the President or Vice President of the Club on his or her own motion, shall endeavour to advise the member in writing of the time and place of the meeting of the Board whereat such removal or suspension is proposed to be voted upon, at least ten days prior to the date of such meeting, and of the acts or omissions which it is alleged justify such removal or suspension. The member shall be entitled to appear before the Board to contest such allegations and to make submissions as to why he or she should not be suspended or removed as a member.
5. Privileges - members of the Club shall be entitled to all the privileges of the Club, except that only Primary members and Honorary Members shall be entitled to vote.

ARTICLE IV – DUES

1. Annual membership dues shall be fixed by the Board. Honorary Members and members serving as directors of the Club, for so long as they are so serving, shall be exempt from the payment of dues.

ARTICLE V – MEETINGS OF MEMBERS and THE BOARD

1. In this Bylaw, "**Business Meeting**" means any meeting of the members (i) designated as a "Business Meeting" by the President or the Board, or (ii) the transaction of any of the business for which it has been called will necessitate a vote of the members thereat.
2. A Business Meeting shall be chaired by the President, or in his absence by the Vice President, or if neither of them are present thereat, by the member of the Board present thereat who is not the Secretary, has served as a member of the Board for the longest consecutive number of years and is willing to chair the meeting. In the absence of such a person, the Primary members present thereat shall elect or appoint one of them to chair that Business Meeting.
3. No notice of a meeting of the members need be furnished to the members unless it is or is also a Business Meeting.
4. If a vote of the members is to be taken at a Business Meeting, that Business Meeting may only be called by the Board or as provided in the Corporations Act (Ontario) or the successor statute then in force (the "Act"). Written notice of any Business Meeting shall be provided to each Primary member at least ten days prior to the date of such Meeting. Such notice may be given by publication in the Club Newsletter or in the case of any particular members, may be given by email to the last known email addresses of those members according to the records of the Club. Each notice, or the Club Newsletter in which the notice is published, which is not delivered personally or sent by email to a member shall be deposited in Her Majesty's post, with postage prepaid, in an envelope (or with an address label affixed) addressed to the member at his or her latest address according to the Club's records. Such notice shall be deemed to have been received on the third day next following the date of such deposit. Such notice shall specify the purpose of the meeting and its date, time and place. Any document to which the notice refers need not be delivered to the members if the notice specifies the address of a Website whereat the document may be viewed and a copy downloaded.
5. Meetings of the members may be held at any place in Ontario. Two members present in person and each being either a Primary or Honorary Member shall constitute a quorum for a Business Meeting. Primary members and honorary Members shall be the only classes of members entitled to vote at a Business Meeting.
6. The person chairing a meeting of either the members or the Board shall fix the procedure to be followed for the conduct of the meeting, which shall be in accordance with good corporate governance practices. For this purpose, adherence to the procedures set forth in any edition of Robert's Rules of Order Newly Revised will be deemed to be in accordance with good corporate governance practices.
7. Meetings of the Board may be held at any place in or outside Ontario. At least forty-eight hours notice of a meeting of the Board shall be transmitted to each member of the Board by email or fax to his or her last known email address or fax number according to the records of the Club. The President, the Vice President or any two of the other members of the Board may call a meeting of the Board.

8. A majority of the then incumbent members of the Board shall constitute a quorum for a meeting of the Board.

ARTICLE VI – OFFICERS

1. The officers of the Club shall be appointed by the Board and shall hold office at the pleasure of the Board. The officers shall include a President, a Vice-President, a Treasurer and a Secretary, and each of those officers must also be a member of the Board.
2. The President shall be the chief executive officer of the Club and shall preside at all meetings of members of the Club and of the Board at which he is present. The President's term of office shall not exceed two consecutive years.
3. The Vice President, shall perform the duties and exercise the powers of the President in the absence of the President, and shall have such additional duties as may be conferred upon him or her by the President or fixed by the Board.
4. The Secretary shall take minutes of each meeting of the Board, and of each Business Meeting, and shall be responsible for all other secretarial work of the Club, including maintaining the minutes of meetings of the Board and of the members, and of resolutions passed in writing by the members of the Board, and maintaining the Club's other legal documents. An Assistant-Secretary may be appointed (and if appointed, also removed) by the President or the Board. In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary.
5. The Treasurer shall have charge of all funds deposited to the credit of the Club in such depositories as may be designated by the Board. The Treasurer shall see to the payment, out of the funds of the Club, of all financial obligations of the Club, and keep proper records of receipts and expenditures. Such records shall at all times be open to the inspection of the Board. The Treasurer shall present a report of finances at each meeting of the Board and an Annual Report within thirty (30) days following the close of the Club's fiscal year. Signing authority for cheques, payment transfers and the like shall be determined by the Board.
6. The Board may create other offices, and by majority vote appoint persons to and remove them from those offices. The Board shall fix from time to time the powers and duties attached to any such office. No such powers or duties shall be duplicative of the powers or duties of any of the elected officials of the Club. Such created offices shall include Editor of the Club's Newsletter and the Webmaster, in charge of the Club's Website. The Board may abolish any such Board-created office.
7. No person shall be eligible to hold a member-elected position with the Club unless he or she is a member of the Club.

ARTICLE VII – BOARD OF DIRECTORS

1. The authorized number of directors of the Club shall be seven.
2. The board of directors of the Club (the “**Board**”) shall oversee the business and affairs of the Club and shall have ultimate power and authority in that regard. If a vote by the members of the Board present at a meeting of the Board results in a tie, the person chairing the meeting shall have a second or casting vote.
3. If a vacancy shall occur among the Board, the remaining directors, if they comprise four or more directors, may appoint any Member to fill that vacancy.
4. The members may, by a resolution passed by at least two-thirds of the votes cast at a Business Meeting of which notice specifying the intention to pass such resolution has been given, remove any member of the Board before the expiration of his or her term of office, and may, by a majority of the votes cast at that Business Meeting, elect any person in his or her stead for the remainder of the term.

ARTICLE VIII – COMMITTEES

1. The Board shall create such Standing Committees of the Board as the Board from time to time considers appropriate for the conduct of the Club's activities, one of which shall be the membership Committee. Each such Standing Committee shall be comprised of one or more members of the Board, as determined by the Board. The Board shall fix the powers and duties of each such Standing Committee.
2. The newly-elected Board shall meet as soon as reasonably is practicable and collectively appoint the initial Standing Committees and their Chairpersons and fix the regimes for reporting to the Board by the Standing Committees.
3. The Board may also appoint from time to time one or more of its members as a committee (a "**Special Committee**") other than a Standing Committee and fix the powers and duties of such Special Committee.
4. The Chair of a Standing Committee or a Special Committee may be appointed by the Board, or by the President with the approval of the Board.
5. The Chair of a Committee of the Board appointed to conduct or oversee a Club event shall submit a financial statement for the event as required by the Board or the President.
6. (a) The President, with the Board's approval, shall appoint a **Nominating Committee** and its Chairperson not later than August 15 of each year. The Nominating Committee shall consist of five or more (an odd number) members and shall include:
 - (i) the immediate past President (if able and willing to serve)
 - (ii) the current President
 - (iii) one Director, and
 - (iv) two (2) members from the general Membership
- (b) A decision taken or approved by a majority of the members of the Nominating Committee shall be deemed to be a decision of the Nominating Committee.
- (c) The Nominating Committee shall nominate one or more candidates for each member-elected position and conduct the annual elections as prescribed in Article IX.
- (d) The Nominating Committee shall also have the powers and duties specified in paragraphs 2, 4 and 5 of Article IX.

ARTICLE IX – ELECTIONS

1. As provided in paragraph 6(c) of Article VIII, the Nominating Committee shall nominate one or more candidates for each member-elected position. The Nominating Committee shall solicit from the members written recommendations for nominations by the Nominating Committee no later than October 31, by publication in a Club Newsletter, by email to members whose email addresses are known to the Club, and by announcement at each meeting, if any, of the members held in October and November. The Nominees shall be announced in writing to the members not later than November 15th, after securing permission of each candidate nominated.
2. The written ballot or ballots to be used for the annual election, as well as the documents and methodology to be used for on-line voting at the Club Website, and all related matters pertaining to the annual election, must be approved by a majority of the members of the Nominating Committee.
3. The annual election shall occur at a meeting of the members of which written notice has been duly given and which is held in the month of December. Voting shall be by ballot if there is more than one candidate for an office.
4. A member eligible to vote may do so by sending his or her completed ballot by mail to the postal address approved for that purpose by the Nominating Committee, provided that the ballot is received thereat at least one day prior to the date of the election. Additionally, an eligible member may vote by sending a copy of the manually completed ballot by fax (but only if approved by the Nominating Committee) or e-

mail (but also only if so approved) to the fax number or e-mail address approved for that purpose by the Nominating Committee, provided that the copy of the same so sent is received at least one day prior to the date of the election. A member eligible to vote may do so by voting on line at the Club Website in accordance with a format authorized or approved by the Nominating Committee. Voting on line at the Club Website shall be open until 8pm (Toronto time) on the day immediately preceding the date of the election.

5. The votes shall be tabulated by such individual or individuals as shall be appointed for that purpose by the Nominating Committee, and the results, if available, shall be reported to the persons present at the meeting of the members whereat the election takes place.
6. Candidates elected shall take office on the day next following the date of their election.

ARTICLE X – OBLIGATIONS AND INDEBTEDNESS

1. Only the officers of the Club or persons authorized by the Board to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or official of the Club by reason of any such corporate obligation or liability.
2. No director of the Club, and no officer or any other person authorized to act in behalf of the Club, shall incur any obligation or indebtedness in the name of the Club without prior approval of a majority of the members of the Board, except for obligations incurred in the ordinary course of fulfilling his or her duties to the Club (as an example, the person in charge of the Driver's Education activities of the Club booking in the name of the Club the track whereat a particular Driver's Education Event is to be held, and signing on behalf of the Club the track rental agreement required in that regard).
3. No person acting on behalf of the Club shall incur any obligation or indebtedness in the name of the Club which, reasonably, cannot be viewed as being for the benefit of the Club, nor shall the Board approve the incurring of any such obligation or indebtedness.
4. The incurring of any obligation or indebtedness in the name of the Club by any person in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club is required to pay in consequence thereof.
5. Should the Club be dissolved or go into liquidation, the assets of the Club shall be disbursed as required by law.

ARTICLE XI – ACTS AND THINGS

The Board is empowered to do all things and to cause the Club to carry on all activities necessary to attain the ideals of the Club set out in this Bylaw.

ARTICLE XII – AMENDMENTS TO THESE BYLAWS

As provided in the Act, this Bylaw may be amended, repealed or re-enacted by the Board, but subject to the Act such an amendment, repeal or re-enactment shall only be effective until the next Business Meeting of the members unless confirmed thereat.

ENACTED by order of the Board of Directors of Trillium BMW Club this 3rd day of July, 2012.



**Isidore Papadopoulos,
President**



**Jennifer Venditti
Secretary**