

BMW Motorcycle Club
Ottawa



BY-LAWS

March 2010

BMW MOTORCYCLE CLUB OF OTTAWA

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ARTICLE 1 - NAME, LOGO, AND DEFINITIONS

a) Name

The name of the Club is the “BMW Motorcycle Club of Ottawa”.

The BMW Motorcycle Club of Ottawa was founded in 1983 in Ottawa, Ontario, Canada.

b) Logo

The official Club Logo appears on the cover page of this document. The standards for the Logo are set forth by BMW Clubs Canada. The standards for the Logo are in accordance with the International Council of BMW Clubs. The International Council of BMW Clubs can, from time to time, require the Club to revise its Logo.

c) Definitions

- i) “the Club” and “BMWMC Ottawa” will be deemed to refer to the “BMW Motorcycle Club of Ottawa”;
- ii) “Directors” includes all persons elected to an executive committee or director position of the Club;
- iii) “Executive” means persons holding the following elected offices of the Club i.e. President, Vice President, Secretary, Treasurer, or Secretary-Treasurer, and Membership Director, and Past President;
- iv) “member in good standing” is defined as a member:
 - (a) who has completed the Club’s membership application form,
 - (b) whose dues are kept current and paid by no later than the deadline date set by these By-Laws,
 - (c) who upholds the Club’s By-Laws.
- v) “registered address” shall be at such a place as the Board may determine from time to time;
- vi) the singular includes the plural and vice versa;
- vii) the masculine gender includes the feminine and vice versa;
- viii) immediate family includes spouse (including common-law partner), child, and stepchild residing with member.

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ARTICLE 2 - OBJECTIVES

- a) to promote interest in, and education about, BMW motorcycles;
- b) to encourage and promote rider safety, education, and skill development;
- c) to plan and guide rides to interesting destinations in Eastern Ontario and elsewhere;
- d) to present a program of social activities and meetings;
- e) to conform to the objectives and guidelines of the BMW Clubs Canada and International Council of BMW Clubs;
- f) to promote friendship and camaraderie;
- g) to provide information on our Website to all our members regarding available events and activities;
- h) to foster a positive image of motorcycling among the general public;
- i) to contribute to the well-being of the community at large by promoting and participating in worthy motorcycle charitable functions (e.g. the Motorcycle Ride for Dad).

ARTICLE 3 - MEMBERSHIP

a) Types of Membership

Regular member is defined as an individual and/or family (limited to immediate family).

Honourary Life Member is defined as an individual recognized by the Board of Directors for his/her contribution to the Club. An Honourary Life Member is not required to pay dues, but retains voting privileges and can run for office.

Honourary Member is defined as an individual designated by the Board of Directors. An Honourary Member is not required to pay dues, cannot run for office, and cannot vote.

b) Rights

All members have the right to vote at Club meetings and run for office (subject to Article 9, section b, paragraphs i), ii) and iii).

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All members are encouraged to participate in all Club events.

No one shall be denied membership because of race, gender, sexual orientation, religion, nationality, political affiliation or disability.

Membership shall not be restricted to a class or manufacturer of motorcycle. When legally mandated, motorcycles shall be licensed, insured and in safe and working condition.

c) Responsibility and Conduct

All members shall conform with the Club Ride Rules (Appendix "A").

d) Dues

Dues are determined at the Annual General Meeting.

Renewal of membership dues for existing members falls due at the time of the Annual General Meeting. Dues must be paid by no later than the Club's February meeting.

Memberships are per family.

New Members - The annual dues for all members shall be payable on joining. Any dues received after September 1st will validate the membership requirement until October 31st of the following year.

ARTICLE 4 - BOARD OF DIRECTORS

a) Authority

The Board of Directors shall be responsible to manage the business of the Club in accordance with these By-Laws.

The Board of Directors shall have the authority to make expenditures, not exceeding \$1,000 without a vote of the membership, for the purpose of furthering the objectives of the Club.

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The Board of Directors is allowed to submit proposed amendments when extraordinary circumstances exist or create such a requirement. Any proposed amendment will be announced sixty (60) days prior to the proposed vote.

b) Terms of Office

The terms of office shall be for one year. The terms shall be from the Annual General Meeting in November to the elections of the new Board of Directors at the next Annual General Meeting.

c) Composition

The Board of Directors is composed of two groups:

Group 1: The Executive Committee which includes:

- i) President;
- ii) Vice-President;
- iii) Secretary-Treasurer (or Secretary and Treasurer);
- iv) Membership Director;
- v) Past president (Ex Officio) – voice but no vote.

Group 2:

- i) Directors at large (3).

ARTICLE 5 - VOLUNTEERS

The following types of volunteer positions operate under direction from the Board of Directors: Ride Captain(s), Internet Manager, Newsletter Editor, Potluck Dinner Coordinator(s), Club Picnic Host(s), and others, as required.

ARTICLE 6 - DUTIES OF DIRECTORS

a) The President shall:

- i) serve as a member of the Executive Committee;
- ii) be the spokesperson for the Club;

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- iii) plan and call Board of Directors Meetings, Regular Membership Meetings, Annual General Membership Meeting, and Special Meetings;
 - iv) attend at least five meetings of the Board of Directors;
 - v) preside at meetings of the Club;
 - vi) liaise and represent the Club with other organizations, clubs and associations that are involved with the motorcycling community;
 - vii) co-ordinate all programmes and activities;
 - viii) ensure the Club has financial resources to carry out scheduled activities;
 - ix) appoint members to fill director positions as necessary until a special meeting can be scheduled for an election;
 - x) delegate duties to members of the Board of Directors;
 - xi) prepare and sign correspondence on Club matters.
- b) The Vice-President shall:
- i) serve as a member of the Executive Committee;
 - ii) attend at least five meetings of the Board of Directors;
 - iii) assume the duties of the President in his/her absence;
 - iv) assist the President in the execution of his/her duties as necessary.
- c) The Secretary shall:
- i) serve as a member of the Executive Committee;
 - ii) attend at least five meetings of the Board of Directors;
 - iii) record and prepare minutes of Board of Directors meetings;

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- iv) ensure that amendments to By-Laws approved at the Annual General Membership meeting are recorded;
 - v) provide administrative support required by the Club.
- d) The Treasurer shall:
- i) serve as a member of the Executive Committee;
 - ii) attend at least five meetings of the Board of Directors;
 - iii) collect funds, and maintain financial records of all income and expenses on behalf of the Club;
 - iv) make all payments authorized by the Club;
 - v) provide financial reports as required and make available a financial statement for the previous year at the Annual General Meeting.
- e) The Membership Director shall:
- i) serve as a member of the Executive Committee;
 - ii) attend at least five meetings of the Board of Directors;
 - iii) be responsible for the maintenance and administration of the Club's membership list in electronic and hard copy formats;
 - iv) be responsible for receipt of membership application forms and fees from new and renewing members;
 - v) be responsible for issuing Club's membership cards to new and renewing members, and membership kits to new members.
- f) The Directors at large shall:
- i) attend at least five meetings of the Board of Directors;
 - ii) be responsible to perform the duties assigned to them by the Board of Directors;
 - iii) submit a report of their activities to the Board of Directors.

- g) The Past President shall:
- i) attend at least five meetings of the Board of Directors;
 - ii) serve in an advisory position to the Club and the Board of Directors.

ARTICLE 7 - FINANCE

a) Signing Officers

The President, Vice-President, and the Treasurer shall be the authorized signing officers on the Club's bank account.

b) Funds

All monies paid to the Club will be deposited in the Club's bank account within thirty days.

c) Disbursements

All disbursements shall be made by cheque signed by the Treasurer and the President or Vice-President, as determined by the Board of Directors.

d) Fiscal Year

The fiscal year is from November 1st to October 31st.

ARTICLE 8 - MEETINGS

a) Board of Directors' Meetings

The Board of Directors shall meet at least five times per year.

b) Regular Membership Meetings

Indoor meetings shall take place from October to April at a location that the Board considers appropriate.

Outdoor or on-the-road meetings shall be held in May and June.

c) Special Meetings

A special meeting of the Board of Directors may be called by the President to deal with a specific issue.

The Board of Directors may request a special membership meeting to discuss special business.

A special meeting of the Club can be requested by no fewer than 10 members.

d) Annual General Meetings

The annual general meeting will be held in November. At that meeting, elections of the Board of Directors will be conducted, volunteers will be selected. As well, the Club's By-Laws will be up for review and amendments, if applicable.

e) Meeting Procedures

Notice of all meetings will be sent by the President of the Club. Annual General Meetings will be conducted as specified in Article 8 d), Article 9, and Article 12 a) of these By-Laws.

ARTICLE 9 - ELECTIONS

a) Vote

- i) Elections shall take place annually at the general membership meeting when a quorum is present. A quorum is defined as twenty percent of members in good standing or ten members in good standing, whichever is less.
- ii) When only one candidate is running for a position, he/she shall be elected by acclamation. Where two or more candidates run for one position, the vote shall then be conducted by secret ballot.
- iii) There shall be no proxy voting.

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- iv) On an exceptional basis and at the discretion of the Nominations Committee, a member who is unable to attend, i.e. due to illness or work-related obligation, may request to cast his/her ballot in advance.
- b) Eligibility
- i) All candidates shall be members in good standing of the Club and have attended at least 4 of the Club's regular meetings in the past year, unless a satisfactory reason is given for such absence.
 - ii) To stand for re-election, existing Directors must have fulfilled their responsibilities as outlined in Article 6.
 - iii) All candidates running for office must be in attendance at the Annual General Meeting, unless excused by reason of health or job conflict, in which case they must communicate with the Nominations Committee.
 - iv) In order to ensure continuity in the Club, candidates for the position of President should have held another position on the Board of Directors for at least one term of office.
 - v) All candidates must be members of the Club for twelve months preceding nomination.
- c) Nominations Committee
- i) At its September meeting, the Board of Directors shall establish a Nominations Committee composed of three members in good standing who are not running for any position on the Board of Directors and amongst whom a Chairperson will be named.
 - ii) At the last regular meeting (October) taking place prior to the general membership meeting, the Chairperson of the Nominations Committee will announce the election date (November meeting).
 - iii) The Chairperson of the Nominations Committee will call for nominations. During that period, all eligible members who wish to run for office must inform, in writing (by mail, by hand, or by email), the Chairperson of the Nominations Committee.

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- iv) Nominations will close one week prior to the election date and the names of the candidates will be posted on the Club's Website under the "News" heading.

If positions remain vacant, on election day, the Chairperson of the Nominations Committee will call for nominations from the floor and will proceed to elections, by a show of hands, amongst the members present at the meeting who meet the eligibility requirements.

ARTICLE 10 - CONDUCT

- i) All members shall conduct themselves in the manner prescribed by the Club's By-Laws. All members shall ride in a safe and lawful manner when moving in public and assist the public if possible without harm to himself/herself, his/her passenger and the Club.
- ii) Any member who is in arrears in payment of dues as set forth by these By-Laws shall be dropped from the membership roster. Any member who cheats, defrauds or steals from the Club, or who behaves in an open public manner that is detrimental to the Club, its image, its members, or its programme, can be suspended by a majority vote of the Board of Directors, at a special meeting. The member concerned can be present at that meeting..

ARTICLE 11 - AFFILIATION

- i) The Club is the first motorcycle chapter of the BMW Clubs Canada (2004), a national "umbrella" club of the International Council of BMW Clubs (IC).
- ii) The Club is also a charter club member of the BMW Motorcycle Owners of America (MOA #145) and the BMW Riders Association (RA #68).

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ARTICLE 12 - GENERAL

a) Amendments to By-Laws

The By-Laws can only be amended by a majority vote of members present at the Annual General Meeting. Proposed amendments shall be submitted in writing to the Board of Directors by no later than the October regular meeting. The proposed amendments will be posted on the Website no later than three business days following the October meeting.

b) Interpretation

Interpretation of the By-Laws shall be done by the President. If the President is not available, then the Vice-President shall interpret the By-Laws.

ARTICLE 13 - DISSOLUTION

If, for any reason the Club ceases to exist as a formal organization and after all outstanding obligations have been met, all remaining funds shall be donated to a charity approved by the membership. Any unsold regalia will be sold off and the proceeds thereof donated to a charity approved by the members in good standing present at the last official Club meeting. Proposal for charities will be by the members present. A simple majority vote will decide.