

BMW Motorcycle Club of Ottawa
BYLAWS

November 2021

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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 conform with that of the International Council of BMW Clubs.

c) Definitions

In this document:

- i) “the Club” or “BMWMC Ottawa” refer to the “BMW Motorcycle Club of Ottawa”.
- ii) “the Board” refers to BMWMC Ottawa’s governing Board. The Board is composed of Officials who are elected by the membership. The Board is responsible for the overall legal and financial management of the Club, as well as oversight of the activities (rides, meetings, etc.) organized and promoted by the Club. The Board, as a body, has the ultimate authority over the Club and its activities. For the sake of clarity, it must be recognized that the Club is not a legally incorporated entity and therefore what we call the “Board” is in legal fact a “Management Committee” or “Administrative Council”.
- iii) “Officers” or directors are individuals elected by the membership or appointed by the Board to carry out the day-to-day business of the Club within their delegated scope of authority. The Officers of the Club are the President, Vice-President, Treasurer, Membership Director, Webmaster, Secretary, Ride Captain and Past President (ex officio).
- iv) “member” means “member in good standing” defined as a member who:
 - has completed the Club's on-line membership application;
 - has accepted the Club’s on-line waiver;
 - is current with their membership dues and;
 - upholds the Club's bylaws.
- v) “registered address” shall be at such a place as the Board may determine from time to time.
- vi) “family” includes spouse (including common-law partner), child, and stepchild residing with a member.

vii) “Club ride” is a group ride sponsored by the Club. It will have been included in the Annual Riding Plan, planned in advance by a Club Ride Captain and led by designated Club Ride Leaders. Club rides are open to visitors who have signed the Club waiver.

d) Interpretation

In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

ARTICLE 2 - OBJECTIVES

The objectives of the Club are:

- a) to promote interest in, and education about, BMW motorcycles;
- b) to encourage and promote motorcycle rider and passenger safety through 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;
- f) to promote friendship and comradery;
- g) to provide information to all members regarding Club events and activities;
- h) to foster a positive image of motorcyclists and motorcycling to the general public; and to contribute to the well-being of the community at large by promoting and participating in motorcycle charitable functions (e.g. the *Motorcycle Ride for Dad*) as approved by the Board.

ARTICLE 3 - MEMBERSHIP

a) Types of Membership

i) “Regular member” is defined as an individual who meets the requirements of Article 1, para c sub-para V. Regular members have full voting privileges and may run for office.

ii) “Honorary member” is defined as an individual recognized by the Board for their contribution to the Club. An Honorary Member is not required to pay dues but has voting privileges and may be elected to an office subject to the requirements of Article 9. Any two members in good

standing may nominate a candidate to be an Honorary Member.

iii) "Courtesy member" is defined as an individual who has applied for membership and who recently bought their first BMW (new or used). Membership dues are waived for courtesy members in their first year of membership. They have full voting privileges. An individual may be extended this courtesy only once.

iv) "Expired member" is one who has not renewed their membership, prior to 21 days past their annual renewal date. Expired members may not vote or hold office.

b) Rights and Privileges

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

All members are encouraged to participate in Club events.

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

Membership is not restricted to any class or manufacturer of motorcycle.

Motorcycles used by participants in Club events must be licensed, insured and in safe, working condition.

c) Responsibilities and Conduct

All members shall conform to the Club Ride Rules as posted on the club's website found under Activities/Rides/Guided Ride Rules.

d) Dues

Dues are determined by a majority vote of the Board, at any board meeting during the year, as long as there is a quorum present.

Renewal of membership dues for existing members falls due on their individual anniversary date.

Membership is by family.

New Members: The annual dues for new members (except Courtesy members) is payable on joining.

ARTICLE 4 – The BOARD

a) Authority

The Board is responsible to manage the business of the Club in accordance with these Bylaws.

The Board has the authority to approve any required expenditures for the purpose of furthering the objectives of the Club.

The Board may submit proposed amendments to these bylaws to the membership. All proposed amendments shall be announced thirty (30) days prior to the proposed vote.

b) Term of Office

The term of office is one year. The term is from the Annual General Meeting in November to the election of the new Board at the following Annual General Meeting.

c) Composition

The Board consists of the 8 directors/officers specified below:

- President
- Vice-President
- Treasurer
- Membership Director
- Webmaster
- Secretary
- Ride Captain
- Past President (ex officio, voice, no vote)
- and
- (2) Director-at-large

In the absence of the Secretary, the President may assign the role of Secretary to any member of the Board, subject to approval of the Board.

d) Committees of the Board

The Board may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes with such responsibilities as the Board shall see fit. Committee Members will be appointed by the Board and any committee member may be removed by resolution of the Board.

e) Vacancy in Office

The Board may remove, whether for cause or without cause, any Officer of the Club. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being elected (or appointed),
- the Officer's resignation,
- the Officer ceasing to be a director (a necessary qualification of appointment) or
- the Officer's incapacitation or death.

ii) If any office of the Club shall become vacant, the remaining board members may, by resolution, appoint a member to fill such vacancy. Such appointments are subject to membership approval at the earliest possible date.

ARTICLE 5 - VOLUNTEERS

Incumbents to the following positions are appointed by the Board and not elected. They are responsible to the Board to fulfil their responsibilities.

Each year, no later than its January meeting, the Board will appoint or approve members to Club volunteer positions:

- Ride Leaders
- ART School Chair(s)
- Potluck Dinner Coordinator
- Merchandise Manager (garments, headgear, patches, stickers)
- BMW Motorcycle Owners of America (BMW MOA) liaison
- BMW Riders Association (BMW RA) liaison
- BMW Clubs Canada (BMW CC) liaison
- others as may from time to time be determined by the Board.

ARTICLE 6 - DUTIES OF OFFICERS and DIRECTORS

a) The President shall:

i) be an Officer/Director;

- ii) be the spokesperson for the Club;
- iii) plan and call the Board meetings, the monthly membership meetings, the Annual General Meeting and Special Meetings;
- iv) attend at least five meetings of the Board in each fiscal year.
- v) when present, preside at all meetings of the Board and of the Club;
- vi) liaise and represent the Club with other organizations, clubs and associations as required;
- vii) coordinate all programs and activities;
- viii) ensure the Club has financial resources to carry out scheduled activities;
- ix) appoint members to fill Director or Officer positions on an interim basis as and when necessary. Such appointments are subject to membership approval at the earliest possible date;
- x) have the power to delegate duties to other members of the Board;
- xi) prepare and sign correspondence on Club matters, and
- xii) shall have such other duties and powers as the Board may specify.

b) The Vice-President shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in each fiscal year.
- iii) assume the duties of the President in his/her absence or upon the post of President becoming vacant;
- iv) assist the President in the execution of his/her duties as necessary, and
- v) shall have such other duties and powers as the Board may specify.

c) The Treasurer shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in each fiscal year.
- iii) monitor the collection of funds and maintain financial records of all income and expenses on behalf of the Club;
- iv) report the Club's financial situation at each Board meeting;

- v) prepare payments required to further Club activities;
- vi) comprehend and maintain the “Money” model of the club website;
- vii) provide financial reports to members in good standing at monthly Club meetings (once or twice per year) or the Board as required;
- viii) make available a financial statement for the previous year at the Annual General Meeting, and
- ix) maintain BMWMC Ottawa's affiliation with BMW MOA, BMW RA and BMW Clubs Canada

d) The Secretary shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board;
- iii) record and prepare minutes of Board meetings; and for the AGM;
- iv) receive nominations for the David Makin Memorial Award and for Honorary Memberships;
- v) ensure that the bylaws are updated in accordance with approved bylaw amendments;
- vi) ensure that minutes of meetings, including proposed and approved by-laws as well as Board decisions are stored in a shared drive accessible to Board members and are made available to Club members on request and
- vii) provide administrative support when required.

e) The Membership Director shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in each fiscal year;
- iii) comprehend and maintain the “People” and “Club” modules of the club website;
- iv) be responsible for completion of on-line membership application forms and payment of fees from new and renewing members, and
- v) be responsible for issuing Club’s membership cards to new and renewing members, and membership kits to new members.

f) The Ride Captain shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in each fiscal year;

- iii) be responsible for planning and coordinating Club's guided rides;
- iv) perform any other duties assigned by the Board;
- v) submit a report (written or oral) of activities to the Board when asked and
- vi. ensure that all non-members participating in a Club ride have signed the Club waiver

g) The Webmaster shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in each fiscal year;
- iii) comprehend and maintain the club website; and
- iv) perform any other duties assigned by the Board.

h) The Past President shall:

- i) be an Officer/Director;
- ii) attend at least five meetings of the Board in the fiscal year following the election of the new president;
- iii) serve in an advisory position to the Club and the Board, and
- iv) not vote at Board meetings

i) Director-at-large shall:

- i) be an Officer/Director;
- ii) are selected at the first meeting of the new Board in each fiscal year.
- iii) attend at least five meetings of the Board in each fiscal year;
- iv) one Director-at-Large will be responsible for Rider Education and Safety (ie responsible for a safety message at each meeting, that there is a safety talk at each ride, provide information on rider education and training to members, etc.)
- v) have such powers and duties as the Board may specify, and
- vi) submit a report (written or oral) to the Board when asked.

ARTICLE 7 - FINANCE

a) Signing Officers

The President, Vice-President and Treasurer are 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 fourteen calendar days.

c) Disbursements

All disbursements shall be made by cheque signed by any two of the Treasurer, the President or the Vice-President. The only exception to this rule is the monthly payment of the Club's VISA card which can be done by internal bank transfer. The visa card has a \$1,000 limit and is held and controlled by the Treasurer.

d) Fiscal Year

The financial year-end of the Club is October 31.

ARTICLE 8 - MEETINGS

a) Board Meetings

The Board shall meet at least five times per year.

A quorum is defined as five (5) Directors (the Past President does not have voting privileges at Board meetings).

At any meeting of the Board, every question shall, unless otherwise provided by the Bylaws, be determined by a majority of the votes cast. In case of an equality of votes on a show of hands (or on a ballot, if used), the chair of the meeting, in addition to an original vote, shall have a second or deciding vote.

Between meetings of the Board, the President (or his delegate) may ask for a vote by electronic

means should an issue require a timely decision.

b) Membership Meetings

Indoor meetings shall take place from September to May at a suitable location. When selecting a location, such factors as room size, menu, privacy, ease of access by members (centrality) and parking must be considered.

Members, non-members and directors', are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting, according to the bylaws, are entitled to cast a vote at the meeting.

In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting, shall choose one of their number to chair the meeting. They may choose a member of the Board.

At any meeting of the members, every question shall, unless otherwise provided by the Bylaws, be determined by a majority of the votes cast. In case of an equality of votes on a show of hands (or on a ballot, if used), the chair of the meeting, in addition to an original vote, shall have a second or deciding vote.

c) Café Club Meetings

Typically, these meetings are held outdoors or on the road. They are informal gatherings designed to foster relaxed conversation between members with no specific agenda or topics of discussion.

d) Special Meeting

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

A majority of the Board may call a special membership meeting or a special Board meeting to discuss a specific issue.

A special membership meeting may be requested by no fewer than ten (10) members in good standing.

e) Annual General Meeting

The Annual General Meeting (AGM) will be held in November. At this meeting, the election of the Board for the new year will be conducted.

Amendments to the Club's Bylaws should normally be submitted to the membership for approval at the AGM.

f) Meeting Procedures

The President will notify members of the time and place of all meetings via an e-blast from the club website and it will be posted on the website calendar.

Annual General Meetings will be conducted as specified in Article 8 d), Article 9, and Article 12 a) of these Bylaws.

ARTICLE 9 - ELECTIONS

a) Vote

i) Elections will take place each year at the annual general meeting of the membership held in November when a quorum membership is present.

ii) A quorum membership is defined as twenty or more members in good standing, which number may include out-going and/or in-coming board members who are present.

iii) 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.

iv) Voting by proxy is not permitted.

v) 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 their ballot in advance. Every effort will be made to keep the choices on the ballot secret.

b) Eligibility

i) All candidates for office shall be Primary or Spousal members in good standing and have attended at least four (4) 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 notify the Nominations Committee.

iv) To ensure continuity in the Club, candidates for the position of President should have held another position on the Board for at least one term of office during the preceding 36 months.

v) All candidates must have been members of the Club in good standing for the twelve months preceding nomination i.e. since the previous October.

c) Nominations Committee

- i) At its September meeting, the Board shall establish a Nominations Committee composed of three (3) members in good standing who are not running for any position on the Board. They will decide upon a Chairperson among themselves.
- ii) At the October Club meeting, the Chairperson of the Nominations Committee will announce the election date (November meeting).
- iii) The Chairperson of the Nominations Committee will then call for nominations. During this 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 of their intent to run for office.
- iv) Nominations will close one week prior to the election date. The names of the candidates will be posted on the Club's Website.
- v) Candidates will run for a specific office (President, Vice-President, Treasurer, Membership Director, Secretary, Ride Captain, Webmaster, Directors-at-Large (up to 2). If there is only one candidate for that office, they will be acclaimed.
- vi) If positions remain vacant on election day, the Chairperson of the Nominations Committee will call for nominations from the floor and will proceed to election, by a show of hands.

ARTICLE 10 – CONDUCT

- i) All members shall conduct themselves in the manner prescribed by the Club's Bylaws.
- ii) 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.
- iii) 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 program, is subject to suspension by majority vote of the Board, at a special meeting or at their regular monthly meeting. The member concerned is entitled to be present at that meeting.
- iv) If a membership is terminated, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

ARTICLE 11 – AFFILIATIONS

- i) The Club is the first motorcycle chapter of the BMW Clubs Canada (2004), a national umbrella organization that promotes the enjoyment and sharing of good will and fellowship derived from owning a BMW motorcycle or automobile. BMW Clubs Canada represents Canada at the annual BMW Clubs International Council meetings.
- 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).

ARTICLE 12 – GENERAL

a) Amendments to Bylaws

The Bylaws can only be amended by a majority vote of members present at the Annual General Meeting, or at a meeting specifically called just for such purpose.

Proposed amendments shall be submitted in writing to the Board no later than 21 days prior to the meeting. The proposed amendments will be posted on the Club's Website no later than 14 days prior to the vote and will be sent out to all members via an e-blast. Comments and suggestions from the membership are welcome and should be addressed to the secretary.

b) Interpretation of Bylaws

Interpretation of the Bylaws shall be done by the President.

If the President is not available, then the Vice-President shall interpret the Bylaws.

ARTICLE 13 – DISSOLUTION

If, for any reason the Club ceases to exist as a formal organization and after all outstanding obligations have been met, any remaining funds shall be donated to a charity approved by the membership. Any assets should be sold, and the proceeds donated to a charity approved by the members in good standing present at the last official Club meeting. The members present at the last Club meeting may decide the appropriate charity at that time. A simple majority vote will decide.