



BY-LAWS
OF
FOUR WINDS BMW RIDERS INC

FOR THE DEFINITIONS OF SPECIFIC TERMS USED IN THESE BY-LAWS, SEE
ARTICLE XI

ARTICLE I - NAME & MAILING ADDRESS

Section I.i Name. The name of the organization shall be Four Winds BMW Riders Inc. (hereafter referred to as "the Organization" in these By-Laws), successor to BMW Owner's Association, Inc. (sic) of Pittsburgh.

Section I.ii Mailing Address. The mailing address of the Organization shall be the residence of the Treasurer.

ARTICLE II - PURPOSE

Section II.i Purpose. The purpose of the Organization shall be to engage in the following activities:

The promotion of rider education.

Education in regard to motorcycle maintenance.

The organization and promotion of social activities and fellowship.

Encouragement of community involvement.

The creation of a community of people interested in the enjoyment of BMW motorcycles and motorcycling while maintaining the the image of respectability long associated with BMW motorcycles and their riders.

The responsibility of meeting the Organization's purpose shall rest with and require the participation of all members with assistance from the Officers and chairs.

ARTICLE III - THE BOARD OF DIRECTORS

Section III.i Membership. The Board of Directors shall be comprised of seven (7) Officers: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and two (2) Directors at Large.

Section III.ii Officers.

Section II.ii.a President. The President shall preside over meetings of the General Membership and Board Meetings and shall call Special Meetings as necessary. The President shall also appoint and/or remove Committees and Committee Chairs to meet the needs of the organization and make a President's Report (see Section VI.i) at meetings of the General Membership. The President shall also have the power to call meetings of the Board of Directors, the General Membership and any Committee as necessary.

Section III.ii.b Vice President. The Vice President shall assume the duties of the President when the President is absent or unable to act. The Vice President shall also assist the President in his/her duties, serve as the Chairperson of the Nominating Committee, and scout locations for Meetings of the General Membership.

Section III.ii.c Treasurer. The Treasurer is responsible for keeping complete and accurate accounting of all receipts and disbursements in books belonging to the organization and for keeping a complete and accurate membership list. The Treasurer shall sign all contracts with the approval of the Board of Directors. The Treasurer shall present a Treasurer's Report to the Board of Directors and the General Membership at meetings and submit a final annual financial summary at the end of the year. The Treasurer will also prepare any statutory financial and organizational reporting requirements as needed from time to time. Any financial transactions that the Treasurer completes worth one thousand dollars (\$1,000) or more must be approved by the Board of Directors.

Section III.ii.d Recording Secretary. The Recording Secretary shall keep all minutes of meetings of the Board of Directors and meetings of the General Membership and make said minutes available to the Board of Directors and General Membership respectively. The Recording Secretary shall also serve as the Archivist of newsletters and minutes.

Section III.ii.e Corresponding Secretary. The Corresponding Secretary shall be responsible for outgoing correspondence of the organization and solicit door prizes for the Rally. "The Corresponding Secretary shall also be responsible for keeping an inventory of the Organization's material property such as the trailer, projector screen and sound system."

Section III.ii.f Directors at Large. The Directors at Large shall assist the other Officers and act as liaison between the Board of Directors and the General Membership as well as greeting new members.

Section III.iii Nominations. Nominations shall be opened by the presentation of the slate of the Nominating Committee at the regular Meeting of the General Membership in September. Nominations shall then be taken from the floor and the nominations shall be closed at the same meeting. The names of all nominees with the positions for which they are nominated shall be published at least five (5) days prior to the elections.

Section III.iv Elections. Elections shall be tallied at the October Meeting of the General Membership. Ballots shall be mailed to the General Membership in adequate time for them to be returned by mail. All Officers shall be elected by a majority of ballots cast. Ballots may be mailed in or brought to the October Meeting of the General Membership. Each member shall have one (1) vote for each Officer with the exception of Director at Large, for which each member shall have two (2) votes. Run-off ballots shall be cast as needed (if there is a tie for the majority of votes on the ballot). If applicable, any individual with a majority of the vote on a ballot shall be deemed elected and his/her name shall be deleted from any run-off ballots. In the event of a run-off ballot, any individual that has less votes than the tie that required said run-off ballot shall be deleted from said run-off ballot. This procedure shall be repeated for any subsequent run-off ballots until the election is complete. The Nominating Committee, along with the President, shall marshal the election and count the ballots.

Section III.v Vacancies. Vacancies on the Board of Directors shall be filled by a person chosen by the Board of Directors for the remainder of the term.

Section III.vi Duties.

Each Officer shall have the duty to attend and participate at all Regular and Special Meetings of the Board of Directors; attend the meetings of Committees of which he/she is a member; and give encouragement and support to the goals and purposes of the Organization by strong attendance at Meetings and other functions of the General Membership.

The Board of Directors shall have the duty to approve/reject the nominations of the President for Committee membership; conduct all business of the Organization in compliance with the By-Laws; and oversee all matters related to the Organization.

Section III.vii Removal of Officers. Officers may be removed from office by a Quorum (see Section VI.v) vote of the Board of Directors present and voting at a duly-called Meeting of the Board of Directors after notice of such pending action has been made to the Officer concerned. Grounds for removal include an Officer being unduly absent and/or neglectful of his/her duties.

Section III.viii Term of Office. The Term of Office for all Officers shall begin at the February Meeting of the General Membership and shall last one (1) year. Individuals may be re-elected to the same Office without restriction.

Section III.ix Board of Directors. The Board of Directors shall guide the operation of the Organization and approve all contracts and other policies at Meetings of the Board of Directors.

ARTICLE IV - COMMITTEES

Section IV.i Newsletter Committee. The Newsletter Committee shall be comprised of a Newsletter Editor and membership who serve on the Committee. The Newsletter Committee shall be responsible for the publication and distribution of the Organization's monthly Newsletter as per the instructions of the Board of Directors. Placing notice in the Newsletter shall always be deemed adequate publication for purpose of these By-Laws.

Section IV.ii Rally Committee. The Rally Committee shall be comprised of a Rally Chairperson, the Treasurer and membership who serve on the Committee. The Rally Committee shall be responsible for the overall organization and administration of the Organization's annual Rally (The Four Winds Rally).

Section IV.iii Banquet Committee. The Banquet Committee shall be comprised of a Banquet Chairperson and membership who serve on the Committee. The Banquet Committee shall be responsible for the planning and organization of the Organization's annual Banquet, to be held in January.

Section IV.iv Website Committee. The Website Committee shall be comprised of a Web Master and membership who serve on the Committee. The Website Committee shall be responsible for the maintenance and organization of the Organization's Website (<http://www.4windsbmw.org>).

Section IV.v Nominating Committee. The Nominating Committee shall be comprised of a Nominating Chairman (a position which shall be held by the current Vice

President) and membership who serve on the Committee. The Nominating Committee shall be responsible for presenting a slate of nominations to the General Membership (see Section III.iii), conducting (along with the President) the election of Officers (see Section III.iv), and the distribution of ballots for aforesaid election.

ARTICLE V - MEMBERSHIP

Section V.i Types of Membership. There shall be three (3) types of membership in the Organization: owners or enthusiasts of the BMW Motorcycle (designated PRIMARY MEMBERS); those who are spouses/significant others of Primary Members (designated ASSOCIATE MEMBERS); and those designated by the General Membership as Life Members (designated LIFE MEMBERS). Associate Membership is contingent upon the membership of the Primary Member to which the Associate Membership is attached. All members agree to be governed by these By-Laws.

Section V.i.a Life Members. A member may be designated a LIFE MEMBER if they are found to meet the following qualifications: The member has a history of distinguished involvement with the Organization; The member is now relatively and comparatively inactive. A potential Life Member must be unanimously approved by the Board of Directors and then brought before the General Membership for a vote. If a Majority Vote of the General Membership decides to name the member a Life Member, then he/she shall be so named and have all the rights associated with the title (primarily, not being required to pay yearly Dues).

Section V.i.b Associate Members. Members deemed ASSOCIATE MEMBERS shall have all the same rights as full members, including the right to vote, but it shall be strongly suggested that any Associate Member deciding to run for office become a full member.

Section V.ii General Membership. All members of the General Membership--including Associate Members--shall have the same rights, including the right to vote. All members of the General Membership are expected to act in a socially responsible manner and fully comply with all applicable societal laws and regulations while attending Functions of the General Membership. All members of the General Membership are also encouraged to ride according to the Motorcycle Safety Foundation's Recommendations when operating a motorcycle.

Section V.iii Dues & Renewal of Membership.

The membership year shall be the same as the fiscal year (February 1 through January 31). Renewal for Primary Members shall require the ownership or display of enthusiasm in BMW Motorcycles as well as full payment of the Dues. Renewal for Associate Members shall require the renewal of the Primary Member to

which said Associate Membership is attached as well as the payment of one-half (1/2) of the Dues set for Primary Members. Renewal for a Life Member is automatic and shall not require the payment of Dues.

The Dues shall be set before the beginning of each fiscal year by the Board of Directors with the approval of the General Membership and payment shall be required based upon the stipulations that precede this part of the By-Laws. Dues shall be deemed late if not paid by the February Meeting of the General Membership and the individual concerned shall be contacted via phone by the Treasurer. If the Dues are still not paid by the March Meeting of the General Membership, then the membership of the individual concerned shall be removed and the individual's name shall be deleted from the Membership List.

Those new members who join at or after the Four Winds Rally but before the beginning of the membership year (February 1) shall only be required to pay one-half (1/2) of the Dues.

Section V.iv Guest Policy. The General Membership shall be welcome to bring Guests to Meetings and Functions of the General Membership with the understanding that the behavior of the Guest(s) and any financial responsibilities to the Organization that the Guest(s)'s presence may incur are the sole responsibility of the Guest(s)'s host member. All Guests shall be held to the same responsibilities (but have none of the rights) of the General Membership as described in Section V.b.

Section V.v Membership Records. The Membership List shall be kept by the Treasurer.

Section V.vi Membership in the BMWMOA and RA. Membership in the BMWMOA and RA shall be encouraged to, but not required of, members of the General Membership.

Section V.vii Dismissal of Members. Upon a Quorum vote of the Board of Directors and a majority vote of the General Membership at a Regular Meeting of the General Membership, a member may have his/her membership revoked for either of the following reasons:

1. Unsafe riding habits that may jeopardize the safety of others.
2. Behavior which is deemed to be detrimental to the best interest of the Organization.

The individual concerned may appear before the Board of Directors and appeal the

decision to the sanction of the General Membership. The individual concerned must also have been sent written notice of the actions pending against him/her before voting takes place.

Section V.viii New Members. Any person wishing to become a member of the Organization must attend at least one Meeting of the General Membership and have a sponsor who shall introduce them to the General Membership at such point in the Meeting the announcement of New Members is called for.

ARTICLE VI - MEETINGS AND ACTIVITIES

Section VI.i Meetings of the General Membership. Meetings of the General Membership shall be held on the third Saturday of every month (with the exception of December, where there shall be no Meeting of the General Membership) at a place agreed upon by the Board of Directors. Times and places of Meetings of the General Membership shall be published in the Newsletter. Meetings of the General Membership shall consist of a President's Report (informing the General Membership of the actions of and status of matters pending before the Board of Directors), a Treasurer's Report (informing the General Membership of the status of the Organization's funds), any Committee Reports, a call for introduction of any New Members by their sponsor, a Membership Business Meeting, and--if needed--an open discussion (the length of which shall be at the discrimination of the President). It is desirable to have a program for the meeting. Exceptions to the typical meeting structure are the January meeting, which shall be the annual Four Winds Banquet and the August meeting, which shall be the annual Four Winds Rally.

Section VI.ii Special Meetings of the General Membership. The Board of Directors may call for a Special Meeting of the General Membership on an as-needed basis.

Section VI.iii Meetings of the Board of Directors. Meetings of the Board of Directors will generally be held on the third (3rd) Saturday of each month (with the exception of December, where there will be no Meeting of the Board of Directors) at a set time before the Meeting of the General Membership. The place for the Meeting of the Board of Directors shall be identical to the place for that month's Meeting of the General Membership.

Section VI.iv Special Meetings of the Board of Directors. Any Officer may call for a Special Meeting of the Board of Directors on an as-needed basis.

Section VI.v Quorum. A Quorum for the General Membership shall consist of 50% of the General Membership. A Quorum for the Board of Directors shall consist of five (5) of the Officers.

Section VI.vi Club-Sponsored Rides. It shall be strongly suggested that any person engaging in a Club-Sponsored Ride wear a helmet.

ARTICLE VII - GENERAL PROVISIONS

Section VII.i Rules of Order. Robert's Rules of Order shall govern all parliamentary procedures of the Organization.

Section VII.ii Matters not Determined by the By-Laws. All matters that have not been determined by these By-Laws shall be decided by a Quorum of the General Membership.

ARTICLE VIII - AMENDMENTS

Section VIII.i Amendments. The By-Laws of the Organization may be amended, altered or repealed by a two-thirds (2/3) majority vote of the Quorum of the General Membership upon written receipt of such proposed changes and posting of such proposed changes in the Organization's Newsletter.

ARTICLE IX - VETO POWER OF THE GENERAL MEMBERSHIP

Section IX.i Veto Power of the General Membership. Any decision of the Board of Directors may be vetoed by a Quorum Vote of the General Membership present and voting at a Meeting of the General Membership, providing that a Quorum of the General Membership is present.

ARTICLE X - DISTRIBUTION OF ASSETS

Section X.i Distribution of Assets Upon Dissolution. Upon the dissolution, the funds of the Organization shall be paid over to such an organization which meets the requirements of the law of Pennsylvania and the Internal Revenue Code.

ARTICLE XI - DEFINITIONS OF TERMS FOR THE PURPOSES OF THESE BY-LAWS

Board of Directors: For the purposes of these By-Laws, the term "Board of Directors" shall refer to all of the Officers of the Organization that have been elected by

the General Membership.

Meeting of the Board of Directors: See Section VI.iii, Section VI.iv

General Membership: For the purposes of these By-Laws, the term "General Membership" shall refer to all those designated as members of the Organization (Primary Members, Associate Members, Life Members as well as any members that have been elected Officers).

Meeting of the General Membership: See Section VI.i, Section VI.ii

Officers: For the purposes of these By-Laws, the term "Officers" will refer to members of the Board of Directors (President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Directors at Large).

The Organization: For the purposes of these By-Laws, the term "the Organization" shall refer to the Four Winds BMW Riders Inc.

Quorum Vote: For the purposes of these By-Laws, the term "Quorum Vote" shall refer to a majority vote of a Quorum of either the General Membership or the Board of Directors (whichever is applicable as stated by these By-Laws). e.g. A Quorum Vote of the General Membership would consist of a majority vote with at least a Quorum of the General Membership (50%) present and voting.

Club-Sponsored Ride: For the purposes of these By-Laws, the term "Club-Sponsored Ride" shall refer to a ride which the Organization sponsors (such as the President's Ride or rides set up at the Annual Rally), but not necessarily every ride that the Organization or the Organization's Website advertises.

New Member: For the purposes of these By-Laws, the term "New Member" shall refer to any person who has just joined the Organization for the first time. The term shall not refer to any previous members who are renewing their dues.