

**By-Laws—Z Series Car Club of America**  
**Approved 01 August 2017**

**Article I Introduction**

**Section 1**—Name: The name is Z Series Car Club of America, which may also be referred to as the “ZSCCA.”

**Section 2**—Purpose: The purpose of ZSCCA is to advocate automotive safety, to provide recreational activities, to promote fellowship, and be a center for exchanging related information for owners and enthusiasts of all BMW “Z” models.

**Article II Membership**

**Section 1**—Eligibility: Membership shall be open to any person who is interested in furthering the purpose of the ZSCCA.

**Section 2**—Types of Members: Regular Members are those who join the ZSCCA in their own right. Associate Members are those for whom Regular Members have requested admission to the club; they must be immediate family members of and live at the same address as the Regular Member. The Board of Directors may provide for Special Membership such as Honorary, Life, Emeritus, and the like.

**Section 3**—Rights: All Regular and Associate Members are entitled to serve on the Board of Directors, serve as a volunteer, attend membership meetings, and vote with equal rights.

**Section 4**—Dues: The Board of Directors shall establish the annual membership dues for Regular and Associate Members. The required dues shall be stated on the ZSCCA Website.

**Section 5**—Resignation and Termination: A member may resign from ZSCCA at any time. Membership may be terminated by a unanimous vote of the Board of Directors for violation of the ZSCCA Code of Conduct or of other policies included in the ZSCCA Operations Manual.

**Article III Meetings of Members**

**Section 1**—Annual Meeting: ZSCCA will hold its Annual General Membership meeting on or before the third (3rd) Sunday of November.

**Section 2**—Special Meetings: The President or a majority of the Board of Directors may call a Special Meeting. A petition signed by five percent (5%) of voting members and sent to the President and Secretary may also call a special meeting.

**Section 3**—Notification of Meetings: The Secretary will notify members at least twenty-one (21) days in advance of all membership meetings.

**Section 4**—Meeting Agenda: The Board of Directors will develop and the Secretary will post a meeting agenda to the ZSCCA Members Only Web page no later than five (5) days prior to any meeting.

**Section 5**—Quorum: At least ten (10) members present at any properly announced meeting constitutes a quorum.

**Section 6**—Voting: All issues to be voted on by members will be decided by a majority of the quorum.

#### **Article IV Board of Directors**

**Section 1**—Board of Directors: A Board of Directors will be the governing body of the ZSCCA. The Board will consist of no more than 15 members. The Board of Directors shall be composed of elected Officers and appointed Board Members. All members of the Board of Directors, elected and appointed, shall be individual members of the ZSCCA.

**Section 2**—Elected Officers: The following Officers are elected by a plurality of votes cast by the general membership: President, Vice President, Secretary, Treasurer, and Membership Liaison. Full position descriptions are in the ZSCCA Operations Manual.

- President: The President shall be the executive officer of the organization.
- Vice President: The Vice President shall assist the President and perform other specific tasks assigned by the President or Board of Directors.
- Secretary: The Secretary shall record and preserve the minutes of the Board of Directors and general membership meetings and will also notify Officers, appointed Board Members and members about club business.
- Treasurer: The Treasurer serves as the chief fiscal officer of the organization and oversees the funds, systems, records, and reports concerning the club's finances.
- Membership Liaison: The Membership Liaison shall assure that new and existing memberships are duly recorded and processed, will manage continuity of membership and lead efforts to increase number of members.

**Section 3**—Appointed Board Members: The Elected Officers shall have the power to create, fill and eliminate appointed Board Member positions when deemed necessary for the general welfare and betterment of the organization.

Examples of appointed Board Members include Webmaster, Newsletter Editor, Area Representative Manager, ZFEST Chair, Nominating Chair, and Director-at-Large. Duties of each appointed Board Member will be detailed in the ZSCCA Operations Manual. The Secretary will notify the membership of all newly appointed Board Members within thirty days of the appointment.

**Section 4**—Term of Office: The term of office shall be for a period of two (2) years, commencing on January 1st and ending on December 31st.

**Section 5—Compensation:** No Officer or Board Member may receive remuneration of any kind for serving on the Board of Directors of the ZSCCA. Reimbursement may be made for documented out-of-pocket expenses incurred in providing services for the benefit of the ZSCCA. Request for reimbursement may be submitted per policy outlined in the Operations Manual.

**Section 6—Voting Rights:** Each member of the Board of Directors, elected and appointed, shall have one vote. Any member of the board may, if unable to participate in a board meeting, give his or her proxy vote to another board member, who will be named via an email message to the Board of Directors.

**Section 7—Quorum:** Two thirds ( $\frac{2}{3}$ ) of the current members of the Board of Directors participating at any meeting shall constitute a quorum for the transaction of business.

**Section 8—Regular Meetings:** The Board of Directors shall hold regular monthly meetings.

**Section 9—Special Board Meetings:** The President and two other members of the Board of Directors may call a special meeting of the Board. The purpose of the meeting will be stated in the call. Normally, notice of the Special Meeting shall be sent to each member of the Board of Directors at least seven (7) days in advance of the meeting.

**Section 10—Minutes:** The Secretary will post minutes of the meetings of the Board of Directors to the Members Only page of the ZSCCA Website.

**Section 11—Vacancies:** The Board shall fill any vacant Officer position with a Regular or Associate member of the ZSCCA. The appointee will serve until the next election.

**Section 12—Removal from Office:** Elected Officers can be removed from the Board, with or without cause, by the general membership. Appointed Board Members can be removed by a unanimous vote of the Elected Officers. The officer/appointed board member facing removal shall be given thirty (30) days written notice of the reason for removal, and a chance to respond in writing during that time. At the end of the 30-day period, the matter will be put before the membership and a majority of votes cast will determine the outcome.

**Section 13—Resignation from Office:** An Officer or appointed Board Member may resign from office by submitting written notice to the Board of Directors.

**Section 14—Nomination of Elected Officers:** Any ZSCCA member in good standing may nominate a member for an Officer position. The nomination will be in writing to the Board of Directors. In addition, or alternatively, the Board of Directors may appoint a Nominating Committee to develop a slate of officers. All nominations must be submitted at least fourteen (14) days before the Annual Membership Meeting. Nominees must be in good standing and have been members of the ZSCCA for at least six months immediately prior to their nomination. The slate of Officers shall be announced at the Annual Membership meeting and simultaneously sent to the members along with voting instructions.

**Section 15**—Election of Officers: Election of Officers shall be by secret ballot and will close on the third (3rd) Sunday in December. Election results will be sent to the President and announced to the membership within seven (7) days of the election. The elected Officers shall assume their respective offices on January 1 following the election.

**Section 16**—Conflicts of Interest: When an officer or appointed board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **Article V—Electronic Conduct of Business**

All meetings of the organization may be conducted by electronic means as long as all persons in attendance can hear and speak to one another. All correspondence, voting, reporting, and the like, may be by electronic means. Members who cannot access electronic mail may ask that notices, ballots, and other correspondence be sent by postal mail. In these cases, members may also respond by postal mail, provided they meet required deadlines.

#### **Article VI—Committees**

All committees shall be formed and approved by the Board of Directors. Committees shall have a clearly defined purpose and description of scope of work. The committee chairperson shall report the activities and progress of the committee to the Board of Directors on a regular basis.

#### **Article VII—Fiscal Year**

The organization's fiscal year is from September 1 to August 31. At the beginning of the fiscal year, the Board of Directors shall distribute to the general membership the annual Treasurer's Report.

#### **Article VIII—Amendments to the Bylaws**

The Board of Directors and Regular and Associate Members may propose changes or amendments to the Bylaws at any time. Proposed changes or amendments shall be presented to the general membership for a period of at least thirty (30) days, after which members will cast ballots to vote on the change(s). A majority of the number of votes received is required to approve the proposed changes.

#### **Article IX—Corporation Powers**

The Board of Directors on behalf of the ZSCCA shall be empowered to do all things and conduct business, not for profit, necessary to achieve the objectives of the organization in keeping with the Bylaws, including, but not limited to, developing policies and procedures to advance and

protect the organization. Only the President holds the authority to enter into contracts, written or verbal, relating to the operation of the organization. It shall be the policy of the Board of Directors to consult the members on matters involving the general welfare and conduct of the organization. Failure to do so shall not affect any vote of the Board of Directors.

#### **Article X—Liability**

All persons or corporations extending credit to, contracting with or having any claim against the ZSCCA or the Board of Directors, shall look only to the funds and property of the ZSCCA for payment of any debt, damages or judgment or decree or any other money that may become due and payable to them from the Board of Directors or the ZSCCA so that neither the members of the ZSCCA nor its Board of Directors are personally liable thereof.

#### **Article XI—Parliamentary Authority**

Roberts Rules of Order shall be the parliamentary authority at all meetings of the ZSCCA. A copy of the Roberts Rules of Order shall be present at all meetings for use and reference. The Secretary will have the responsibility for ensuring the Rules of Order are adhered to during the meetings.