

BYLAWS OF
BMW-DFW INCORPORATED

ARTICLE I – GENERAL

1. Purpose. BMW-DFW, Incorporated (hereinafter referred to as the “Club”), is a Texas non-profit corporation which was formed by BMW Motorcycle owners for the following purposes: (i) promoting and fostering motorcycle safety, motorcycle touring, camping, and other recreational and social activities, and (ii) acting as a clearing house and information center for information relating to the enjoyment, care and maintenance of BMW motorcycles. The Club shall not sponsor or promote any illegal or unsafe activity, including, without limitation, operating a motor vehicle while under the influence of drugs or alcohol.
2. No compensation. No officer, director or member may receive or derive personal remuneration (other than membership approved prizes and awards) from any Club activity or function. In the event of dissolution of the Club, the treasury shall be liquidated by donating all proceeds, after expenses are paid, to a bona fide charitable organization.
3. No Personal Liability for Obligation of the club. The members, directors and officers of the Club shall not be liable, either individually or jointly, for the debts, liabilities, or obligations of the Club incurred due to the operation of the Club in accordance with the terms of the Club Articles of Incorporation and the Bylaws including (but not limited to) travel to and from all general meetings, special meetings, tours, contests, and events sponsored or authorized by the Club.
4. Waiver of liability and Assumption of Risk. Each member of the Club, in consideration of the privilege of continuing his or her membership in the Club, releases, waives and discharges, to the full extent permitted by law, the Club and its members, officers and directors, (in their capacity as such) from any and all liability, loss, cost, damage, claims, and demands relating to or arising from bodily injury, death or property damage in connection with the participation by such member in any Club function, activity, tour, ride or event. Each member assumes full responsibility for risk of bodily injury, death and damage to property relating to or arising from such member’s operation of a motorcycle and/or other motor vehicle, and such member’s participation in a Club function, activity, tour, ride, and event. Each member by his or her continued membership in the Club (i) acknowledges that the operation of a motorcycle includes risk of bodily injury, death and damage to property, (ii) appreciates the nature and extent of the risk of, and potential damage from, operating a motorcycle, and (iii) voluntarily exposes himself or

herself to such risk. The foregoing waiver of liability and assumption of risk is made with respect to liability, loss, cost, damage, claims and demand which arise solely by virtue of a person's membership in the Club or a person's service to the Club as a director or officer of the Club. The foregoing waiver of liability and assumption of risk shall have no effect upon the right of any individual member to obtain recourse from and against the tortious conduct of any other member of the Club.

Club Function. A "Club function" shall be any event determined in good faith by an elected officer or officers of the club to be a club function or activity, as long as said activity does not conflict with the stated purpose of the Club.

ARTICLE II – OFFICES

1. Principal Office. The principal office of the Club for the transaction of its business is located in Tarrant County, Texas.
2. Other Offices. The Club may also have any other offices at such other places, within or without the State of Texas, as the Board of Directors may from time to time determine or the business of the Club may require.

ARTICLE III – MEMBERS

1. Membership and Voting Rights. The Club shall have one class of members only, and the rights (including voting rights), privileges, and interests of all members shall be equal. Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes. No member shall have more than one vote on any issue voted upon regardless of a member's status or the number of BMW motorcycles owned by a member.
2. Number of Members. There shall be no limit on the number of members admitted into the Club provided that all members shall be admitted in accordance with the provisions of these Bylaws, the laws of the United States, the laws of the State of Texas, and all other applicable laws, rules and regulations.
3. Eligibility for Membership. In order to be eligible to become a member in the Club, a person shall:
 - a. Be 21 years of age;
 - b. Be the owner of record of a BMW motorcycle or BMW motorcycle/sidecar combination; or the rider of a BMW motorcycle or BMW motorcycle/sidecar combination to which he/she has unrestricted access.
 - c. Have attended a minimum of two (2) club functions, one (1) of which must be a motorcycle ride: and
 - d. Submit to the president a written application for membership, the form and content of which shall be prescribed by the officers.
4. Admission as Member. An eligible person shall be accepted for admission as a member of the Club upon meeting the requirements of Article III.3. and payment of the appropriate club dues and fees.
5. Eligibility of Member's Spouse. Regardless of the foregoing membership eligibility and admission requirements, the spouse of any member of the Club

- shall, upon written application to the President, automatically become a member in the Club and such a member shall have the same rights (including voting rights), privileges and interests as all other members.
6. Initiation Fee. There is no BMWDFW initiation fee.
 7. Annual Dues. Each member shall pay annual dues in the amount of \$20 for each calendar year, and such dues shall be due and payable in advance of each calendar year at the regular monthly membership meeting held in November. Annual dues shall be delinquent if not paid in full on or before the regular monthly membership meeting held in January.
 8. Prorating of Dues for New Members. Each newly admitted member shall pay annual dues for the remaining portion of the calendar year in which such member is admitted into the Club in accordance with the following schedule:
 - a. If membership is granted in the months of January through September, then the dues shall be \$20
 - b. If membership is granted in the months of October through December, then the dues shall be \$25 and shall cover the remainder of the year in which the dues are paid and shall cover the subsequent year as well.
 9. Dues for Re-Admitted Members. A past member of the Club whose membership was terminated because of a failure to timely pay annual dues shall be required, upon re-admittance, to pay the full annual dues for the remaining portion of the then current calendar year.
 10. Payments by Married Couples who are Members. Notwithstanding any provision to the contrary in these Bylaws, each husband and wife couple who are each a member of the club shall be required only to pay dues or assessment as if the couple were a single member.
 11. No Personal Liability. No member shall have any personal liability for dues or assessments imposed by the Club. The sole remedy of the Club for a member's failure to pay any dues, initiation fees or assessments shall be the termination of such member's membership in the Club.
 12. Special Assessments. Members shall not be assessed for any sums other than those expressly set forth in these Bylaws unless such assessment is by majority vote of the members present at a regular monthly meeting in which a quorum is present. Such assessment proposal shall be fully discussed by the members prior to vote and such assessment shall be valid only for express Club purposes. Any proposed or adopted assessments not in accordance with the above, or otherwise in violation of law or endangering the tax exempt and non-profit status of the Club, shall be invalid, null, and void ab initio, and shall be immediately refunded to those members paying such assessment.
 13. Termination of Membership in Club. Membership in the Club shall be automatically terminated upon the occurrence of any one of the following events:
 - a. Failure of a member to pay his or her annual dues or assessments on or before the date such annual dues or assessments become delinquent.
 - b. Resignation of a member in writing delivered to an officer of the Club.
 - c. Death of a member.
 - d. Failure of a member to execute any statement, in form and content approved by the Club, of assumption of risk and/or waiver of liability.

e. Vote of dismissal by ninety percent (90%) of the members present at any regular monthly meeting in which a quorum is present; provided, however, that any such vote shall not be held unless (i) all members (including the subject member) are duly notified in advance of the meeting, and (ii) the subject member is afforded the opportunity to speak at the meeting prior to any vote.

The termination of a member of the club shall have no effect upon the membership status of the spouse of the terminated member.

14. Transferability of Membership. Membership in the Club is nontransferable under any condition or circumstance.

ARTICLE IV – MEETINGS OF THE MEMBERS

1. Place of Meetings. Meetings of the members of the club shall be held at the principal office of the Club, or at such other place within or outside of the State of Texas, as previously announced in the Club Newsletter, at the direction of the President.
2. Regular Monthly Meetings. Members shall meet regularly on the second Tuesday of each month and announcement of the place for such meeting shall be printed in the Club Newsletter, mailed or disseminated by electronic mail to all members of the Club at least one week in advance of such meeting. The time for such meeting shall be as shown in the Club newsletter of such month, but may be changed by the President with due proper notice to the general members in order to meet unexpected situation or emergencies; provided, however, that such change in time shall be after the previously published meeting time to facilitate full attendance and participation of all members and guests.
3. Annual Meetings. The regular monthly meeting held in the month of November of each year shall be known as the Annual Meeting, and shall be held for the purpose, among other things, of electing officers and directors of the Club.
4. Special Meetings. Special meetings may be called by the President or the Board of Directors. Notice of the time and place of special meeting shall be announced at a regular monthly member meeting in which a quorum is present or shall be announced at least seven (7) days prior to such meeting in the Club Newsletter, or disseminated via electronic mail or otherwise by mail. Notice of such special meetings shall specify the place, day and hour of the meeting, and the general nature of the business to be transacted.
5. Quorum and Voting. At all regular monthly meetings of the membership, the presence of fourteen (14) Members of the Club shall be necessary and sufficient to constitute a quorum for the transaction of business, and at all special meetings of the membership, the presence of twenty-one (21) Members of the Club shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of at least a majority of the members present at any meeting at which there is a quorum shall be the act of the Club, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws.

6. Conduct of Meetings. Meetings shall be guided by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with the Bylaws or any applicable law, rule or regulation.

ARTICLE V – OFFICERS

1. General. The elected officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer, a Safety Director, a Tour Director, an Editor/Historian and a Web Master. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers and such other officers and assistant officers and agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any two or more offices may be held by the same person.
2. Elections. Officers shall be elected by a majority vote of the members at the Annual Meeting, and officers shall hold offices for the forthcoming calendar year and until their successors are elected. Each officer shall be elected by secret written ballot. Prior to voting, nominations for such officers shall be made from the members and these nominations may be discussed by the members. Nominations for officers shall be submitted to the nominations committee during the time between the September and October regular monthly club meetings. The nominations committee will present the slate of qualified candidates to the membership at the October regular club meeting. A person who is not a member of the Club may not serve as an officer of the Club.
3. Compensation; Reimbursement. Officers shall serve without compensation. However, their out-of-pocket expenses incurred in the performance of Club duties and offices shall be reimbursed to them upon their presentation of proof or receipts of such necessary expenses to the Treasurer of the Club, and such reimbursement shall be paid only after approval of the Treasurer. Amounts, reasons, and the receipts for the out-of-pocket expenses shall be permanently noted and maintained by the Treasurer.
4. President: The President shall have the powers of chief executive officer of the Club, and as chief executive officer shall have general supervision of the affairs of the Club, shall have general and active control of all of its business, and shall perform such other duties as the Board of Directors shall assign from time to time.

The president shall preside at all meetings of the members and the Board of Directors. Subject to the other provisions of these Bylaws, the President shall have authority to execute checks, drafts, promissory notes, and contracts in the name of the Club and to affix the corporate seal thereto; to sign membership cards; and, in general, to exercise all the powers usually appertaining to the office of President of a non-profit corporation, except as otherwise provided in these Bylaws.

5. Vice President: The Vice President shall perform all such duties and services as shall be assigned to or required of him or her from time to time by the President

and the Board of Directors. Subject to the other provisions of these Bylaws, the Vice-President shall fulfill the duties of the President when the President cannot attend or perform his or her necessary duties and functions.

6. Secretary: The Secretary shall maintain an official Club roster containing the names, addresses, E-mail addresses and phone numbers of all members in good standing, and shall publish a Club Directory from time to time but no less often than once per calendar year. If a member does not want his/her personal information, other than name, published in the Club Directory then he/she may submit a written request to the president and secretary directing same. The Secretary shall disseminate necessary information, articles, documents, or other publications incident to the activities and furtherance of the Club. The Secretary shall have these documents available for inspection by any member, director or officer.

The Secretary shall attend all meetings of the members and all meetings of the Board of Directors and record all proceedings of such meetings in a book to be kept for that purpose or in non-volatile digital memory. The Secretary shall give, or cause to be given, notice of all meetings of the members and meetings of the Board of Directors. The Secretary shall have charge of the seal, if any, of the Club and have authority to affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant secretary or Assistant Treasurer, which may be in facsimile. The Secretary shall keep and account for all books, documents, papers, and records of the Club except those for which some other officer or agent is properly accountable. The Secretary shall have authority to sign membership cards, if any, and shall generally perform all the duties usually appertaining to the office of the Secretary of a non-profit corporation.

Assistant Secretaries shall assist the Secretary, and in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors for the majority of the members may prescribe from time to time.

7. Treasurer: The Treasurer shall be the chief financial officer of the Club and shall have active control of and shall be responsible for all matters pertaining to the finances of the Club. The Treasurer shall have the care and custody of all monies, funds, and securities of the Club and shall deposit all monies and other valuable effects in the name of and to the credit of the Club in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be recorded a statement of all receipts and disbursements of the Club in order that proper entries may be made in the books of account. The Treasurer shall have the power to sign membership cards, to execute checks and drafts in the name of the Club and to give proper receipts or discharges for all payments to the Club. The Treasurer shall be responsible for all terms of credit granted by the Club and for the collection of all its accounts.

Assistant Treasurers shall assist the Treasurer, and in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers deemed necessary in order to assist the Treasurer, and in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors or a majority of the members may prescribe from time to time.

8. Safety Director: The Safety Director shall promote the safety, well being and goodwill of the Club and its members.
9. Tour Director: The Tour Director shall suggest possible activities, events and tours for the Club, and, with respect to those activities, events and tours which are determined to be Club functions, may disseminate information known to him or her regarding possible routes, highway conditions, places of interest, and locations of gas, food and lodging. Tour Director may instigate, arrange and/or lead or otherwise direct such functions.

Assistant Tour Directors shall assist the Tour Director, and in the absence or disability of the Tour Director, perform the duties and exercise the powers of the Tour Director. The Tour Director and Assistant shall perform such other duties and have such other powers deemed necessary as may be prescribed from time to time by the Board of Directors or a majority of the members.

10. Editor/Historian: The Editor/Historian is responsible for the publication of the Club Newsletter, including making necessary writing assignments to members, collecting and editing articles submitted for inclusion in the Newsletter, and printing, publishing, electronic mailing, US postal mailing and other dissemination (as necessary) of the Newsletter each month. The Newsletter shall be completed, published, and mailed or otherwise distributed to all Club members and to such other clubs, subscribers, or interested recipients as the Board of Directors or the Club may determine. The Editor/Historian shall record events, activities, and actions of the Club, its members, and their relationships with the public and other groups and activities. He or she shall maintain a historical record, hard copy and/or electronic, of articles, pictures, or other documents recording the activities or aspects of the Club and its individuals and groups, and maintain same for inspection at meetings and displays by or for the Club. He or she shall be the custodian of trophies, club accomplishments and documents thereof, and shall maintain such books and documents as necessary to preserve and promote the history, achievements, and activities of the Club.
11. Web Master: The Web Master shall be responsible for establishing a Club website on the Internet and maintaining the website in accordance with the direction of the Board of Directors. The website may contain current, future and historical information regarding Club activities.
12. Restrictions on Expenditures of Money: The President, the Treasurer and all other officers of the Club shall not have the authority to expend any money or execute checks, drafts, notes or contracts on behalf of the Club for any expenditure or

obligation which exceeds \$200 without approval in advance by a majority of the Board of Directors.

13. Termination of Office: An Officer shall be removed from office upon the occurrence of any one of the following events:
 - a. The termination of the Officer's membership in the Club
 - b. Resignation by the officer from office.
 - c. Vote by two-thirds (2/3) of the members present at a regular monthly meeting.
 - d. The conviction of a felony offence or any act involving moral turpitude
 - e. Unanimous vote of the Board of Directors (excluding the vote of the subject Officer).

14. Vacancy. Any vacancy of an office may be filled by the affirmative vote of a majority of the members of the Club present at a meeting in which a quorum is present. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VI – DIRECTORS

1. Number of Directors. The number of directors of the Club shall be fixed from time to time by the members of the Club, but in no case shall the number of directors be less than three (3) or more than eleven (11). The Boards of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Safety Director, Tour Director, Editor/Historian and Web Master. The termination of any officer's position as an officer of the Club shall automatically result in the termination of such individual as a director of the Club. Until otherwise fixed by the membership of the Club, the number of directors shall be seven (7) because the offices of Secretary and Treasurer are combined and held by a single member. Each director shall hold the office until (i) his successor is elected and qualified, (ii) he dies, (iii) he resigns, or (iv) he is removed.
2. Chairman of the Board. The President shall be the Chairman of the Board.
3. General Powers. The business of the Club shall be managed by its Board of Directors, which may exercise all powers of the Club and do all such lawful acts and things, as are not by law, the Articles of Incorporation or these Bylaws, directed or required to be exercised or done by the members of the Club.
4. Place of Meetings. The Boards of Directors of the Club may hold meetings, both regular and special, either within or without the State of Texas.
5. Annual Meetings. The first meeting of each newly elected Board of Directors shall be held, without further notice, prior to the regular monthly meeting of the members in January, provided a quorum shall be present. In the event such meeting is not held prior to the regular monthly meeting of the members in January, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver of notice signed by all of the directors.

6. Regular Meetings. Regular meetings of the Board of Directors shall be held without special notice at such time and at such place as shall from time to time be determined by the Board of Directors.
7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors, and shall be called by the Secretary on the written request of a majority of the incumbent directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.
8. Notice of Special meetings. Notice of any special meetings shall be given at least 48 hours previous thereto if given either personally (including written notice delivered personally, electronic mail or telephone notice), and at least 120 hours previous thereto if given by written notice mailed to each director at the address of his or her business or residence. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed in the above-specified manner and with the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.
9. Waiver of Notice. Any director may waive notice of any meeting of these Bylaws. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
10. Quorum and Voting. At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the affirmative vote of at least a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. If the quorum shall not be present at any meeting of directors, a majority of the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.
11. Compensation of Directors. Directors shall not receive any compensation for their services.
12. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting.
13. Nominations Committee. The nominations committee shall be composed of the current elected Board of Directors plus two club members at large who are not current directors. The nominations committee shall advise the candidates of the job requirements and confirm the candidates are willing to serve in the capacity of the office for which they are nominated. Each candidate placed on the ballot shall have been approved by a two-thirds majority of the nominations committee.

ARTICLE VII – INDEMNIFICATION

The Club shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director or officer of the Club, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Club or otherwise), or in connection with an appeal relating thereto, in which he or she may become involved as a party or otherwise by reason of being or having been such a director or officer (whether or not a director or officer at the time such liability and expense may be incurred) provided such person acted, in good faith, in what he or she reasonably believed to be the best interest of the Club and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful, or criminal, by judgment settlement (whether with or without court approval) or conviction or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in this Article VII.