



## Amended and Restated Bylaws of the AIRHEADS BEEMER CLUB, INC.

As voted and approved May 1, 2024

1. The AIRHEADS BEEMER CLUB, INC., (the “Club”) shall be governed by a Board of Directors who shall exercise all powers of a board of a California Nonprofit Mutual Benefit Corporation.
2. The Board shall consist of seven (7) Directors. Five of these Directors, each, residing in the five (5) regions, (each a “Regional Director”), described in the Articles of Incorporation of the Airheads Beemer Club, Inc., (the “Articles” as amended from time to time), and (2) Directors nominated from the membership in general, each being an “At-Large Director”. The At Large Directors cannot be from the same region. Directors shall serve without salary. The Regional Directors and the At Large Directors collectively together are the “Directors” or the “Board”.
3. “Airmarshals” are individuals who have performed, or agree to perform, special services for the club. Each state, country or continent specifically mentioned in Article 5 of the Articles, as amended from time to time, may have an Airmarshal. Any member of the Club who desires to be elected as an Airmarshal may declare his candidacy by delivering a position statement to the Chairman of the Board prior to September 1 of any year. The Chairman shall give the present Airmarshal a chance to prepare his own position statement. Both candidates shall have access to the addresses of Airheads in their district. The Chairman shall then distribute the position statements to Airheads in the district where the candidate resides and set a deadline for the return of ballots which shall be in October of the same year. Airmarshal will be elected by the members in their given area. If there is no incumbent Airmarshal and an individual steps forward to fill the role then they can be installed by a majority vote of the Board. If an Airmarshal repeatedly fails to vote when asked by the Board then the Airmarshal may be removed by the Board at their discretion for cause. Airmarshals may also be selected to fill vacant positions by a majority vote of the Board.
4. All Directors shall be elected by a simple majority vote of all the Airmarshals. All Airmarshals, Directors or general members wishing to participate in club business or management activities must be members in good standing and be, and remain, current on all dues.
  - a. All votes of the Airmarshals shall have been published to the Airmarshal list and shall have (14) fourteen days to submit their vote.
  - b. Elections for Regional Director seats in Regions 1, 3, and 5 will happen in odd years and Regions 2 and 4 in even years, each a respective “Voting Year”. Each Regional Director will serve a term of 2 years unless terminated by operation of these Bylaws.



- c. A candidate running for a Regional Director Position must be an Airmarshal, if by May 1<sup>st</sup> of a Voting Year an Airmarshal has not declared candidacy then the general membership in that region may participate for a Regional Director position as outlined above.
  - d. Any member in good standing is eligible to be an At Large Director. One At Large Director shall be elected each year and serve a two-year term so that there is an even year At Large Director election and an odd year At Large Director election. The At Large Directors cannot be from the same Region.
  - e. Candidates (or Directors for reelection, if opposed) must submit a 300 word or less position statement and Bio by 1 April in their respective voting year. Elections will be completed by 31 May in years only, unless a Director resigns or is removed for cause.
  - f. A Director may not serve more than three consecutive terms.
  - g. If a vacancy of any Director position arises then the remaining Board members shall cause a special election to occur no later than 60 days after the vacancy occurs. The newly elected Director will service out the balance of the term of the position vacated.
5. The Board shall be empowered to carry out all lawful activities of the Club and be responsible as steward of the Club to carry out Club business for the good of its members. The Board shall utilize best efforts to ensure the future of the club and appreciation for the Type 247 BMW motorcycle.
- a. The Board shall select one of its members to be Chairman. He or she shall call meetings of the Board by providing reasonable notice to Board members, in any event no less than monthly. He or she shall be responsible for the preparation and circulation minutes of the meetings to the membership either in print or electronically. He or she may perform such other duties as are defined by the Board or in these Bylaws.
  - b. The Board may select such other officers, employees or agents as it deems useful for carrying out the activities of the club. All officers, agents, Airmarshals, or members may be dismissed with, or without, cause by the Board at a meeting called for that purpose.
  - c. The Board shall publish job descriptions for each role created. Each year at the January Board meeting the job descriptions will be reviewed and approved by the Board. If changes are needed, then they will be proposed and tabled until the next Board meeting when they can be voted on and approved.
  - d. A quorum of the Board shall be Four Directors. Meetings may be held in person, telephonically or by other electronic means. Action may be taken without a meeting if all Board members individually and collectively consent in writing.
6. The Board of Directors shall oversee the finances of the Club. The Board shall at all times ensure that the Club is solvent and undertake any and all actions to assure the solvency of the Club.



a. The Board shall appoint a Treasurer to manage the Clubs finances. The Treasurer can be any member in good standing. The Treasurer shall record all income, expenses and transactions related to the finances of the club. The Treasurer will assure that all federal state and regional tax and incorporation filing are made for each period they are required and report such to the Board.

b. Each year in December the Treasurer will present a comprehensive budget for the following calendar year to Board for approval. The Board will review and make comment to the Budget then approve it. The Board will publish the Budget, previous year actuals and results of the Audit, (as outlined below) no later than the April newsletter each year.

c. All expenditures outlined in the budget are deemed approved and the Treasurer can pay all budgeted expenses as they come due. Payment for goods, services and expenditures incurred by the club in the normal course of club business may be settled by check issued by the Treasurer, by electronic payment such as Debit Card or online payment services utilizing accounts established by the Treasurer and approved by the Board.

d. Members holding designated roles in the club such as but not limited to AirStore Manager, Advertising Manager and WebMaster may hold and utilize Debit cards linked to club bank accounts for purposes of settling payment for budgeted goods and services in the benefit of the club. Such cards will have established expenditure limits.

e. Any expense that arises that is not budgeted for that exceeds five hundred dollars (\$500.00) shall be presented to the Board for approval and requires a simple majority of the current Board to approve an unbudgeted expense.

f. An annual audit will be conducted within the first two months of the beginning of the calendar year. An audit committee shall be comprised of the Chairman, and 1 (one) other member of the Board, but NOT the current or past Treasurer. The current or past Treasurer shall be available only for the purpose of answering questions.

7. Any amendment to these Bylaws must be approved by a vote of 2/3 of the Board and Airmarshals.

8. The club, its logo, its membership roster, and its newsletter shall not be used in any fashion to further any individual's business or political aspirations. Any club intellectual property, ("I.P." may only be used in accordance with the current published branding and I.P. rules.