MEMBERSHIP STATS as 02/21/2006

<table>
<thead>
<tr>
<th></th>
<th>Full</th>
<th>Associate</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Membership</td>
<td>65,835</td>
<td>9,365</td>
<td>75,200</td>
</tr>
<tr>
<td>Last Month's Membership</td>
<td>65,820</td>
<td>9,316</td>
<td>75,136</td>
</tr>
<tr>
<td>Monthly Net Gain (Loss)</td>
<td>15</td>
<td>49</td>
<td>64</td>
</tr>
<tr>
<td>Monthly % Change</td>
<td>0.02%</td>
<td>0.53%</td>
<td>0.09%</td>
</tr>
<tr>
<td>Last Year's Membership</td>
<td>66,307</td>
<td>8,847</td>
<td>75,154</td>
</tr>
<tr>
<td>Annual Net Gain (Loss)</td>
<td>-472</td>
<td>518</td>
<td>46</td>
</tr>
<tr>
<td>Annual % Change</td>
<td>-0.71%</td>
<td>5.86%</td>
<td>0.06%</td>
</tr>
</tbody>
</table>

New Members, 02/06 1,111
Renewals, 02/06 51.4%
Roundels Mailed 66,560

BMW CCA MEMBERSHIP DRIVE

So far 665 members have signed up 885 new members! Keep up the good work!

Watch the www.bmwcca.org website for updates to the prize list – and if you need applications or membership drive business cards to help you recruit – just email: jennifer.skatzes@bmwcca.org

BMW CCA ELECTIONS

Congratulations to Scott Blazey, Mark Calabrese and Fred Iacino who will be serving the club well for an additional two years. Welcome to John Sullivan who will begin representing the North Atlantic Region, Sunday March 26, 2006.

BYLAWS AMENDMENTS

All three of the proposed bylaws amendments have been accepted by a majority of the club members who voted. There have been some frank and earnest exchanges on the club's BMWCCA Talk digest concerning the potential for harm to the current chapter structure as a result of the amendments. If you are not already participating on the digest, I'll urge you to visit it: http://autos.groups.yahoo.com/group/BMWCCAtalk/

With respect to the bylaws changes and for the record, I really do not see these amendments creating any kind of revolutionary change in the way the club conducts business - nor do I see them destroying geographic chapters. In my opinion, we've had three virtual chapters since 1999 -- the E30 M3 digest, the Club Racing digest and the X5 digest (the last has never gotten off the ground). A person has never needed to be a member of this club in order to join and participate in the E30 M3 SIG or the CR Sig. However, since this office has collected dues for both since 4/99 we know from experience and with few exceptions once a non-CCA person has joined either, they end up joining the BMW CCA because they learn how much the club offers.
We need to be prepared to conduct business differently than we have been because in three or five or ten years we may find that the club is primarily internet driven, rather than magazine driven. When I write `magazine-driven' I don't mean to discount all the effort you core chapter volunteers put into the many activities and services offered by your chapters - you create the fun for those who participate and are the basis for so much of interest that appears in Roundel - by magazine-driven I mean that about 85% of the membership is subscribing to Roundel and that 85% may be supplanted by people who simply don't read magazines or books.

The fact of the matter is, in order to even maintain the status quo; the club needs to grow and needs to improve our retention numbers. When BMW NA was selling 125,000 cars a year in the US and we had 48,000 members BMW NA began listening to us and developing and improving plans to partner with us -- for instance the various rebate and incentive programs, funds for Club Racing, funds for Instructor Training. (I'm pulling the sales numbers out of the air, I think I'm close but I bet Phil Marx will have a better grasp on the actuals.) Now BMW NA is selling - what? 300,000 cars a year and we have 75,000 members. We've been plateaued at 75,000 members for almost two years. If we remain at 75,000 or begin to lose significant numbers of members while BMW continues to sell more cars we're going to become less important to them.

Please don't get excited --I'm not advocating that we strive to run this organization to please BMW - but you understand that if we are not perceived as the most significant of enthusiast groups, we will eventually be supplanted and then many of the perks and privileges we have come to think of as `ours' - will likely go away.

Is everyone who buys a BMW going to want to join this club, or a SIG or become involved in an internet chat room? Absolutely not. (Of course, we know we don't want everyone who buys a BMW to become a member of this club, either. There are some real fruit loops out there and we already have plenty of our own <G>.) Ultimately though, what harm does it do to be able to welcome those that ARE interested with a variety of different ways to enjoy their cars -- and meet like-minded folks? That's just my take on it though - I'll encourage all of your to share your own.

**ZF PUBLIC SERVICE AWARDS and BMW CCA CHARITY MATCHING FUNDS PROGRAM!**

We received ZF and Charity Matching Funds requests from the following chapters:

- Badger Bimmers
- Bayou
- Blue Ridge Chapter
- Bluegrass Bimmers
- Boston
- Central California
- Connecticut Valley
- Delaware Valley
- Everglades
- First Coast
- Genesee Valley
- Hoosier
- Iowa Chapter
- Kansas City
- Kansas City
- Los Angeles
- National Capital
- Nittany Bimmers
- NJ Chapter
- Northern Ohio Chapter
- Patroon
- Peachtree
- Puget Sound
- Rocky Mountain
- San Diego
- St. Louis
- Sunbelt
- Sunshine Bimmers
- Tejas
- Tidewater
- Windy City
- Sin City

**GATEWAY TECH**

It's right around the corner! Gateway Tech in St. Louis, Missouri March 23 – 26, 2006 and we would love for you to participate! This year marks the 25th anniversary of the event and it is sure to be a memorable one. With featured speakers Denise McCluggage and Boris Said and sponsors such as BMW NA, zymöl, BBS, Active Autowerke, Metric Mechanic and many more you're bound to find something you need. There will be
many technical seminars and panel discussions you won’t want to miss. Join your closest BMW friends for a weekend of good food, good stories, information on a wide variety of technical topics, and great prices on products. For more information please visit www.bmwcca.org.

**ANNUAL MEETING OF THE BMW CCA BOARD OF DIRECTORS**

Held this year at Gateway Tech – St. Charles, MO March 25 and 26. For details or to observe, please call the National Office. 864 250-0022.

**OKTOBERFEST 2006 GRAND RAPIDS**

*Shark Attack!*

This year's O'Fest Featured Model is the BMW 6 Series! So polish up your 635Cs, tune up your M6, and buff up the leather in your 635iL. And when the Sharks gather, you can check out the range, from the M635Ci of a quarter-century ago to the mighty V10 of today!

The National Office has negotiated special rates and reserved a block of rooms at the Amway Grand Plaza, conveniently located in the heart of downtown Grand Rapids' business and entertainment district. The Club rate is $99 per night. **Call 800-253-3590 and mention code BMW0723** to reserve your room.

All attendees that bring their 6-series to Oktoberfest will be provided with a limited edition 6-series event pin free of charge and will be entered in a drawing for a BMW CCA MP3 player.

This year the club has negotiated deals throughout Grand Rapids - although you may feel a little dorky walking into the Frederik Meijer Gardens & Sculpture Park, the IMAX Theatre, Frank Lloyd Wright's Meyer May House, or the Grand Rapids Children's Museum wearing your Oktoberfest badges - doing so will automatically give you a discount of between 5% and 20% on admission to those attractions and local restaurants and amusement parks.

Brenda Sarvis negotiated discounts with Northwest Airlines for those of you traveling sans BMWs - if you book tickets costing $200 or more, more than 30 days in advance you will receive a 15% discount: tickets booked 30 days out receive a 10% discount and tickets booked less than 30 days receive 5% - there will be a code assigned for our use shortly, so watch the website for that information As you know the club has established programs with both Hertz and Avis for discounts on car rentals (see the Club Services page of Roundel) so you won’t have to spend an arm and a leg getting to and around Grand Rapids.

Our North Central Chapters and various Oktoberfest teams have planned some outstanding events - the two-day driving school hosted by Motor City at Gingerman will be (as all Motor City school are) fun and challenging; the Michiana Autocross is bound to get your heart pumping and adrenaline flowing; the Blue Ridge Gymkhana team will stimulate those that dare attempt the course, while providing spectators with belly-laughs. Randy Everson will once again provide his outstanding Car Control Clinic; and the Missouri Valley Chapter will be hosting this year's Concours - with a special trophy for a People's Choice best of the 6-Series entered. Rallymaster, Mike Lingenfelter of the Hoosier Chapter, has traveled to Grand Rapids several times and developed some diabolical rally routes that he is in the process of 'refining' with input from Satch Carlson - one trembles at the potential for mayhem ...
FABULOUS FORMS

A quick reminder that all chapters wishing to update/change their Comp Listings and Labeling requirements should have done so no later than January 16th. Tricia Jones is a wonderfully patient person, but it works a hardship on her when these requests trickle in after the fact.

The Chapter Officer Questionnaires and Chapter Financial Statements must be received at this office no later than March 31, 2006. We have been very lenient in years past, but must now insist that the information be provided in a timely fashion. Chapters failing to comply will be referred to their Regional VPs, and chapter rebates may be held.

The deadline for Printing and Postage rebates is March 31, 2006.

In 2006 this office has begun to monitor chapter performance more stridently than we have in the past because we have had such an inordinate number of chapters flirting with losing their charters due to failure to meet minimum standards. Sadly, it's apparent that more rigorous enforcement is necessary.

I'm not a fan of punitive oversight, but we all have an obligation to the members, and meeting the minimum standards is part of the commitment we make to ensure the health of this club. If your chapter is having difficulty in meeting your newsletter commitments, form filing responsibilities, or grappling with other issues that are impacting the chapter's ability to serve its membership – let me know. The staff and I will be happy to help in any way we can; and your Regional Vice Presidents are wonderful resources.

CRISIS COMMUNICATIONS

Along the same line ... we have asked repeatedly for each chapter to provide this office with the names and contact information for at least two people within your chapter who can be relied upon as primary points of contact should a crisis occur. Believe me – no one wants to ever have to use the information, but providing it to us doesn't mean you're calling calamity and pestilence down upon your group by doing so. Since we began this process in August of 2005 only a handful of chapters have complied. Before we turn the RVPs lose to badger and berate you, we'll give this one more try.

It is vitally important that each of you determine who within your chapter will be the best two point people, in terms of their ability to stay calm in an emergency and/or their ability to deal with the media and friends and family. Please provide that info to us so as soon as you can so that we can produce contact cards for you – and also maintain the info at this office as a back up.

All of the Crisis Communications documentation is available electronically. Any of you who would like to review it again or for the first time, just send me an email – wynne_smith@bmwcca.orgT.

Having experienced first hand the importance of having such a plan in place, and seeing how crucial it is that everyone understands their place and how to operate when a tragedy occurs – I can't stress enough how an ounce of prevention is worth a pound of cure.

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best regards,

Wynne