

# Bylaws of the SAN DIEGO MIATA CLUB

**Revisions** – Deletions in ~~strikethrough~~ and additions underlined and **colored**

## Article I. Name

- 1.1 Name - The name of this organization shall be San Diego Miata Club (the "Club"), a California mutual benefit organization.

## Article II. Purpose

- 2.1 Purpose - The purpose of the Club shall be to promote good will for the mutual benefit of Club members and to provide social and recreational activities that enhance the ownership experience of Mazda MX-5 Miata automobiles.

## Article III. Membership and Qualifications

- 3.1 Requirements - The term "member" means a member in good standing with current dues paid.
- 3.2 Types of Memberships - Memberships may be single or dual.
- 3.3 Single Memberships - A single membership shall consist of one person, and shall have one vote on any Club matters.
- 3.4 Dual Memberships - A dual membership shall consist of two people from one household. Both people shall be entitled to all the rights and privileges of members except:
  - 3.4.1 Only one member of a dual membership shall be entitled to vote on any Club matter.
  - 3.4.2 Only one member of a dual membership shall be eligible to serve on the Board of Directors at any time.
  - 3.4.3 A dual membership shall be entitled to only one printed copy of any newsletter or other material distributed by the Club to the members.
- 3.5 Responsibilities - Members shall act in accordance with the stated purpose of the Club. The Board may suspend or revoke the membership of any member whose actions are deemed detrimental to the Club.

## Article IV. Board of Directors

- 4.1 Number of Directors - The Board of Directors ("Board") shall consist of the five officers.
- 4.2 Requirements - All Directors must be members in good standing.
- 4.3 Purpose - The Board shall represent the membership in all official matters, and is to act in the interest of the membership in the conducting of Club business and activities.
- 4.4 Spending Limit - In matters regarding expenditure of Club funds in excess of \$500, the Board shall present a recommendation for approval at a general membership meeting. Approval is not required for expenses related to publication and distribution of the Club newsletter, maintenance and updating of the Club web site, or renewal of Club insurance.
- 4.5 Ratification - Recommendations requiring membership approval shall be presented to the members at any scheduled membership meeting. A simple majority vote of paid memberships present shall authorize Board decisions.

- 4.6 Delegation - The Board may authorize appointees to act on behalf of the general membership in matters of routine Club business.

## Article V. Officers and Duties

- 5.1 Enumeration - The officers of the Club shall consist of a President, Vice-President, Treasurer, Secretary, and Immediate Past President, and shall represent the membership in all official matters.
- 5.2 Distinct Positions - No member shall hold more than one office at a time.
- 5.3 President - The President shall preside at all membership and Board meetings; shall enforce these bylaws; can sign checks and contracts; and shall be responsible for carrying out the decisions of the membership.
- 5.4 Vice-President - The Vice-President shall preside in the absence of the President.
- 5.5 Treasurer - The Treasurer shall sign checks and collect all dues and other monies from any and all sources; shall keep books of accounts and make a financial report at Club meetings; at the last meeting of each year, shall make an annual financial report showing all income and disbursements, and shall provide a budget forecast for the following year.
- 5.6 Secretary - The Secretary shall keep the minutes and records of the membership and Board meetings; on request, shall furnish each member with a copy of these bylaws and their amendments as they occur; and, at the last meeting of his or her term, shall turn over the minutes and records of the past year for the Club files.
- 5.7 Immediate Past President - The Immediate Past President serves as an advisor to the President and the other Directors on the board.

## Article VI. Definition of a Meeting

- 6.1 A meeting may be any gathering of people, whether it is in person, conference call via telephone, or any form of electronic synchronous group connection.**

## Article ~~VII~~ VII. Board Meetings

- ~~6.1~~ **7.1** Frequency - The Board shall meet at least quarterly **at times and places as** determined by the Board.
- ~~6.2~~ **7.2** Open - Regular Board meetings shall be open and announced to the membership in advance via the ~~Club's newsletter~~ **best manner as determined by the board.**
- ~~6.3~~ **7.3** Special Meetings - Special Board meetings may be called by a two-thirds vote of the directors, and need not be announced or open to the membership.
- ~~6.4~~ **7.4** Electronic Meetings - The Board may utilize electronic communications to make decisions between scheduled meetings. However, any such decisions must be ratified by the directors at the next scheduled Board meeting, and must be recorded in the minutes.
- ~~6.5~~ **7.5** Quorum - A quorum at any Board meeting shall consist of at least three directors.
- ~~6.6~~ **7.6** Motion - The President, Vice-President, Secretary, **Immediate Past President**, and Treasurer shall be entitled to move or second motions and to vote on any matter coming before the Board. In the event of a tie vote, the motion shall be deemed to have failed.

6.7 **7.7** Minutes - Minutes of all Board meetings shall be made available for inspection by members **whenever requested during the current year.**

## Article ~~VII~~ **VIII.** Membership Meetings

7.4 **8.1** Annual Meeting - An annual membership meeting shall be held ~~in November of each year, at a time and place~~ **before the end of the calendar year. The meeting shall be held at a time, manner, and/or place** determined by the Board.

7.2 **8.2** Regular Meetings - Regular membership meetings shall be held monthly, ~~at times and places~~ **at times, manner, and/or places** determined by the Board.

7.3 **8.3** Special Meetings - A special membership meeting may be called by the Board and must be called upon presentation of a petition signed by at least 50 percent of the members.

7.4 **8.4** Notice - The date, time, and place of all membership meetings must be announced at least 10 days in advance. Announcements may be printed in the Club's newsletter, sent via U.S. mail, ~~or distributed electronically to those members who have previously agreed in writing to accept electronic notices~~ **posted to the SDMC Web Site, and/or distributed electronically.**

7.5 **8.5** Quorum - A quorum at any membership meeting shall consist of the memberships present,

## Article ~~VIII~~ **IX.** Appointments

8.1 **9.1** Authority - The President, subject to the approval of the Board, may appoint members to **positions and/or** committees as deemed necessary to administer the Club's activities.

8.2 **9.2** Eligibility - Only members in good standing shall be eligible to serve on committees **or as position appointees.**

8.3 **9.3** Term - **Position and** Committee appointments may be changed or terminated by the Board at any time.

## Article ~~IX~~ **X.** Nominations, Elections, and Term of Office

9.4 **10.1** Nomination and Election - The President, Vice-President, Secretary and Treasurer are to be nominated and elected at the annual membership meeting. The position of Immediate Past President will be assumed by the retiring Club President.

9.2 **10.2** Requirements - Nominees need not be present to be nominated or elected, but must have provided written indication of willingness to accept the nomination.

9.3 **10.3** Statements of Qualifications - Candidates for Board positions are encouraged to submit written statements of their interest and qualifications for publication in the Club newsletter. The newsletter editor may establish reasonable limits on length, and must publish all statements received by deadline without editing, attempting to present all candidates equitably.

9.4 **10.4** Term of Office - The President, Vice-President, Secretary and Treasurer shall hold office from January 1 to December 31 of the same year. The Immediate Past President will serve until such time as the Club elects a new President resulting in a new Immediate Past President. Should the Immediate Past President be unable to serve for any reason, the sitting President shall nominate a member to assume the advisory role on the Board of Directors. The nomination shall be subject to approval by the

membership at the next membership meeting. The appointed fifth Board member would serve until the annual membership meeting produces a new retiring Club President who would then assume the position of Immediate Past President on the Board of Directors.

- 9.5 **10.5** Vacancies - In the event that a Board seat is vacated, the Board shall, by majority vote, nominate another Club member in good standing to fill the vacancy, subject to confirmation by the general membership at the next scheduled membership meeting.

## Article X **XI**. Dues and Expenditures

- 10.1 **11.1** Dues - Membership dues shall be ~~\$35 annually for either a dual or a single membership~~ **reviewed annually by the board. If necessary, changes will be approved by the board for dual or single memberships.**

- 10.2 **11.2** Partial Year Dues - Dues for new members ~~January through June are \$35; dues for those who join in July through December are \$20~~ **who join in July through December may be approved for a reduced rate by the board during the annual review.**

- 10.3 **11.3** Expiration - All memberships, regardless of when paid, expire at the end of the calendar year. Renewals are due by January 1.

- 10.4 **11.4** Delinquency - Lapsed members who are more than 30 days delinquent will be dropped from the membership rolls.

## Article XI **XII**. Amendment of Bylaws

- 11.1 **12.1** Requirements - These bylaws may be amended or revised at the annual meeting or at a special membership meeting ~~by a two-thirds vote of memberships present.~~ **A two-thirds vote of memberships present is required to approve any amendments or revisions.**

- 11.2 **12.2** Notification - The text of any proposed changes to these bylaws must be published in the announcement of the meeting where the vote will be taken **at least two weeks prior to the meeting.**

- 11.3 **12.3** Effective Date - Amendments and revisions to these bylaws become effective upon approval by the members, **notwithstanding an alternate approved effective date.**

## Article XI **XIII**. Authority

- 12.1 **13.1** Authority - Any matters not included in these bylaws are to be determined by Robert's Rules of Order, Newly Revised and the California Corporations Code.

***Adopted Date to be determined***