

# **By-Laws Of The Foothills Miata Club**

## **Article I: Membership**

1. Admission of Members – Membership into the Club shall be open to dues paying Miata owners and enthusiasts. A membership may consist of one (single) or (dual) members; but not limited to, spouses. All members shall be listed on the membership application form.
2. Termination of Membership – Membership in the Club shall be terminated upon the death or resignation of the member, or by expulsion. A member may be immediately suspended by a majority vote of the Executive Board for conduct, which it deems incompatible with the best interests of the Club. Membership shall automatically terminate at the expiration of paid dues.
3. Membership Liabilities – No person who is now, or later becomes a member of the Club, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Club shall look only to the assets of the Club.
4. Dues – Dues are to be paid in January of each year by existing members. Any new member that joins after October 1<sup>st</sup> will pay 25% of the annual dues.
5. Lifetime Membership– Any Member that has maintained an active membership in good standing for a period of 10 (ten) consecutive years shall upon the start of the 11<sup>th</sup> ( eleventh ) year enter into a lifetime membership status of a dues paid and shall not incur the yearly membership costs for as long as they continue to maintain an active member status .
6. Military – At anytime a club member is serving abroad during active duty status. The membership shall be put on hold at no cost and will not count for or against the Lifetime membership but shall continue membership once returned to CONUS ( Continental United States )

## **Article II: Meetings**

1. Club Meetings – Regular meeting will be held to carry out business of the Club. Meetings shall be held at least once a month. Meeting dates, times and locations will be announced on the Club website. The Club President will conduct Club meetings. In absence of the Club President, the next highest-ranking officer present will conduct the meeting.
2. Special Meetings – Special meetings may be called by any member of the Executive Board or by five Club members as necessary. Club members will be informed of the location and time of special meetings through the website, e-mail or telephone. All reasonable attempts will be made to contact members before Special Meetings.
3. Voting – All active members shall have equal voting rights. Each member shall be entitled to one vote. A majority vote of all members voting either in person or by proxy is required for the passage of any measure put to vote. In the event of a tie, the Club President will cast the deciding vote. A two-thirds majority vote is required at a special meeting.
4. Quorum – Quorum shall consist of 40% of current membership present at the Club meeting.

## **Article III: Nominations, Elections Officers and Term of Office**

1. Description of Officers – Officers shall be elected by the membership annually on the following schedule by written ballot or proxy ballot:
  - Nominations for Office – October Meeting
  - Elections – November Meeting
  - Official Announcement and transition – December Meeting

All officers must be members of the Club. The executive board will be comprised of the following Offices, in order of rank:

- Founder if not available then the longest maintained member
- President
- Vice President
- Secretary
- Treasurer
- Previous President

Offices may be combined during any term except for the office of the President, with no officer holding more than two offices. An officer holding combined offices shall have the rank of the higher office. Officers must remain active; any officer missing more than three consecutive monthly meetings may be replaced at the discretion of the remaining Executive Board through either combination of offices or a special election.

The Executive Board as necessary may appoint the following offices:

Event Coordinator  
Membership Coordinator

2. Duties of Officers – Responsibility and duties of officers are listed below:

Founder:

Act as the Guiding Counselor and Tie breaker in Executive Board meetings. To provide the history or club functions and keep a clear focus on club growth. To provide Guidance to any club officer of the duties of the office they hold.

President:

Preside over all Club and Executive Board meetings. Sign all legal documents and instruments. Work with Officers and Club members in developing the annual budget to be presented during the January meeting.  
Assign duties to Club members as necessary.  
Be an ex-officious member of all committees.  
Upon completion of term of office, the Past President shall remain a member of the Executive Board for one year.

Vice-President:

Perform the duties of the President in the absence of the President.  
May represent the President at committee meeting, if the President is unable to attend.  
In the event of an absence of any elected officer, the Vice President assumes the duties of the officer until the absent officer resumes their duties or until a new officer is appointed for that office and confirmed by the general membership.

Secretary:

Shall keep minutes of the General Membership and Executive Board meetings.  
Shall keep records of the membership and maintain a record of attendance for all meetings.  
Shall be responsible for the preparation and mailing of all meeting notices and other club literature.  
Shall furnish each member with a copy of these bylaws and their amendments as they occur.  
Shall maintain a file of minutes and records of past years. At the last meeting of his or her term, shall turn over to the new Secretary all minutes and records for the club files.

Treasurer:

Shall issue and sign checks. Pay approved bills; collect all dues and other moneys from any and all sources and issue receipts.  
Shall keep the books of accounts and make financial reports at all monthly club meetings.  
Shall further make and quarterly financial report showing all income and disbursements at the last meeting of his or her term.  
At the last meeting of his or her term, shall turn over the records of the past year for the club files.

Webmaster:

Develop programs that enhance communication to Club Membership through Information Technology. (i.e. forums, e-mail, website and other forms that may be available with technology growth  
Coordinate with other Club members and Executive Board for input to the website.  
Ensure that the website content is kept current and assist club officers in the maintenance of the website

Membership Coordinator:

Create and maintain an accurate list of the Club Membership.  
Develop programs for increasing club membership. (i.e. Tag Cards)  
Ensure that new members are made aware of Club communications and activities.  
Accept Club membership dues and remit said dues to the Treasurer and new member information to the Secretary.  
Create, maintain and distribute “new member” packets.

Event Coordinator:

Coordinate with Club members for input concerning Club meetings and activities.  
Provide members with all scheduled Club activities and Club meeting locations via website and email thru Membership Coordinator Report at each monthly meeting all upcoming planned Club activities.

3. Term of Office – The term of all elected offices will be for one year. Additional Terms are permitted if nominated and elected by the membership.  
Appointed offices shall not be subject to a term office.

**Article IV: Executive Board**

1. General – The Executive Board shall manage the activities, affairs, and property of the Club.
2. Composition – The Executive Board shall be composed of the Founder and Elected officers of the Club. Additionally, the past President will be included for continuity purposes in the Executive Board.
3. Duties and Responsibilities – The duties and responsibilities of the Executive Board shall include, but not be limited to; (a) making reports and recommendations at each Club meeting concerning the business and finances of the Club; (b) preparing the annual budget; (c) establishing dues amounts; (d) appointing and advising special committees; (e) insuring that the Articles of Incorporation and the Bylaws are complied with; and (f) serving as mediators and assisting in the resolution of any misunderstanding or conflict brought before the Executive Board. The Executive Board may authorize expenditures up to \$500. Expenditures exceeding this limit must be approved by the general membership by majority voting.
4. Meetings – The Executive Board shall meet at least quarterly, or as directed by the Club President. Meetings of the Executive Board shall be open to the Club. Any decision made by the Executive Board may be overturned by a two-thirds majority vote of the general membership at the next meeting, provided that such action is properly proposed and seconded.
5. The Executive Board will procure and maintain liability insurance for the Club.

**Article V: Finances**

1. Fees and Compensation – Club members and Officers shall receive no compensation for their services but may receive reimbursement for expenses accrued as may be approved by the Executive Board.
2. Loans – No loans shall be contracted on behalf of the a Club and no evidence of extended credit shall be issued in the Club's name at any time by any authority.
3. Expenditures – All checks, drafts, or other orders for the payment of money issued in the name of the Club over \$100.00 shall be signed by the Club Treasurer and at least one other Executive Board member.
4. Deposits – All funds of the Club not otherwise employed shall be deposited to the credit of the Club in such banks or other depositories as the Executive Board may elect.

**Article VI: Miscellaneous**

1. Changes to the By-laws – These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds majority vote of the members voting in person or by proxy at any regular meeting, providing that any intended changes are announced at the preceding meeting. Upon such announcement, a written copy of the proposed changes shall be distributed to each member no less than fourteen days prior to the meeting at which the vote will be made. No amendment of these by-laws can be voted on without at least one-fourth of the general membership present, in person or by proxy. All amendments must be approved by a two-thirds majority voting members to be adopted. Any and all amendments so approved shall be maintained as an attachment to the existing by-laws at all times and shall reflect the date of the change and the signature of the Secretary.

Submitted by: standing executive board members

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Date: February 10, 2012