

Bylaws of Midstate Miata Club of New York, Inc.

A New York Non-Profit Corporation

Article I NAME

The name of this organization shall be Midstate Miata Club of New York, Inc. The principal office shall be located at the residence of the incumbent Treasurer of Midstate Miata Club of New York, Inc.

Article II PURPOSE

Midstate Miata Club of New York, Inc. is a non-profit social club formed for the purpose of providing social, recreational, instructional and technical activities to member Miata owners; to promote a responsible image for all Miata owners and drivers; to promote goodwill amongst and for the mutual benefit of all club members; and, to promote the enjoyment of owning and driving a Miata.

Article III MEMBERSHIP AND QUALIFICATIONS

Membership shall be limited to persons having a motor vehicle operator's license by which he or she is authorized to operate a motor vehicle/automobile.

Section A. Individual Membership. An individual membership shall consist of an individual who owns or is in the process of acquiring a Miata, has completed an application for membership in the club and has paid the membership fee for the current membership year. An individual membership shall be entitled to one (1) vote in any election calling for a vote by club members.

Section B. Multi-person Membership (owner and co-pilot). A multi-person membership shall consist of two persons, at least one of whom owns or is in the process of acquiring a Miata, shall have completed an application listing the names of the individuals included in the multi-person membership and has paid their membership dues for the current membership year. A multi-person membership shall be entitled to two (2) votes in any election calling for a vote by club members, which vote may be cast by any person included in said membership.

Section C. Termination and Suspension of Membership. Membership may be terminated without notice for failure to timely pay annual membership fees. Membership may also be suspended or terminated as set forth elsewhere in these bylaws.

Section D. Dues and Membership Term. Annual membership dues of \$30.00 shall be submitted to the Treasurer by new members as a condition of membership, along with a completed application for membership. Thereafter, payment of the \$30.00 annual dues shall be paid to the Treasurer on or before the last day of the month of April. A submitted application for membership in the months of October, November or December shall pay 100% of the regular amount which will cover those members through the full year following. Any change in the dues amount must be approved by at least 1/3 of the Club Membership. Dues shall be collected by the Club Treasurer for deposit into the Club's bank account.

Section E: Expenditure of funds shall be restricted to the administration of organization business and activities for the mutual benefit of the general membership. The President has a spending limit of \$100 without Board approval and a limit of \$250 with approval of the Treasurer. Beyond \$250 approval of the Board is needed.

Article IV MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section A. Membership Rights. In addition to rights enumerated elsewhere in these bylaws, membership entitles members to:

1. An invitation to participate in club activities; provided, that participation in activities involving the driving of the member's Miata shall be conditioned on the member's Miata being validly registered and insured.
2. The right to attend Board of Directors meetings as a non-voting observer.
3. Inclusion in all mailings of general membership publications.
4. Access to those portions of the club website reserved to club members.

Section B. Membership Responsibilities.

1. Members shall comply with all conditions of membership imposed elsewhere in these bylaws or adopted by vote of the board of directors as a condition of participation in a club activity.
2. Members and their guests shall act in accordance with the stated purpose of the organization and shall at all times be considerate of other members, their guests and the general public.
3. Failure to act in accordance with the membership responsibilities imposed herein may result in denial of the right to participate in club activities, suspension or termination of membership. Suspension of membership shall be affected by majority vote of the board of directors. Termination of membership shall be effective upon the affirmative vote of a majority of the members voting in the same manner as an election of officers to be conducted at any regularly scheduled meeting. No membership shall be suspended or terminated until the affected member has had an opportunity to address the voting body in order to defend his or her actions upon which the contemplated suspension or termination is predicated.
4. In order to participate in club events members should notify their Area Representative by the deadline outlined in the newsletter or website unless otherwise directed by the Event Coordinator.
5. Members are required to notify their Area Rep and Membership Chairperson should any contact information change (e.g. phone, address, email).

Article V BOARD OF DIRECTORS

The Board of Directors shall be members who shall establish policies and practices that allow for the proper conduct of Club affairs in compliance with these bylaws. The Board of Directors shall act in the best interest of the membership in the conduct of routine club business and activities. The Board of Directors may authorize expenditures of club funds in furtherance of club interests benefiting the membership. The Board of Directors may perform all duties imposed upon them by the provisions of these bylaws or by law.

Section A. The Board of Directors shall be comprised of the following individuals:

President, Vice-President, Treasurer, Secretary, along with the Membership Chairperson/Historian, Activities Coordinator, Webmaster, Newsletter Editor and Area Representatives the duties of which positions are described in these Bylaws. The immediate Past President of the club shall also be a member of the Board of Directors, which position shall not be subject to election. Each member of the Board of Directors shall have one vote at any meeting.

Section B. At any meeting of the Board of Directors, attendance by at least four of the board members shall be required to constitute a quorum. Any decision by a majority of the Board of Directors at a meeting at which a quorum is present shall be effective and constitute the decision of the board.

Section C. The Board of Directors may, by majority vote, appoint another club member in good standing to assume the duties of any vacated office or board position, provided that any officer position filled by such appointment shall be subject to the next election of officers by the general membership.

Section D. No member of the club shall concurrently hold more than one elected office.

Section E. Meetings of the Board of Directors shall be open to the membership and shall be announced to the membership at least one week prior to the scheduled meeting.

Article VI OFFICERS AND DUTIES

Section A. Elected officers shall consist of a President, Vice-President, Secretary, and Treasurer. The elected officers shall individually and collectively represent the general membership in all official matters. Officers shall be elected bi-annually to serve two year terms.

Section B. No member shall be elected to more than one elected office during the same term.

Section C. No two individuals of a multi-person membership shall hold an elected office during the same term.

Section D. PRESIDENT: The President shall preside at all general membership and Board of Directors meetings; enforce the bylaws; be authorized, along with the Treasurer, to sign all checks; sign all contracts in the organization's name; be responsible for carrying out the decisions of the general membership; appoint committees as deemed necessary for the proper operation of the organization.

Section E. VICE-PRESIDENT: The Vice-President shall assist the President in coordinating elected and appointed board members' duties and shall preside at all general membership and Board of Directors meetings in the absence of the President. In the event of a vacancy in an officer position, or the absence of any other elected officer at any meeting of the Board of Directors or of the membership, the Vice-President shall assume the duties of such other elected officer on a temporary basis until the absent officer resumes his or her duties or until a new officer is appointed and ratified by the membership, as hereinafter provided. The Vice-President shall not cast more than one vote in any election by the board or the membership while assuming the duties of another office pursuant to this section.

Section F. SECRETARY: The Secretary shall record the minutes of all general membership and Board of Directors meetings, maintain a file of all minutes and records during his or her term, conduct all official correspondence of the organization and conduct and keep records of all elections.

Section G. TREASURER: The Treasurer shall sign all checks; collect dues, moneys and other remuneration from all sources; be responsible for all receipts and disbursements; provide a financial report at each meeting and provide annual financial report at the last meeting of his/her term.

APPOINTED POSITIONS SHALL INCLUDE:

Section H. ACTIVITIES COORDINATOR: The Activities Coordinator shall assist in the planning and coordination of scheduled events and shall provide such support to coordinators of individual events as may be reasonably required.

Section I. MEMBERSHIP CHAIRPERSON/HISTORIAN: The Membership Chairperson shall have the responsibility of handling all matters relating to membership, membership records, and updating the official Club mailing list, as well as distributing official membership badges, decals or pins as may be

available. The official Club mailing list shall be distributed to all officers, the webmaster and the holder of the email distribution list to facilitate Club mailings and communications with the membership. The Historian role maintains an archive of club activities such as newsletters, pictures and events.

Section J. Webmaster: The Webmaster shall maintain an Internet based website for the use and enjoyment of club members and to present an attractive face to the public for the club. Prior approval should be obtained from the President before making any major changes to the club's web page.

Section K. Newsletter Editor. The Newsletter Editor shall be responsible for the creation and distribution of a monthly newsletter to the general membership. The Club newsletter shall be published not less than 6 times per year and is the official publication of the Club.

Section L. Area Representatives – Area Representatives shall be responsible for distributing Club communications to the members in their geographic area as well as sharing input from those members as it may occur. Area Reps will also collect member input for attendance to events and contact the Event Coordinator with the final results.

Section M. Vacancies: In the event of a vacancy of any officer position other than President, the Board of Directors may appoint a club member in good standing to fill the vacant office. Any such appointment shall be subject to ratification by a majority of the Board of Directors. Once so ratified, appointees under this section shall serve until the next annual election of officers.

Section N. Compensation: Members serving on the Board of Directors shall serve without compensation provided, any Member of the Board of Directors shall, upon approval of a majority of the Board, promptly be reimbursed for out of pocket expenditures made in connection with fulfilling the duties of their office.

Article VII NOMINATIONS, ELECTIONS and TERMS OF OFFICE FOR OFFICERS

Section A. Only members in good standing for six (6) months prior to election shall be eligible for election as officers.

Section B. Nominations for elected officers shall be solicited from the general membership by notice printed in the October and/or November emailed newsletter and by conspicuous posting on the club website. Nominations shall be closed as of January 31st each year. Nominees shall be announced in January via email to the Club members and on the club website on the 1st of February.

Section C. Voting in elections of officers shall be completed, closed and counted at the Annual planning meeting. Members may cast their vote at that meeting or, in view of the expansive area from which the membership is drawn, via U.S. Mail or e-mail during February prior to the date of the annual planning meeting. All mailed votes shall be directed to the Club Secretary currently serving and must be received prior to the date of the annual planning meeting. All ballots submitted in accordance with this section shall be kept by the Secretary. The Secretary shall oversee the election of officers at the annual planning meeting, at which time the Secretary shall count the ballots submitted by members via any method submitted in accordance with this section.

Election of Officers shall be determined by a majority of the votes cast at or prior to this annual planning meeting in accordance with this section. In the event of a numerical tie of all votes cast for any office, there shall be an immediate run-off election with votes being cast by the members present at the annual planning meeting and the majority selection by that election shall be deemed elected by the membership. The Secretary shall make a record of the elections and submit a summary thereof to the Webmaster for publication at the earliest date possible. The results will also be emailed to the members on the current distribution list.

Section D. Installation of elected officers shall occur at the annual planning meeting in Feb./March.

Section E. Elected officers shall hold office for two years from the date of installation in order to have their term coincide with the club's events year.

There shall be no term restrictions on any elected office.

Article VIII MEETINGS

Section A. Annual Meeting: An annual meeting of the members shall be held in February/March (or prior to the start of the driving season) each year at a time and at such place as may be determined by the Board of Directors of the Midstate Miata Club of New York to be reasonably convenient to the majority of club members. The purpose of the annual meeting shall be to complete the annual election of officers, plan current season events and transact such other business as may come before the meeting. If the election of officers cannot be held on the day designated for the annual meeting, the officers shall cause the election to be held at a special meeting of the members as soon thereafter as said meeting can be conveniently held.

Section B. Special Meetings: the President or the Vice-President may call Special meetings of the members.

Section C. Board of Directors' Meetings: The Board of Directors shall meet no less than two times during the event year. The first meeting shall be held subsequent to the annual election of officers, but prior to the annual planning meeting, with the subsequent meeting to be scheduled at another convenient date during the Club year. Additional meetings may be scheduled by the President as may be necessary to address club issues as they may arise. Notice of meetings of the Board of Directors shall be provided to the membership at least seven (7) days prior to the Board meeting by e-mail (or US Mail if member does not have email) notice and by posting on the club website.

Section D. Notice of Meetings:

1. **Regular meetings:** Written or printed notice stating the place, day and hour of any regular meeting of members shall be made available at least seven days in advance of the meeting in an email to the club members and/or on the club website, to each member entitled to vote at such meeting.
2. **Special Meetings:** Notice of any special meeting of club members shall be given at least seven (7) days previously thereto by e-mail notice, posting on the club website or via telephone to each member at his/her address as shown by the records of the Club.

Section E. Quorum at Membership Meetings: The members present at any meeting shall constitute a quorum for any and all business of the club requiring the vote of the membership. The vote of a majority of the votes entitled to be cast by the members present at a meeting shall constitute the decision of the club membership, unless the vote of a greater number of members is specifically required by law or these bylaws. Voting by the membership in elections of officers or amending these bylaws shall be governed by the applicable sections of these bylaws and attendance at the meeting at which the election is scheduled shall not be required.

Article IX CLUB REVENUES

Midstate Miata Club of New York, Inc. shall be supported solely by membership fees, dues, assessments on club members, charges on members and their guests in connection with club activities, sponsorships and by any other revenues permitted to tax-exempt organizations by federal law.

Section A. Gifts and Sponsorships.

An Officer, Director, member or members (acting on behalf of a committee or designated by an officer) may accept on behalf of the Midstate Miata Club of New York, Inc. any contribution, gift, bequest or devise for the general or special purpose of the Midstate Miata Club of New York, Inc..

Section B. Operation Prohibitions.

The Midstate Miata Club of New York, Inc., its Directors, Officers and/or Members, shall not do any act, which shall constitute a basis for denial of tax exemption under applicable federal or state laws. In particular:

1. The Midstate Miata Club of New York, Inc. shall not:

- a) Lend any part of its income, without receipt of adequate security and a reasonable rate of interest;
- b) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- c) Make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
- d) Sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or
- e) Engage in any other transaction, which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Midstate Miata Club of New York, Inc. , a member of the family of such person or a corporation controlled by such person.

2. The Midstate Miata Club of New York, Inc. shall not accumulate out of income amounts which are:

- a) Unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
- b) Used to a substantial degree for purposes or functions other those constituting the basis for tax exemption; or
- c) Invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

Article X ACTIVITIES

Section A. Activities Planning Meeting. Activities with a social, recreational, instructional and/or technical purpose for the current event year shall be proposed and selected at a meeting of the membership to be held for that purpose in February/March each year, which meeting shall be the first event of the Club's event year.

Section B. Participation in Activities. Participation in activities shall be limited to the general membership, their accompanying guests, invited speakers and presenters. Additionally, prospective members may participate in one (1) activity prior to becoming a member, said participation being permitted in order to allow such prospective member to experience the benefits of membership. All participants in club activities shall be required to sign the club's release form, as it may be amended from time to time, as a condition of their participation in the activity.

Section C. Cancellation of events . All date changes or cancellations to scheduled events, require notification to a board member, so that the board may take appropriate action immediately by approving the change or cancellation, and/or attempt to substitute an alternative event in its place. Notification of changes will be communicated to members via email and updates to the website.

Section D. Liabilities. The corporation or it's officers, Board of Directors, including activities coordinator and area representatives cannot be held liable or sued for more than the assets of the corporation

Section E. Event Liability clarification. The purpose of the incorporation is to provide liability protection to members on sanctioned events. The following statements clarify what are sanctioned and non-sanctioned events:

- **Sanctioned ("official") club event** – defined as events that are open to all members to attend and are designated at the annual planning meeting. The event is publicized to the membership via the official club newsletter, MMC website, or distributed via e-mail by Deane Bergstrom to Area Representatives. Spontaneous events, not part of the planning meeting, must be cleared by the President or Activities Chairperson before any broadcasting of the event via the MMC e-mail, website or newsletter. The President and/or Activities Chairperson will review the specifics of the event, check on preparation (cost, timing of event against existing event calendar, etc). One of them will contact the newsletter editor and webmaster directly to have the event distributed to the membership.
- **Non-sanctioned ("unofficial") club event** – defined as small, local events, including pop-up events or drives. These events are encouraged but the leader must follow the approval process above. If the event is open to all members information will be distributed using the process above as well. Should an event be private and/or not approved, the event will not be covered under the corporation liability.

Article XI AMENDMENTS

These bylaws may be amended upon the recommendation of the Board of Directors and affirmation by the membership. Affirmation shall be indicated unless two-thirds of the general membership cast negative votes regarding the proposed amendment. Members may cast their vote in person at the meeting announced for voting on the amendment(s), or by mail or by email ballot directed to and received by the Secretary on or before the day preceding such meeting. Proposed amendments shall be sent to the membership the month prior to the annual meeting at which the vote is to be taken, and shall be announced by posting on the club website and sent via email at least one week prior to the meeting at which the vote is to be taken.

Article XII Dissolution

Dissolution of the corporation requires;

1. Notification to the membership of the intent to dissolve the corporation.
2. A vote of two thirds of members attending a special meeting to vote on proposed dissolution if such dissolution of the corporation is to be approved.
3. All remaining assets of the corporation will be donated to a New York public charity qualifying under IRC section 501 c(3) to be voted on by the Board of Directors.

Article XIII Fiscal Year

The fiscal year of the Midstate Miata Club of New York shall commence on January 1 each year and end on December 31st of the same year (e.g. Jan. 1, 2014 to Dec. 31, 2014). This may be changed by resolution of the officers.

These bylaws were amended by vote of the members of Midstate Miata Club of New York, Inc. at a meeting held on 3/15/14.

Karen McKissock, President, Midstate Miata Club of New York, Inc.

Changes to bylaws:

1.1 – Page 3 Section D line 3 added the word decisions following “carrying out the...” K. McKissock 12/3/13

1.2 – Added Section D under activities to provide liability coverage clarification. K. McKissock 12/6/13

1.3 – The following changes were made resulting from a Board meeting prior to the 2014 Planning meeting: K. McKissock 3/15/14

- Changed wording under Article III Section B to state that multi-person memberships will have 2 votes in any election calling for votes by members.
- Changed same article Section D to enable new members joining the club in October, November, December to apply their dues paid at that time to cover the following calendar year as there are negligible events during the last quarter of the year.
- Added Section E to Article X to clarify sanctioned and non-sanctioned events and their liability.