

Sahuaro Chapter, Miata Club of America
By Laws

Article I. Name

1.1 Name - The name of this organization shall be The Sahuaro Chapter, Miata Club of America (the "Club").

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. Ownership of a Mazda MX-5 Miata is encouraged but not required. The club is committed to the policy that all persons shall have equal access to events and other forms of participation on a nondiscriminatory basis. The club does not discriminate against any person because of age, national origin, color, disability, race, religion, gender, sexual orientation, or veteran status.

Article III. Membership and Qualifications

3.1 Requirements - The term "member" means a member in good standing with current dues paid.

3.1.1 Members shall be at least 16 years of age and possess a valid drivers license and comply with Arizona financial responsibility/liability insurance laws.

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.

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 Dual memberships have only one vote in Club matters.

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 by written notification.

Article IV. Board of Directors

4.1 Number of Directors - The Board of Directors ("Board") shall consist of the seven voting members. Officers consist of President, Vice President, Secretary, and Treasurer. Directors consist of Membership, Merchandising, and Immediate Past President. None of these Officers/Directors will be paid for their services during their term in office.

4.2 Requirements - All Directors/Officers must be members in good standing. The Board may recall any Officer/Director who fails to attend 2 consecutive Board Meetings, general membership meetings, or fails to perform the duties of the office, without a vote by the general membership. Attendance by phone or Face Time may be acceptable if approved by the President prior to the meeting.

4.3 Conduct - Board Officers/Directors must act responsibly. Any misappropriation of funds by a board member will result in civil action by the club to regain such funds. Any inappropriate criminal action by a Board Member may result in removal from the office.

4.4 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.

Sahuaro Chapter, Miata Club of America
By Laws

4.5 Spending Limit – In matters regarding any expenditure of Club funds in excess of \$500, the Board shall present a recommendation for approval at the next general membership meeting.

4.5.1 All club expenditures, not included in the budget, must be approved by the Board. However, General Membership approval is not required for recurring expenses related to publications; Club website, Meetup, or emails. General membership approval is not required for event insurance. Office supplies and budget expenses less than \$100 may be approved by the Treasurer and/or the President.

4.6 Ratification - Recommendations requiring membership approval shall be presented to the members at any scheduled membership meeting. A simple majority vote of paid memberships present at that meeting shall authorize Board decisions.

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

4.8 Records – All records will be maintained in accordance with Arizona requirements, and available to members upon request.

Article V. Officers and Duties

5.1 Enumeration - The Officers of the Club shall consist of a President, Vice-President, Secretary, and Treasurer. Additional Directors include Membership, Merchandising, and Immediate Past President. All Officers/Directors 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 contracts and checks, if needed; and shall be responsible for carrying out the decisions of the membership. The President shall also serve as the statutory agent of the club unless another member is identified.

5.4 Vice-President - The Vice-President shall preside in the absence of the President, and oversee all event organization. All event activities added to Meetup shall have the approval of the Vice President, President, or designee.

5.5 Secretary - The Secretary shall keep the minutes of official club meetings; and upon request, shall furnish each member with a copy of these bylaws and their amendments.

5.6 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 end of each year, shall make an annual financial report showing all income and disbursements. The treasurer should also present a budget for Board approval in the first quarter of the New Year.

5.7 Membership – The Membership chairperson shall be the central point contact for all new and prospective members, and coordinate with the treasurer for members in good standings. Membership chairperson is responsible for maintaining documentation for all current and prospective members.

5.8 Merchandising – The Merchandising/Marketing chairperson serves as the keeper of all marketing material and club logo merchandise available for sale to club members and prospective members; maintain records of sales of merchandise to identify income sources;

Sahuaro Chapter, Miata Club of America
By Laws

complete an annual report for the club as to amount of merchandise currently in inventory and amount sold during the year.

5.9 Immediate Past President - The Immediate Past President serves as an advisor to the President and the other Directors on the board.

Article VI. Board Meetings

6.1 Frequency - The Board shall meet quarterly at a minimum, at times and places determined by the Board. Board meetings may utilize electronic video conferencing as needed.

6.2 Special Meetings - Special Board meetings may be called by a two-thirds vote of the Officers/Directors and need not be announced or open to the membership.

6.3 Electronic Meetings - The Board may utilize electronic communications to make decisions between scheduled meetings. However, any such decisions must be ratified by the officers/directors at the next scheduled Board meeting and must be recorded in the minutes.

6.4 Quorum - A quorum at any Board meeting shall consist of at least four (4) Officers/Directors.

6.5 Motion – Any board member shall be entitled to move or second motions and to vote on any matter coming before the Board. Proxy voting is not permitted. In the event of a tie vote, the motion shall be deemed to have failed.

Article VII. Membership Meetings

7.1 Annual Meeting - An Annual Meeting shall be held in November of each year, at a time and place determined by the Board within the state of Arizona. This meeting will be announced at least 30 days prior. The Annual Member meeting may utilize electronic video conferencing as needed, however in person meetings are the preferred method.

7.2 General Membership Meetings – A minimum of one (1) General membership meeting during the calendar year shall be held at times and places determined by the Board.

7.3 Special Meetings - A special membership meeting may be called by the Board.

7.4 Notice - The date, time, and place of all general membership meetings to be announced via electronic distribution – on Meetup, the Club website, or emails.

7.5 Quorum - A quorum at any general membership meeting shall consist of the paid memberships present at that meeting.

Article VIII. Appointments

8.1 Authority - The President, subject to the approval of the Board, shall appoint members to committees as deemed necessary to administer the Club's activities.

8.2 Eligibility - Only members in good standing shall be eligible to serve on committees.

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

Article IX. Nominations, Elections, and Term of Office

Sahuaro Chapter, Miata Club of America
By Laws

9.1 Annual Election – The President, Vice-President, Secretary, Treasurer, Membership, and Merchandising are to be nominated and elected at the Annual Meeting. The retiring Club President will assume the position of Immediate Past President. Voting must be done in person. Proxy voting is not permitted.

9.1.1 Nominations - Nominations should be made more than 30 days prior to the Annual Meeting through the nominating committee. All election information and qualifications shall be made available to the general membership at least 30 days prior to the Annual Meeting.

If the nominating committee cannot recommend anyone for a specific office, then that office will be open to floor discussion and take nominations at the Annual Meeting prior to the elections.

9.2 Requirements - Nominees need not be present to be nominated or elected, but must have provided indication of willingness to accept the nomination. President, Vice President, Secretary and Treasurer shall be eligible to serve only 2 consecutive terms in the same office. If there are zero (0) nominations or submissions for a board position, a temporary provision will allow for an extension of an existing officers term for an additional year as needed.

9.3 Statements of Qualifications - Candidates for Board positions are encouraged to submit written statements of their interest and qualifications.

9.4 Term of Office - The President, Vice-President, Secretary, Treasurer, Membership, and Merchandising 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 at the next membership meeting.

9.5 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. Dues and Expenditures

10.1 Dues - Membership dues shall be \$25 annually for either a dual or a single membership. Dues shall be established by vote of the Board. Changes to the dues structure shall be made by a vote of the general membership.

10.2 Partial Year Dues - Dues for new members who join in January through September are \$25; dues for those who join in October through December are automatically rolled over for the following year.

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

10.4 Delinquency - Lapsed members who are more than 45 days delinquent will be dropped from the membership rolls.

10.5 Honorary Dues: Any President who completes 2 full consecutive terms in office will become an honorary member with all future dues waived.

Article XI. Amendment of Bylaws

Sahuaro Chapter, Miata Club of America
By Laws

11.1 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.

11.2 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.

11.3 Effective Date - Amendments and revisions to these bylaws become effective upon approval by the members.

Article XII. Authority

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

12.2 Dissolution - In the unlikely event that the Club dissolves, all funds currently in the Club accounts shall be donated to a charity designated by the Board and general membership at that time.

These bylaws have been reviewed and approved by the Board of Directors on

These bylaws have been reviewed and approved by the general membership of the Sahuaro Chapter, Miata Club of America on March 3, 2021.

Sue Hinkle

3/3/21

Sue Hinkle, President

Date