

**BYLAWS OF  
MIATA OWNERS OF UTAH INCORPORATED  
DBA UTAH MIATA CLUB  
Adopted 19 July 2025**

**1.0 Definition / Purpose**

- 1.1 The Utah Miata Club (in these bylaws also called UMC or the Club) is a nonprofit corporation registered with the state of Utah, and a tax-exempt social club under section 501(c)(7) of the Internal Revenue Code.
- 1.2 The purpose of the Club is to promote our common interest in all generations of the Mazda MX-5 Miata, through safe, recreational, and social activities.

**2.0 Membership**

- 2.1 Membership requires the following:
  - 2.1.1 Receipt by the Club Secretary of a membership application.
  - 2.1.2 Receipt by the Club Treasurer of the annual dues in the amount published in the Club Newsletter and found on the application form in the month in which application is made.
- 2.2 The Term shall be 12 months from the date Membership commences, as defined in 2.1.
- 2.3 Membership may be renewed annually, on the anniversary of commencement, by remitting annual dues at the rate that is in effect in the month of renewal.
- 2.4 Membership that has lapsed may be renewed by following the steps in 2.1.
- 2.5 If Membership is not renewed, the following are suspended or discontinued:
  - 2.5.1 Eligibility to participate in Club activities.
  - 2.5.2 Receipt of the monthly Newsletter via email.
  - 2.5.3 Access to the Utah Miata Club's closed Facebook page.
- 2.6 Membership is not transferable or assignable.
- 2.7 No dues shall be refunded if a member withdraws from the Club part way through the Term.
- 2.8 A Single Membership consists of one adult (18+) whose name is specified on the application. A Dual Membership consists of two adults (18+), limited to the specific individuals named on the application.
  - 2.8.1 Minors (under 18) may become members if all required documents are co-signed by an adult parent or legal guardian.
  - 2.8.2 With proper co-signers, minors become Single or Dual members as defined.

**3.0 Annual Dues**

- 3.1 Shall be determined by the Board of Directors.
  - 3.1.1 May be changed from time to time as directed by the Board.
- 3.2 Are adopted and take effect only after a vote by the members (see 4.3 below).
  - 3.2.1 Notice of intent to change the dues shall be published in the Club's Newsletter at least 30 days before a vote is taken.
- 3.3 The rate for annual dues shall be published each month in the Club's Newsletter, as well as on the membership application form.
- 3.4 All dues shall be payable to the Utah Miata Club.

#### **4.0 Membership Rights and Responsibilities**

- 4.1 Members in good standing shall have the right to
  - 4.1.1 Attend and participate in all Club activities.
  - 4.1.2 Propose activities or agenda items of any kind.
  - 4.1.3 Offer to lead luncheon and driving events.
  - 4.1.4 Volunteer to serve and strengthen the Club in any way that meets the stated purposes of the Club.
  - 4.1.5 Suggest changes to Club bylaws.
  - 4.1.6 Receive the Club newsletter each month by email.
  - 4.1.7 Attend and observe all meetings of the Board of Directors.
    - 4.1.7.1 Members may speak at Board meetings when recognized by the person in charge, but only Officers and Directors may vote on matters before the Board.
- 4.2 All member proposals under section 4.1 are subject to approval, and will be given due consideration in the first available meeting of the Club's Officers and Directors.
- 4.3 Voting
  - 4.3.1 A Single Membership shall have one vote on each matter submitted to a vote.
  - 4.3.2 A Dual Membership shall have one vote for each member on all matters submitted to a vote.
  - 4.3.3 Members may vote either in person or by prior communication to the Club President or Secretary.
    - 4.3.3.1 Prior-communication votes must be received before the announced date and time when a vote is to be taken.
  - 4.3.4 Any number of members attending a meeting, plus those submitting a vote under 4.3.3.1, shall constitute a quorum when votes are taken.
  - 4.3.5 A simple majority of valid votes shall be sufficient to adopt any measure submitted to a vote.
  - 4.3.6 Votes will generally be taken by verbal "aye" or "nay."
    - 4.3.6.1 If the results of the verbal vote are not clear, a show of hands and a specific count (including prior-communication votes under 4.3.3.1) will be taken.
    - 4.3.6.2 At the discretion of the Club president, a vote may be taken by secret ballot.
- 4.4 During Club activities Members shall
  - 4.4.1 Possess a valid, state-issued driver license.
  - 4.4.2 Not drive under the influence of illegal drugs or alcohol.
  - 4.4.3 Obey all federal, state, and local laws and traffic regulations.
  - 4.4.4 Carry personal automobile insurance at or exceeding the minimums specified in state law.
- 4.5 Members and Guests are required to read and sign the Club's Waiver and Release of Liability form before participating in any Club driving activity.
  - 4.5.1 Forms will be made available at all luncheons, business meetings and driving activities.
  - 4.5.2 Forms for minors must be co-signed by an adult parent or legal guardian.

4.5.3 Active members will be required to renew the form every five years.

## **5.0 Club Meetings**

- 5.1 General meetings shall be held monthly at a time and location determined by the Club, as approved by the Officers and Board.
- 5.2 An annual business meeting shall be held at a time and location determined by the Officers and Board, and published in the Club's newsletter and Facebook page.
- 5.3 The Officers and Board of Directors shall meet at least quarterly to ensure that all Club events are properly organized and in harmony with the Club's purposes.
- 5.4 Non-members (guests) may attend any of the Club's general meetings, but are not eligible to vote.
- 5.5 Details of time and location for all meetings will be published in advance in the Club's newsletter and on the Facebook page.
- 5.6 All Club meetings shall be conducted under Roberts Rules of Order, so long as such rules do not conflict with these bylaws.

## **6.0 Officers, Directors, and Terms of Office**

- 6.1 All activities and decisions of the Club shall be overseen by Club Officers and a Board of Directors.
- 6.2 All Officers and Directors are required to be members in good standing.
- 6.3 Service as a member of the Board or as an Officer of the Club shall be voluntary, and without remuneration of any kind.
- 6.4 Board of Directors
  - 6.4.1 Represents the interests of all Club members.
  - 6.4.2 Consists of three persons who
    - 6.4.2.1 Are equal in rank and authority.
    - 6.4.2.2 Serve for a term of one year.
    - 6.4.2.3 May be reelected for as many consecutive terms as they are willing and able to serve
  - 6.4.3 Incoming (new) Board members are nominated by the outgoing Officers and Board, and ratified by a vote of the general membership during the annual business meeting.
- 6.5 Club Officers
  - 6.5.1 Shall consist of a President, Vice President, Secretary and Treasurer.
  - 6.5.2 Are recruited and selected by the outgoing Officers and Board of Directors, then presented in the annual business meeting for a ratifying vote by the general membership.
  - 6.5.3 Serve for a term of one year.
  - 6.5.4 Subject to 6.4.3 and 6.5.2 may be re-elected to as many consecutive terms as they are willing and able to serve.

## **7.0 Duties and responsibilities of Officers and Directors**

- 7.1 Board of Directors
  - 7.1.1 Sets the rate for annual dues, subject to a ratifying vote by the members under 4.3 above.

- 7.1.2 Recruits and nominates individuals to serve as Club Officers and Board members.
- 7.1.3 Oversees the vote by the general membership with respect to incoming Officers and Board members during the annual business meeting.
- 7.1.4 Acts at its own discretion to
  - 7.1.4.1 Appoint replacements should any vacancy occur among the Officers between annual meetings.
  - 7.1.4.2 Submit appointed replacements to a vote by the members in the first available general meeting.
  - 7.1.4.3 Modify and/or maintain at least two active signatories on the Club's bank account.
- 7.1.5 On behalf of the general membership oversees and participates in all activities and decisions of the Club's Officers and Board.
- 7.1.6 Proposes updates, amendments and/or modifications to the Club's bylaws, and presents them to the Club to be adopted by vote.
- 7.2 President
  - 7.2.1 Presides at all meetings of the Board and general membership.
  - 7.2.2 Interprets and enforces the Club's bylaws.
  - 7.2.3 Shall be a signatory on the Club's bank account.
  - 7.2.4 With approval from the Board and other Officers shall form such committees and appoint such leaders as are necessary to fulfill the Club's mission.
  - 7.2.5 Acts as Compliance Officer to ensure completion of
    - 7.2.5.1 The annual IRS Form 990 as required to maintain the Club's standing as a tax-exempt social club.
    - 7.2.5.2 The annual renewal of the corporate and DBA registrations with the State of Utah.
  - 7.2.6 Maintains the Club's relationship with the Registered Agent.
- NOTE: All compliance activities and documents shall be submitted to the Board for review and approval before submission.**
- 7.3 Vice President
  - 7.3.1 In the absence of the President or should the President become unable to serve, the Vice President presides at meetings of the Board and general membership.
  - 7.3.2 Assists the President in interpreting and enforcing the Club's bylaws.
  - 7.3.3 In advance of the annual business meeting performs an audit of the Club's bank account and reports the results to the Club President, Board and general membership during the annual meeting.
  - 7.3.4 Assists in overseeing such committees and committee leaders as are formed under 7.2.4.
- 7.4 Secretary
  - 7.4.1 Maintains a roster of Club members, including such personal information as is deemed necessary to communicate and promote the Club's activities, and inform members of their membership status.

- 7.4.1.1 Provides the roster to the editor of the Newsletter, the birthday card coordinator, and others as needed.
  - 7.4.2 Maintains and updates Audit forms and checklists, as directed by the Board.
  - 7.4.3 Takes minutes in Club and Board meetings, or appoints someone to do so.
    - 7.4.3.1 Keeps a file of such minutes.
  - 7.4.4 Maintains a file of signed Waiver and Release of Liability forms.
  - 7.4.5 Assists the Vice President in the annual audit of the bank account.
  - 7.4.6 Ensures that the Club's general liability insurance policy is maintained and renewed each year.
- 7.5 Treasurer
  - 7.5.1 Shall be a signatory on the Club's bank account and maintain the bank account and financial records in good order.
  - 7.5.2 Receives dues from new applicants and renewing members and collects monies as needed to fund Club activities.
  - 7.5.3 Disburses funds as approved by the Officers and Board.
  - 7.5.4 Publishes a financial report for each Board meeting showing all income and disbursements for the previous quarter.
  - 7.5.5 Provides the records needed for the audit of the bank account and compliance activities.

**8.0 Succession – The following are subject to 7.1.2 and 7.1.3:**

- 8.1 A vacancy in any elected or appointed office may, at the discretion of the Board, be filled during the year, or deferred until the next annual meeting.
- 8.2 At the end of a one-year term the final activities of the outgoing Officers and Board of Directors are:
  - 8.2.1 Select a new slate of Officers and Board Members.
  - 8.2.2 Present the candidates to the general membership for a ratifying vote in the annual meeting.
  - 8.2.3 Cooperate with new Officers and Board members to transition activities and authorities.

**9.0 Indemnification**

- 9.1 The Utah Miata Club shall indemnify and hold harmless the Officers, Directors, and Members of the Club from personal liability for any debt, liability or obligation of the Club.
- 9.2 All persons, corporations or other legal entities interacting with or having a claim against the Utah Miata Club may look only to the funds and assets of the Club to satisfy such claims or for payment of debts, damages, judgments, or decrees, or any money that may otherwise become due or payable from the Club.
- 9.3 Officers and Directors of the Utah Miata Club shall not be liable to the Club itself or to Members of the Club for monetary damages caused by an act of omission or commission that follows from good-faith actions taken in their official capacities as Officers or Directors.