



Bylaws of the Utah Miata Club

Adopted 3/14/2011 Revised 1/24/2018 Revised 7/17/2021 Revised 4/2/2022

Name and Purpose

This not -for-profit organization shall be the Utah Miata Club. The purpose of the club is to promote our common interest in the Mazda MX-5 Miata by providing safe recreational and social activities for the members.

Membership Requirements

1. Membership is neither transferable nor assignable.
2. Membership shall commence upon submittal of a completed membership application and payment of annual dues.
3. The term of membership is 12 months. Renewal of said membership is due 12 months from the original completed application month of the following year, paid to the Treasurer. If said membership is not renewed then club membership and monthly newsletter and other club benefits will be discontinued.
4. No refund of dues shall be made. Renewal dues should be paid by the 15th day of the month.
5. A **Single Membership** shall consist of a single individual.
6. A **Dual Membership** shall consist of two adults (18 years or older) generally, but not limited to, spouses.
7. The annual dues for club membership shall be established by a simple majority vote of the members present at a general meeting. Notice of change shall be published in the Club Newsletter immediately preceding this meeting. In no event shall this notice be published less than thirty (30) days prior to the scheduled meeting. The annual dues dollar amount shall be indicated on each application for club membership. Upon the anniversary of a member's 20th year in good standing in the club, or any member at the discretion of the Executive Committee will have the option to discontinue payment of annual dues. Member will remain in the club as long as the member or Executive Committee deems fit.
8. A general Liability Waiver Form must be signed by all members, and be on file with the Club Secretary, for members to participate in activities and events.

Membership Rights

1. A Single Membership shall have one vote on each matter submitted to a vote of the general membership.
2. A Dual Membership shall have one vote per member on each matter submitted to a vote of the general membership.
3. Members shall receive monthly copies of the newsletter, and shall have access to the club web site. Bylaws can be downloaded from a link on the Club Website.
4. Members shall have the right to attend all club meetings and to participate in all club activities with signed liability waiver on file.
5. Members shall have the right to attend Executive Board meetings as silent, non-voting observers.

Membership Responsibilities

1. All persons participating in any club activity shall obey all federal, state and local laws and regulations at all times.
2. All members are required to sign a General Waiver of Liability and may be required to sign an additional waiver as a condition to participate in an activity, drive, or event.

General Meetings

1. General meetings shall be held monthly at a time and location determined by the President.
2. The President or his designate shall provide prior notification of the date, time and location of all general meetings in the monthly newsletter.
3. Non-members may attend general meetings at the invitation of and when accompanied by a member. Non-members will not vote.
4. Prior to the meeting, members may request the President to include any club related item on the agenda.

Bylaws: Page 2 (cont.)

5. Members present at the meeting shall constitute a quorum.
6. A simple majority vote shall be required to pass.

Door prizes

1. When approved by the Executive Board, door prizes may be provided to members and non-members (those investigating membership in the club) in attendance at any general meeting and during any club activity.
2. All members & non-members present shall have equal opportunity to win door prizes.
3. Children of members or non-members under the age of 18 shall not be eligible for door prizes.

Annual Meeting

1. The annual meeting shall be held each year at a time and location determined by the Executive Board for the purpose of electing club officers and for other purposes as deemed appropriate by the Executive Board.
2. The Executive Board shall provide prior notification of the date, time and location of the annual meeting in the newsletter.
3. Members present at the meeting shall constitute a quorum.
4. Any members not attending the annual meeting may cast a vote in the election of officers by submitting a signed ballot to the President prior to the meeting.
5. During the meeting, the President shall accept nominations of members from the floor. Such nominations shall be contingent upon the nominee's acceptance and validation of nominee's current membership status by the Membership Secretary.
6. A simple majority vote of all valid ballots as counted by the Nominating Committee shall be required to elect officers.
7. A simple majority vote of members present shall be required to pass.

Elected Officers

1. The previous year's President shall serve as a Director.
2. The membership shall elect a President, Vice-President, Secretary, Treasurer, and two additional Directors at the annual meeting.
3. These elected officers shall vote in the Executive Board meetings.
4. The term of office shall be one year, commencing immediately after annual meeting and ending after the following year's annual meeting unless re-elected.
5. No member shall hold more than one elected office, but may serve in both an elected office and an appointed office.
6. All officers, elected or appointed, shall maintain current membership.
7. Elected officers will assign Committee Chairs immediately after the election of the new officers at the Elections & Planning Meeting

Vacancies

1. Any vacancy of an elected office occurring prior to the normal end of term shall be filled by a majority vote of the remaining elected officers present at the next Executive Board meeting.
2. The term of office for the replacement officer shall be for the remainder of the term of the predecessor.

Duties of Elected Officers

1. The **President** shall: prepare all agendas; conduct all meetings; vote in quorum only in case of a tie, the President supervises the running of the club.
2. The **Vice-President** shall: perform the duties of the President in his or her absence at meetings or activities; record minutes when the Scribe or Secretary are not present; coordinate all club events and maintain the club activity calendar; and provide monthly calendar updates to the newsletter editor.
3. The **Secretary** shall: record and maintain a Monthly Membership Roster and provide by email to the Executive Board, or to other appointed positions so that they may effectively perform their duties; ie: Birthday Coordinator, Member Spotlight Editor, etc. Secretary will also maintains a record of all club members; including, but not limited to complete membership list to include membership expiration date, renewal dates, birthdays, members contact information ie;

Bylaws: Page 3 (cont.)

address, phone, email etc. and provide this to Newsletter Editor. Secretary responsibility to keep forms each year for the non-profit corporation as required by law; and to maintain the club bylaws.

4. The **Treasurer** shall: maintain all financial records and the club bank account; deposit all club money into the club bank account within two business days of receipt; reimburse members for expenses incurred on behalf of the club; prepare written monthly financial status reports to include starting balance, expenditures and ending balance, and submit the reports at all monthly meetings and all Executive Board meetings; prepare the annual financial report to include all income and expenditures and submit the report at the annual meeting.

5. The Executive Board shall maintain a club email for occasional communications with club members. The Executive Board and applicable Appointed Positions shall follow the expectations and duties as outlined in "Exhibit A, Utah Miata Club E-Mail Address Expectations and Duties".

Executive Board

1. The Executive Board shall consist of all elected officers and directors.
2. Meetings of the board shall be called by the President as deemed necessary, but at least once per calendar quarter.
3. Five elected officers shall constitute a quorum.
4. Any board member may request an item of business to be placed on the agenda by submittal in writing to the President 10 days in advance of the meeting.
5. The President shall provide a minimum of seven days advance notice to the Executive Board for meetings and shall include the agenda in the notice.
6. All actions of the club shall be approved by the Executive Board by a simple majority vote.

Expenditures

1. Expenditures of club funds shall be limited to the administration of official club business and approved activities.
2. General approval may be given in advance by the President or Executive Board for routine expenditures such as, but not limited to, newsletter printing and mailing, insurance premiums, etc.
3. Expenditures over \$400 per item shall also be approved by President or Executive Board and Treasurer.
4. All withdrawals under \$400 shall be approved by the Treasurer.
5. Invoices/receipts for approved expenditures must be submitted within 90 days of expenditure.
6. An annual financial audit shall be conducted by the President and Vice President. A written report shall be filed with the Secretary and read at the next meeting of the Executive Board. Additional financial audits may be required by the President or Executive Board. Treasurer will keep audit on file.

Appointed Positions

1. The President and Executive Board may appoint various officers as needed or as deemed useful.
2. As a minimum, there shall be an appointed Newsletter Editor and Web Master.
3. Appointed officers shall not vote in the Executive Board meetings.
4. Terms of appointed officers are indefinite and may be terminated by the President or by vote of the Executive Board
5. Other appointed positions may include, but not be limited to Chairpersons for: Club Historian / Photographer, Birthday Coordinator, Membership Spotlight Editor for newsletter, Scribe, Email Coordinator and Social Media Coordinator as deemed necessary.

Duties of Appointed Officers

1. The Newsletter Editor shall: publish a monthly newsletter and distribute one copy to each member at least one week in advance of the monthly meeting; include no commercial advertisements except by official club sponsors; include non-commercial ads for Miata's or Miata-related items for sale. Articles for the newsletter must be submitted to the Newsletter Editor by the 22nd day of the month for inclusion in newsletter.
2. The Scribe shall: at each quarterly Executive Board Meeting record and maintain a permanent file of minutes; ie: record of all members including but not limited to members present at meeting, topics discussed and decisions made, also to submit copies of all meeting minutes to President and Executive Board. Minutes must be made available to any member requesting such information by them from the President or Executive Board. Members may require their

Bylaws: Page 4 (cont.)

personal information to be kept private.

Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the club in all cases in which they are applicable and in which they are not in conflict with the By-laws and the articles of incorporation. A club member may be appointed by the President to act as the club Parliamentarian.

Insurance

The club shall maintain a liability insurance policy. The Club may purchase additional Liability Insurance necessary when the need or occasion arises to participate in a major event that may require our club to do so for the purpose in obtaining outside funding to the club as income to the club. (ie: Miata's in Moab, etc.)

This additional insurance shall be a "rider" that will be added to our policy and only be in force for that particular event. The Club Treasurer will keep track and maintain the Insurance Policy unless appointed to someone else.

Actions

No member or officer of the club shall take any action which would constitute a basis for denial of tax exemption status.

Compensation

No member or officer shall receive compensation for their services.

Club Sponsors

The Executive Board may designate official club sponsors.

Activities

1. The Executive Board shall approve all club activities.
2. Activities are generally intended for club members and for Miata owners, but exceptions may be approved.

Waiver of Liability

The Club requires each new member sign a Waiver of Liability to participate in Club events. A copy of this waiver will be on file with the Club Secretary. The Club may, from time to time, require each participant in an activity to sign an additional waiver as a condition of participation in that activity.

Amendments to Bylaw

1. Proposed amendments to these bylaws shall be submitted to the President and Executive Board in written or email form.
2. The President shall provide a copy of the written or emailed version of the proposed amendments within a blanket email to all general members of any changes to the bylaws; or review verbally any amendment changes to be voted on by the general membership at any monthly scheduled meeting. A notice of any changes will be published in the monthly newsletter, on the website and / or in a blanket email to all members at least two weeks prior to the change.
3. Members not attending may submit their votes in writing to the President prior to the meeting.
4. Approval of amendments shall require a majority vote of a quorum of the general membership present at the meeting and qualified votes submitted by members not attending.

Standing Rule

1. Election of club officers along with annual planning meeting is typically held in conjunction with the annual summer club picnic.
2. Individuals in charge of club drives are expected to arrange for the meeting place and possible lunch arrangements for that drive.

EXHIBIT A
Utah Miata Club E-Mail Address Expectations and Duties
Utahmiataclub@yahoo.com

Purpose:

1. Allows any member an easy and convenient way to communicate with the Executive Board and applicable Appointed Positions.
2. In-turn, it allows the Executive Board and applicable Appointed Positions an easy and effective way to communicate with the entire club membership.

Expectations for Members:

1. They will not have access to the club email to send outbound emails, however they can send emails to the club email from their personal email account.
2. They can send emails to the club account for just about any reason. With that they do need to understand is they will not be anonymous as their name will show up in the "From" box.

Expectations and Duties for the Executive Board and applicable Appointed Positions

In the Club we have roles set up to manage the money (Treasurer), the newsletter (Newsletter Editor), website (Webmaster), etc. They are all experts in those areas and as such they should have full authority to make decisions and respond to emails that impact those areas without Executive Board approval with the following exceptions: 1. Does not cost the club money 2. Does not violate any club rules or bylaws 3. Does not bring negative impressions on the club.

1. Each Executive Board member and the applicable appointed positions will be provided access to the Club email (Yahoo) account.
2. After the annual election of Club officers and Directors, the new president will change the email password and provide it to the newly elected Executive Board members, and the applicable appointed positions, i.e. Media Coordinator, Newsletter Editor, Email Blaster. The outgoing president will update the routing list to delete outgoing Executive Board members and add the newly elected Executive Board members. If any appointed positions change that are on the routing list, those will be updated in a timely manner.
3. Outgoing emails: When outgoing emails are sent to club members the Bcc option (Blind Copy) will be used.
4. Incoming emails: The positions listed below are who should handle the emails as they come in:
 - a. General information about the club, membership, etc. -Secretary or Treasurer. If they are unavailable then the line becomes president, vice-president, any Executive Board member.
 - b. Concern or complaint - President. Depending on the nature of the comment the reply may require all Executive Board members input.
 - c. Outside request for postings on the UMC website, i.e. regional clubs events such as Explore Oregon, ads to include buy and selling – Webmaster.
 - d. Newsletter submissions – Newsletter Editor.
 - e. Members wanting to promote an impromptu drive, event, ideas, etc. - Any Executive Board member, using an email blast to send the info out. Additionally, if it needs to go on the calendar that would then be the Newsletter Editor.
5. Timeframe for replying to outside emails: If a reply to an outside question or comment can be done with little or no discussion - two days. If it requires the Executive Board to get together, either in person or through email – one week.
 - a. If a reply can't be sent in a timely manner an interim reply will be sent that the issue is being looked at or discussed, etc.
6. All Executive Board members and applicable Appointed Positions should be Bcc'd on all replies.
- 7 At least once a month or sooner, depending on the need, the inbox is cleaned, folders created based on the email subject, and moved into those folders to retain as an archive. The individual responsible for responding to emails as described in "Section 3: Incoming Emails" will be responsible for creating folders and/or moving emails to those folders.
 - a. Any Executive Committee member or Appointed Positions on the routing list should be able to reply to an email sent to the Club from the Club account so their personal email is not used.
 - b. If a reply to an incoming email required the concurrence of the Executive Committee for the decision the sent email will be moved to the applicable folder or create a folder if none exists.