

**BYLAWS
of the
SOUTHERN CALIFORNIA MIATA CLUB
(SOCALM)**

ARTICLE I. NAME

The name of this organization shall be the Southern California Miata Club (SOCALM), hereafter referred to as the "Club."

ARTICLE II. PURPOSE

The purpose of this Club shall be to: promote goodwill for the mutual benefit of Club members; provide social, recreational, instructional, and technical activities to preserve the Mazda MX-5 Miata automobile; and to promote a responsible image for all Miata owners (drivers). SOCALM is a non-profit social group.

ARTICLE III. MEMBERSHIP, QUALIFICATIONS, RIGHTS AND RESPONSIBILITIES

- A. To qualify for membership:
 - 1. All drivers must possess a valid license to operate an automobile.
 - 2. All vehicles and drivers must comply with the California Financial Responsibility Act (auto insurance).
- B. Membership shall be available in two categories:
 - 1. A Dual membership shall consist of all members of a single household otherwise qualified for membership and shall have only one vote in general membership meetings.
 - 2. An Individual membership shall consist of one individual and shall have one vote in general membership meetings.
- C. Membership Rights:
 - 1. An invitation to participate in any Club event planned by general membership.
 - 2. The right to attend any meeting of the executive board as a non-voting observer.
 - 3. Inclusion in all mailings (*via USPS or electronic*) of general membership publications.
- D. Membership Responsibilities:

Members and guests shall act in accordance with the stated purpose of the Club. Failure to do so may result in immediate suspension and/or termination of membership.

ARTICLE IV. EXECUTIVE BOARD

The elected officers shall consist of a President, a Vice-President, a Treasurer, a Secretary, and Regional Representatives (regions as defined by the Executive Board), and shall collectively represent the Club in all official matters.

- A. No member of the Club shall hold more than one elected office during any term, unless appointed to fill an Executive Board vacancy.

- B. Only one individual of a dual membership shall hold an elected office during any term, unless appointed to fill an Executive Board vacancy.
- C. Purpose and function of the Executive Board shall be to make recommendations to the general membership on Club matters.
- D. The Executive Board shall, by majority vote, appoint another Club member in good standing to assume the duties of any vacated office until the next election of the general membership.
- E. No member may serve in the same Executive Board office for more than three (3) consecutive terms, unless said member shall be unopposed for additional consecutive term(s).

ARTICLE V. OFFICERS AND DUTIES

- A. The President shall: preside at all general membership and Executive Board meetings; enforce these bylaws; sign, along with the Treasurer, all contracts in the Club's name; and be responsible for carrying out the decisions of the membership.
- B. The Vice-President shall: fulfill the functions of the President in the case of the President's absence or if the President's office is vacant, assist the President in the coordination of the elected and appointed officers' duties, and shall encourage and assist all officers and general members to hold driving and/or social events.
- C. The Treasurer shall: sign all checks; along with the President (or Vice-President in the case that the President's office is vacant), sign all contracts in the Club's name; collect all dues, monies and other remuneration from all sources; maintain, with the assistance of the Membership Coordinator, a current membership list showing all pertinent data; keep books of accounts in accordance with generally accepted accounting practices and make a financial report at every Club meeting; and shall further make an annual financial report at the January general meeting of the Club membership.
- D. The Secretary shall: keep the minutes of decisions only and records of the general membership and Executive Board meetings; maintain a record of attendance for all meetings; obtain a current membership list showing annual dates from the Treasurer and have it available to the membership; furnish each member with a copy of these bylaws and amendments as they occur; maintain a file of Club minutes and records during his or her term as well as preserve the respective files of previous Club secretaries. At the last meeting of his or her term, shall relinquish the cumulative minutes and records of all past years for the permanent Club files.
- E. The Regional Representatives shall: preside over meetings of the Club's membership in their respective regions; be responsible for coordinating a standard meeting spot within their respective region for Club members to gather and drive together to distant events; be encouraged to plan at least one driving event and monthly social events during their term; use the telephone and e-mail to encourage members within their respective region to participate in Club activities.

ARTICLE VI. MEMBERSHIP MEETINGS

A meeting of the general membership shall be held every January, unless otherwise determined by a vote of the general membership. Additional general meetings may be called at any time by the

Executive Board upon a minimum of thirty days (30) advance notice to the general membership via both the monthly newsletter and electronic mail.

- A. A special meeting must be called by the President upon presentation of a petition signed by at least thirty (30) general members in good standing and one-third of the Executive Board.
- B. The Executive Board shall meet at least once every four (4) months, at a time and place determined by the Executive Board. Executive Board meetings shall be open and announced to the general membership in advance.

ARTICLE VII. APPOINTMENTS

The President shall propose to the elected officers for approval any office or person to be appointed. After approval of the elected officers, the President shall make appointments as deemed necessary.

ARTICLE VIII. QUORUMS

A quorum shall consist of the members present at any scheduled Executive Board or general membership meeting.

ARTICLE IX. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

- A. Only members paid up and in good standing shall be eligible for election or appointment as officers.
- B. Nominations are to be made at the general membership meeting on a Saturday in January in order that same may not conflict with Holidays, or dates deemed inadvisable by the Executive Board.
- C. Election of officers shall take place annually at the meeting in January followed by installation of officers at the same time.
- D. All elected and appointed officers shall hold office for one calendar year, or, if appointed during the Club calendar year, for the balance of the current Club calendar year.

ARTICLE X. DUES AND EXPENDITURES

- A. Club membership dues are payable in full to the Treasurer annually for either a dual or an individual membership.
- B. Expenditure of Club funds shall be restricted to the administration of Club business and activities, for the mutual benefit of the general membership.

ARTICLE XI. DESCRIPTION OF ACTIVITIES

SOCALM uses an Internet / e-mail system and makes it available to the general membership. In addition to official Club communications, the purpose of this Internet / e-mail system is to facilitate the open and convenient discourse between Club members. Since the subject matter of communication by the general membership is open and, therefore, uncontrolled, SOCALM is not responsible for the content or result of any communication that isn't authored by the Executive Board or at the express direction of

the Executive Board.; including postings by Executive Board members not relating to Club business. Further, SOCALM is not responsible for the content or result of any invitations to join caravans to or from Club functions and invitations to non-Club sponsored activities / events / independent runs.

SOCALM will identify Club-sponsored activities / events within the text of messages / announcements / reminders posted on the Club's Internet / e-mail system by including verbiage such as: "We would like to remind you of this upcoming SOCALM sponsored event."

Members / persons posting invitations to non-Club sponsored activities / events / independent runs, via the Club's Internet / e-mail system, are requested to state that "This is not a SOCALM event" within the text of their message / invitation. SOCALM is not responsible for the omission of this verbiage.

SOCALM documents, such as the Club waiver and release form, may not be used for non-Club sponsored activities / events.

SOCALM may sponsor proposed activities / events after they have been submitted in writing and/or posted on the Club's Internet web calendar and, thus, made available to the Newsletter Editor. Non-approved activities may not be advertised in the SOCALM Club newsletter. The events of other (sister) clubs / organizations may be advertised in the SOCALM Club newsletter without submitting to the approval process. However, SOCALM assumes no responsibility for the result(s) of these activities, and cautions that participants take part at their own risk.

ARTICLE XII. AUTHORITY

Any matters not included in these bylaws are to be determined by Robert's Rules of Order.

ARTICLE XIII. AMENDMENTS OR REVISIONS OF BYLAWS

These Bylaws may be amended or revised by a two-thirds (2/3) vote of the general membership in attendance at any regular or special meeting provided such amendment or revision shall be furnished to the membership via the Club newsletter and electronic mail at least thirty (30) days prior to the regular or special meeting at which the vote is to be taken.

Original Bylaws Adopted: June, 1990
Bylaws amended on October 20, 1991
Bylaws amended on June 18, 1997
Bylaws amended on September 5, 1998
Bylaws amended on January 23, 1999
Bylaws amended on January 15, 2000
Bylaws amended on August 12, 2000
Bylaws amended on August 31, 2001
Bylaws amended on March 28, 2009
Bylaws amended on February 17, 2013
Bylaws amended on October 25, 2014

CURRENT OPERATING POLICIES

The following are operational policies to be used by the Executive Board in addition to the Club bylaws. These policies are subject to change.

- A. Any member of the Executive Board can authorize an expense of up to \$25.00 without any other approval.
- B. Any two (2) members of the Executive Board can authorize an expense up to \$75.00 without any other approval.
- C. Any expense exceeding \$75.00 but not more than \$1,000.00 must be approved by a simple majority vote of the Executive Board.
- D. Any expense in excess of \$1,000.00 must be approved by a simple majority vote of all members present at any Club meeting.
- E. All participants of a Club event must sign the sign-in sheet / liability waiver.
- F. All club members in good standing are entitled to subscribe to the Club Internet / e-mail list (SOCALM@eGroups.com).
- G. Any purchases made through the Club (merchandise, books, etc.) will be made available for pre-arranged pickup at a Club event. Items are not mailed unless postage costs are paid to the Club.
- H. The first time a member plans a Club event, he / she will be eligible to receive a complimentary Club logo magnetic emblem.

Original Operating Polices Adopted: August, 2000