

BY-LAWS OF THE NORTHCOAST MIATA CLUB, LLC

ARTICLE I

Name

The name of this organization shall be the Northcoast Miata Club, LLC (NMC). (Adopted December 2011)

ARTICLE II

Statement of Purpose

The Northcoast Miata Club, LLC is dedicated to the enjoyment of the Mazda Miata sports car and the group activities of its members. The NMC encourages the exchange of information about the Miata by providing a vehicle for communication among Miata owners and aficionados. (Modified December 2011)

ARTICLE III

Limitations

Section 1. The NMC shall have no power or authority over its members, except as outlined in Article VII.

Section 2. The NMC, its officers, and Executive Board as defined below shall not be responsible for the actions of any of its members.

Section 3. The Northcoast Miata Club, LLC is ~~an unincorporated association. It is not a corporation, limited Liability Company, joint venture, limited partnership, or general partnership~~ a limited liability company. (Modified December 2011)

ARTICLE IV

Executive Board

Section 1. The officers of the Northcoast Miata Club, LLC shall constitute the Executive Board. (Modified December 2011)

Section 2. The Executive Board shall have general supervision of the affairs of the NMC, fix the hour and place of meetings, make recommendations to the NMC, and shall perform such other duties as are specified in these bylaws. The Executive Board shall be subject to the bylaws of the NMC, and none of its acts shall conflict with action taken by the NMC.

Section 3. The President may call special meetings of the Executive Board. An Executive Board meeting may also be called upon written request of two members of the Executive Board providing that 14 days notice is given.

ARTICLE V

Officers/Officers' Responsibilities

Section 1. The officers of the Northcoast Miata Club, LLC shall be a President, Vice President, Secretary, Treasurer, Membership Officer, an Editor, Historian, Competition Director and Webmaster. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the NMC. (Modified December 2011)

Section 2. Duties:

PRESIDENT shall preside over meetings and be responsible for scheduling for the December Dinner Meeting and the January Planning Meeting. He or she shall be responsible for the location of the meetings, and for speakers and demonstrators. In the event of the President's absence from a meeting, the officer next in line shall preside over the meeting. **The President shall remain on the board the following year as a as non-voting consultant. (added December 2011)**

VICE PRESIDENT shall preside over meetings in the absence of the President and make meeting arrangements as directed by the President.

SECRETARY shall keep minutes for all meetings and submit the minutes to the Editor for publication in the next NMC Newsletter. The secretary shall also solicit nominations for officers and receive and count all ballots. The incoming president shall verify the ballot count.

TREASURER shall be responsible for maintaining the NMC's financial accounts. In December the Treasurer shall meet with the President and Vice President to reconcile the financial records. A financial statement will be available at the December Dinner Meeting.

MEMBERSHIP OFFICER shall be responsible for collecting and forwarding the annual dues to the Treasurer and maintaining an accurate list of Members in good standing. The Membership Officer shall also be responsible for the solicitation of good will from area Mazda dealers and after-market Miata accessory vendors.

EDITOR shall be responsible for publishing a periodic newsletter that will include articles from officers, members, and other related newsletters. The newsletter will also carry information regarding upcoming meetings and special interest events. The editor shall maintain the mailing list and prepare mailing labels.

HISTORIAN shall be responsible for collecting and maintaining the NMC's library of articles, pictures and records of NMC's events.

COMPETITION DIRECTOR shall be responsible for notifying the membership of competitive events and for organizing competitive events.

WEBMASTER is appointed by the President and is a member of the Executive Board.

Section 3. All officers are encouraged to attend every meeting. If an officer fails to meet his or her responsibilities, a special election may be held and a new officer selected. A two-thirds majority vote of the membership present at the special election is required to replace an officer.

Section 4. All officers are encouraged to contribute to the Club newsletter by submitting articles.

Section 5. Each officer is expected to submit a report at the monthly meetings.

ARTICLE VI Nominations/Terms of Office

Section 1. Nominations for officers that have been submitted prior to the December Dinner meeting shall be placed on the ballot. The secretary through the NMC newsletter shall solicit nominations. Before the election at the annual meeting, additional nominations from the floor shall be permitted. Absentee Ballots received prior to the December Meeting will be included in the tally.

Section 2. The Vice President, Secretary, Treasurer, Membership Officer, Historian, and Competition Director shall be elected by ballot to serve for one year. Officers shall be installed after the tallying of the ballots at the December Dinner meeting and their term of office shall begin at the close of the meeting at which they are installed. Upon serving the ~~full~~ term, the Vice President shall become the President.

Section 3. The Editor's term of office shall be for two years or until his or her successor is elected.

Section 4. No member shall hold more than one elected office at a time.

Section 5. The Vice President, whose office shall then remain vacant until the next annual election, shall fill a vacancy in the office of President. Should the Vice President be required to take over as President, then this action will not effect his/her normal one-year term as President.

Section 6. If the Vice President is unable to complete the term of office, the vacancy shall be filled by appointment of the Executive Board.

Section 7. A vacancy in either the office of Secretary, Treasurer, Membership Officer, Editor, Historian or Competition Director shall be filled by appointment by the Executive Board.

ARTICLE VII Members

Section 1. The Northcoast Miata Club, LLC shall have no limitation to the number of members. (Modified December 2011)

Section 2. Membership in the NMC is open to all persons. A person shall be declared a member of the NMC upon receipt of payment of dues for the year. Membership includes all members of the immediate household (one vote per person with a maximum of two votes per household).

Section 3. Annual dues will be collected to cover the expenses of publishing a periodic newsletter, refreshments, and any other expenses of the organization.

Effective January 1, 2010, the amount of the annual dues is \$36 and is payable in January of each year and is due by February 28 of that year. Membership will lapse if renewal fees are not paid by February 28. New members will pay from the following schedule:

Month Joined	Amount Due	Month Joined	Amount Due
January	\$36	July	\$18
February	\$33	August	\$15
March	\$30	September	\$12
April	\$27	October	\$9
May	\$24	November	\$6
June	\$21	December	\$3

The renewal fee the following January will be \$36. The annual dues may be changed from time to time subject to vote of the membership. No member resigning shall be refunded his or her dues. (Modified December 2009)

Section 4. No officer or member of the NMC shall be personally liable for any of its debts, obligations or acts of the Northcoast Miata Club, LLC. The Club shall indemnify any such officer or member, provided that such debt or obligation is not a result of that member's intentional acts or gross negligence. (Modified December 2011)

Section 5. No part of Club dues, income or assets shall incur to the benefit of an individual member by virtue of their being an officer or member. (Adopted December 2011)

ARTICLE VIII Meetings

Section 1. The Northcoast Miata Club, LLC shall hold an annual meeting each calendar year which will take place at December Dinner Meeting. (Modified December 2011)

Section 2. The Agenda at the December Dinner Meeting shall include installation of officers, receiving reports of officers and committees, and any other business that may arise.

Section 3. The President shall determine the exact date and site of the December Dinner meeting.

Section 4. Time and Place of the regular monthly meetings will be published in the Newsletter. Special meetings shall be called by the President or by the Executive Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least two weeks notice should be given.

Section 5. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 6. At all meetings, each member in good standing shall be entitled to one vote on any matter, which may properly be brought before the members. A simple majority shall be required to pass any motion at any meeting.

Section 7. Executive Board meetings are open to members of the NMC.

Section 8. New members should be welcomed and introduced to the membership.

Section 9. A quorum consists of at least twenty voting members that are present at scheduled meetings and at least three officers present at Executive Committee meetings.

ARTICLE IX Committees

The President or the Executive Board of the Northcoast Miata Club, LLC shall appoint all committees, standing or special. The President shall be an ex officio member of all committees. Special Committee chairmen by invitation shall be in attendance at Executive Board meetings. (Modified December 2011)

ARTICLE X Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NMC in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the NMC may adopt, and any statutes applicable to this organization.

ARTICLE XI Amendment of Bylaws

Section 1. These bylaws may be amended at the December Dinner meeting of the NMC by a two-thirds of members voting (present and absentee ballots), provided that the amendment has been submitted in writing to the Editor sixty days prior to the December Dinner meeting. Exact wording of the proposed amendment must be presented to the members in the November and December Newsletters.

Section 2. The Executive Board may review a proposed bylaw change for clarification and proper wording.

ARTICLE XII Financial Guidelines

Section 1. All funds will be deposited into one NMC checking account.

Section 2. All monies shall be received and dispersed from the NMC checking account. This includes all outside sources and all Club sponsored activities.

Section 3. Each Club sponsored activity such as the Newsletter, December Dinner meeting, January Planning meeting, Membership picnic, Road Kill Rally, Website, Club merchandise, Competition Team and any other event designated by the Executive Committee will submit to the Executive Committee a budget showing the expected costs and income stream to cover anticipated expenditures. The Executive Committee must approve all disbursements of Club funds.

Section 4. Individuals who sponsor events (such as mystery tours etc.) have the sole responsibility for the finances of that event and payment for the event will be made to the individual sponsor. (Adopted December 2003)

~~Section 5. Any Northcoast Miata Club member who organizes and leads a tour, the Road Kill Rally, or any other non-timed event for the benefit of the membership at large, shall be entitled to a reward equal to but not greater than a one year membership renewal. For the purposes of this section only, a Club member is defined as a household of two persons. It is the intent of this section to encourage and reward members who organize and lead Club wide non-timed activities of interest to the membership at large. In order to encourage the greatest number of Club members to organize and lead events, no Club membership shall be eligible for more than one reward regardless of the number of events so organized and led. (Adopted December 2004, Modified December 2007) (Modified December 2011)~~

---By-laws current as of December 15, 2011---