

MT. HOOD MIATA CLUB

CONSTITUTION AND BY-LAWS

ARTICLE I: NAME

This nonprofit organization shall be named the **MT. HOOD MIATA CLUB** incorporated in the State of Oregon.

ARTICLE II: AREA OF OPERATIONS

The area of operation of the Club includes Oregon and Southern Washington.

ARTICLE III: CLUB OBJECTIVES

The objectives of the Club are to provide a forum for MIATA owners and admirers to exchange ideas and information and to participate in social and sporting events involving their Miatas.

ARTICLE IV: MEMBERSHIP

One need not own a MIATA to join the Mt. Hood Miata Club. Dues must be current to maintain membership. A membership shall consist of the owner/driver of the vehicle and one other person. Persons visiting meetings or participating in events shall be required to join the Club after three (3) meetings or events or combinations thereof.

ARTICLE V: OFFICERS

A. General

1. All Officers shall be Club members in good standing. Officers of the Club shall consist of President, Vice-President, Treasurer, Secretary, Activities Director, Newsletter Editor, Membership Director and Webmaster. The Vice-President shall assume the responsibilities of President if for any reason the Presidents office becomes vacant until the position is filled by a vote. Any officer who fails to attend two (2) consecutive Club meetings may be recalled by the acting President. A quorum of the Board may recall the position of an officer due to prolonged absence, misconduct resulting in harm to anyone person or thing, or bring disrepute to the club. Four Board members shall constitute a quorum for the purposes of this section.

B. Nomination, Election and Tenure

1. President, Vice-President, Treasurer, Secretary, Activities Director, Newsletter Editor, Membership Director will be elected by a majority vote of Club members in attendance at an annual Club meeting held in November of each year. Officers serve from January to December. The President shall appoint a nominating committee as defined in the by-laws. Nominations for offices shall be taken at the General Meeting in September and October and submitted to the club Secretary. Nominations may also be taken from the floor at the annual meeting during which elections are conducted. The Webmaster shall be appointed by the Board of Directors.

C. Responsibility of Officers

1. President

- a. Directs Club activities.
- b. Coordinates activities of Officers.
- c. Appoints and selects committees.
- d. Conducts Club meetings.
- e. Calls and coordinates Executive Board meetings.
- f. Sets meeting agendas.
- g. Coordinates elections and other activities requiring a membership vote.
- h. Reports Executive Board financial review at the annual business meeting.

2. Vice-President

- a. Formulates meeting themes.
- b. Coordinates with Officers the scheduling of the annual Christmas dinner.
- c. Secures meeting venues.

3. Treasurer

- a. Formulates financial policy in concurrence with the Board.
- b. Administers financial matters of the Club.
- c. Conducts fund raisers as directed by the Executive Board.
- d. Balances the Club financial records with the Club's bank account on a monthly basis.

4. Secretary

- a. Records and distributes minutes of Club and Board meetings.
- b. Coordinates with Newsletter Editor and Webmaster to publish minutes as directed by the Executive Board.
- c. Administers Club correspondence.
- d. Maintains a record of members and visitors at all Club meetings.

5. Activities Director

- a. Develops and implements activities securing Event Leaders from the membership.
- b. Coordinates events with Event Leaders.
- c. Establish appropriate relations with other clubs and organizations.
- d. Secure liability releases from all participants at all Club sponsored events and maintain releases for at least two (2) years.
- e. Coordinates with the Secretary the attendance at Club events.

6. Newsletter Editor

- a. Administers Club newsletter.
- b. Produces and edits Club newsletter.

7. Membership Director

- a. Maintains current membership list.
- b. Formulates plans to obtain new members with the assistance of the Executive Board.
- c. Coordinates with Newsletter Editor.
- d. Acknowledges/Informs new members of upcoming activities and general meeting times.
- e. Encourages new members to actively participate in Club activities.
- f. Provides members with Club pins, badges and decals.

8. Webmaster

- a. Maintain the Club website.
- b. Coordinate with the Membership Director, Treasurer, Secretary, Activities Director, Vice President and Newsletter Editor to keep the website functional for their areas of responsibility.
- c. Coordinate with the Website Host to resolve functional issues.
- d. Evaluate the performance of the Website Host, seek to resolve deficiencies and make recommendations for any changes to the Board.

9. All Officers are voting Board Members.

ARTICLE VI: GENERAL STANDARD FOR DIRECTORS

1. A director shall discharge the duties of a director, including the director's duties as a member of a committee:

- a. In good faith
- b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances: and
- c. In a manner the director reasonably believes to be in the best interests of the corporation.

2. In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements, and other financial data, if prepared or presented by:

One or more officers of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;

- a. A director is not liable to the corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this section. The liability of a director for monetary damages to the corporation and its members may be eliminated or limited in the corporation's article to the extent provided in ORS 65.047(2)(c).

ARTICLE VII: LIABILITY OF QUALIFIED DIRECTORS

1. The civil liability of a qualified director for the performance or non performance of the director's duties shall be limited to gross negligence or intentional misconduct.

- a. For the purposes of this section, "qualified director" means a person who serves without compensation for personal service as:
- b. An officer, director or member of an executive board for the purpose of setting policy and controlling or otherwise overseeing the activities or functional responsibilities of a nonprofit corporation, unincorporated association or nonprofit co-operative corporation that has as its primary purpose benevolence.
- c. A committee of the board of which the director is not a member, as to matters within its' jurisdiction, if the director reasonably believes the committee merits confidence

ARTICLE VIII: AUTHORITY TO INDEMNIFY

A corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if;

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

ARTICLE IX: MANDATORY INDEMNIFICATION

Unless limited by its articles of incorporation, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

ARTICLE X: INSURANCE

A corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee or agent of the corporation, or who, while a director or officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust employee benefit plan or other enterprise. The corporation may purchase and maintain the insurance even if the corporation has no power to indemnify the individual against the same liability under ORS 65.391 or 65.394.

ARTICLE XI: FINANCIAL

The Club shall be a nonprofit corporation as defined under the nonprofit laws of the state of Oregon. Dues shall be paid as a condition of membership. Dues shall be used for the support of Club Operation. Disbursement of funds by any Officer shall have prior approval by a quorum of the Board. Approval may be made through electronic means and the Treasurer shall keep a record of all approvals. Any member may request an accounting of Club funds and report at a regular Club meeting; such inquiry shall be limited to the current calendar year in which the request is made. Any member may request the Executive Board to examine the accounting of funds of the Club outside the current calendar year and report to the membership at a regular Club meeting.

ARTICLE XII: AMENDMENTS

Amendments or changes to the Club Constitution shall be proposed by a Club Officer at any time. Members may propose to the Executive Board changes to the Constitution or By-Laws. The Board shall present the proposed changes with their recommendations to the membership at a regular meeting within two months of the member's proposal. Approval by 60% of those members present at a regular Club meeting is necessary for adoption.

BY-LAWS

ARTICLE I:

1. Business Meetings

- a. **Time:** There shall be an annual Business Meeting of the Club the 2nd Thursday of November unless otherwise stated.
- b. **Place:** Club Officers shall select the location and announce the time, date and location through the Club Newsletter and Website.

2. Other Meetings

- a. **General:** The Club shall meet the 2nd Thursday of each month at a specified location. These meetings shall carry out Club objectives.
- b. **Special:** Members may meet under the Club name at any time or place as long as the following conditions are met:
 - 1. Approval of the meeting by the President.
 - 2. Notification of the meeting is given to the Event Coordinator, Webmaster and Newsletter Editor.
 - 3. Within a reasonable time, the sponsor submits a report about the meeting to the Event Coordinator, Newsletter Editor and Webmaster who will publish it to Club members.
- c. **Executive Board:** The Executive Board shall meet at least once a quarter. An Executive Board meeting may be conducted by electronic means to decide club activities and approve Club expenditures if a quorum of the Board members can participate. The President only shall call a meeting through electronic means and the meeting between members may be non-concurrent in time. The Secretary shall keep communications of all such meetings and summarize them in minutes.

ARTICLE II:

FINANCE:

Dues shall be established by a vote of all present Club members at the any Business Meeting. Changes to dues shall be made by a vote at the any Business Meeting. Meetings at which dues changes will be considered must be announced to the membership at the regular meeting in the month preceding and published in the Newsletter and posted on the Website prior to the meeting. The Treasurer shall provide monthly reports of Finances at each Club meeting. The Treasurers report shall also be published in the Club Newsletter. The Treasurer, President and Vice-President shall have signatory authority for Club financial matters.

The Board shall conduct an annual review of the finances to include a reconciliation between the Treasurers reports and the Club's bank statement at the fourth quarter Board meeting prior to the annual meeting.

ARTICLE III:

MEMBERSHIP:

Payment of dues is required to be a member in good standing in the Mt Hood Miata Club.

ARTICLE IV:

PUBLICATIONS:

A newsletter may be published at intervals directed by the Executive Board in furtherance of the Club objectives under the direction of the Newsletter Editor.

ARTICLE V:

EVENTS

- 1 Events involving operations of motor vehicles shall be deemed alcohol "free" unless a "designated driver" is the sole operator of the vehicle. At competitive or semi competitive driving events, alcohol *is* prohibited from all those participating in any manner.
2. At events not involving the operation of motor vehicles, alcohol consumption *is* neither encouraged nor prohibited.

ARTICLE VI:

ELECTIONS

1. Elections shall take place at the annual Business Meeting in November for all offices defined in Article V of the Mt Hood Miata Club Constitution.
2. The President shall appoint a nominating committee and present the Committee to the membership at the regular August Club meeting of each year. The committee shall consist of at least 3 Executive Board members. The nominating committee shall meet no later than the first week in September of the same year.
3. Nominations for Club Offices shall be opened at the regular Club meetings for September, October and November; the opportunity to be nominated shall be published in the Club Newsletter in September, October and November.
4. In addition to the nominations made by the nominating committee, members in good standing may nominate any member in good standing for any office. Any member in good standing may nominate ones self.
5. The term of office shall be one year beginning January 1 of the year following the election. No member shall serve in the office for which they were elected for more than three consecutive terms. A member may be nominated and elected, or appointed to different Office when a term limit is imposed.
6. The Webmaster and Newsletter Editor may be excluded from term limits by a vote of the membership during the regular meetings at which nominations are made.
7. An Officer may be re-elected to the same Office for which term limits have been imposed after being out of Office for one year.

8. When an officer not able to serve a full term, the President with concurrence of the Board shall appoint a replacement to serve in that office to complete the term; a partial term appointment shall not count in the three year term limit.
9. Members present at the election meeting shall be a quorum, and a simple majority vote shall elect a nominee to Office.

ARTICLE VII:

AMENDMENTS

Chapter by-laws may be amended by a 60% majority vote of the members present at the regular Business Meeting, or at a special Business Meeting called by the President.

SPORTSMANSHIP

Any member participating in any event under the name of the Club shall act in a responsible and sportsmanlike manner. Members not exhibiting such behavior shall be subject to immediate dismissal from the Club with no reimbursement of any funds. The Club does not take responsibility for the actions of individual members. The Club has been formed for the enjoyment of all its members. Those who impinge upon it will be excluded from the Club and all its events. The Executive Board and two Club members at large shall form a committee to determine the status of any member under this article. The Club members at large shall be appointed by the President with the concurrence of at least two other Board members.

The Mt. Hood Miata Club assumes no liability for any actions taken by members of this organization.

Constitution and By-Laws

Revised at the annual meeting: November 11, 2010

Myron Martwick, President