

Indy Miata Club By-Laws

Article I Organization

Indy Miata Club (IMC) is an Indiana Corporation organized under the not-for-profit corporation act. Its purpose as an organization is as a voluntary membership club designed for the enjoyment of good will and fellowship derived from owning a Miata automobile, and engaging in such social and other events as may be agreeable to the membership and in harmony with the Club's general objectives.

Article II Scope

There shall be no geographical limitations.

Article III Membership

Membership in IMC shall include owners or co-owners of Miata automobiles, and such other persons interested in Miata automobiles or in IMC and its objectives. Each membership will consist of the member and co-member. Each membership has one (1) vote on matters coming before the general membership for vote. Current membership is contingent upon the payment of annual club dues, as set forth by the IMC Board of Directors. Dues are considered delinquent after March 1 of each calendar year. Memberships are valid from January 1st to December 31st each calendar year. Dues will assist the club in deferring cost of doing business.

Article IV Affiliation

The IMC is not affiliated with any other organization. Membership in any other club does not constitute membership in IMC.

Article V Meetings

The IMC Board of Directors shall meet at least annually, and at such other dates and times, as established by the President. Any member shall be allowed to attend the Board of Directors meeting. General membership meetings shall be as scheduled by the Board, but shall be at a minimum of once a year.

Article VI Quorum

A minimum of three elected Board members must be present at a meeting to qualify as a quorum on IMC items eligible for vote. Once a quorum exists, a simple majority of the votes of those in attendance at a meeting in which a quorum is present can legally act. The secretary will record whether a quorum exists or not, and keep count of the votes per item.

Article VII Governance

IMC shall be governed by an elected group of officers and by members serving in specific positions with the approval of the majority of the elected officers. These officers and members shall comprise the Board of Directors.

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Article VIII Board of Directors

The Board of Directors of IMC shall be: President, President Elect, Secretary, and Treasurer. Volunteer Officer position's can be established by the Board of Directors as deemed appropriate and could consist of Membership Director, Webmaster, Newsletter Editor, and Events Coordinator. Elected Officers are restricted to serving one office. Volunteer Officers may hold dual offices if required. Each Officer will count as one vote no matter if they hold dual positions or not.

Article IX Elections

Only active memberships are eligible to vote in IMC elections. Each membership will count as one vote. Determination of elections will be a simple majority vote of the membership attending the meeting where the vote is taken.

The elected officers shall be elected for a period of one (1) year. The term shall begin at the Annual Banquet, held in December and shall continue until the next Banquet. Nominations for positions on the Board of Directors for the following year will be accepted at any time. Open officer positions not filled at the time of the Annual Banquet will be voted on by the Board.

The Vice President will assume the role of President the following year. This will be seconded and ratified by the membership at the Annual Banquet. Terms of the President and Vice President position will be one year.

Since the Vice President assumes the role of President the following year, this position will be referred to as President Elect henceforth within this document.

All other elected officer positions may serve consecutive terms without limitations.

Volunteer officer positions shall be filled by those willing to serve by appointment with the consent of the majority of elected officers. There shall be no limit on the number of terms any particular individual can serve in a volunteer officer position .

In the event that an elected officer or an individual holding a volunteer position resigns or otherwise cannot complete the remainder of his/her term, the Board of Directors will select a member to complete the term.

Article X Responsibilities

President shall preside over all general membership and executive board meetings; enforce these bylaws; have the authority to sign along with the treasurer all checks and contracts in the club's name; and be responsible for carrying out the decisions of the membership.

President Elect shall assume the responsibilities of the President when the President is absence or if the president's office is vacant. Assist the President in coordination of the elected appointed officer's duties and membership responsibilities.

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Treasurer shall keep records reflecting on the financial activity of IMC and shall keep such funds as may accumulate in a recognized legal banking facility. Treasurer shall report no less than quarterly to the Board of Directors on the state of the finances of IMC. Treasurer is responsible to the clubs yearly Liability Insurance payment within the term agreement of the policy. The Treasurer shall serve without bond.

If either the President or the President Elect is unable to fulfill their duties, the Secretary will assume these duties.

Secretary shall keep the minutes of the meetings of IMC Board of Directors meetings. Secretary shall have the meeting minutes kept on file and available upon request.

Membership Director a volunteer officer position shall maintain all records of membership of IMC. The Membership Director shall also be responsible for the processing of membership applications and renewals.

Webmaster shall support and maintain the IMC Web site. The Webmaster shall be a volunteer officer's position.

The Newsletter Editor shall be responsible for publishing the newsletter. The Newsletter Editor shall be a volunteer officer's position.

Events Coordinator shall be responsible for promoting club events within the membership. The Events Coordinator shall be a volunteer officer's position.

Article XI Newsletter

IMC shall publish a newsletter, at such times and using such media as established by the Board of Directors. This newsletter shall contain such articles as may be of interest to the membership. The Editor of the newsletter will be a volunteer position of the Board of Directors of IMC.

Article XII Removal from Office

Any officer may be removed from office by a three-fourths (3/4) -majority vote of the membership in attendance at the time of the vote. Such action shall be without appeal. The proposed action of removal shall be announced in a letter to each member prior to any such vote being taken.

Article XIII Expenditures

Capital Expenditures in excess of \$500.00 shall require the approval of the Board of Directors. The President can approve any expenditure up to \$500.00 and must notify other board members prior to such expenditure. Any member of the board can approve any expenditure up to \$75.00. The Treasurer has the authority to issue payment for recurring monthly club expenditures that were previously approved by the Board relating to the publication of the clubs newsletter and any other existing monthly recurring expenditure up to 100.00. Other expenditures must be approved in the structure outlined above. All expenditures shall be recorded properly by the Treasurer with receipts.

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Article XIV Dissolution

IMC may be dissolved if there is no membership that would choose to continue the activities of the club.

Article XV Assets

In the event of dissolution, property of IMC shall be distributed to a successor organization, if any. If no successor organization exists, the Board of Directors shall establish the manner for distributing the club treasury and other assets among the members.

Article XVI Adoption and Amendment

These By-Laws may be amended at any time by a majority vote of the membership attending the meeting where the vote is taken. An announcement that proposed changes to the by-laws as pending shall be made in the newsletter, web site and e-mail. Such proposed changes shall be presented and voted on at the next board meeting. Adopted amendments shall take effect on the first (1st) of the subsequent month at which the vote was taken on the amendment.

Article XVII Removal of Members

The Board of Directors retains the right to revoke a member's membership, due to the member exhibiting behavior deemed inappropriate by the Board of Directors or activities that could endanger a club member or the club as a whole. Such actions will be without appeal.

Article XVIII Indemnification of Board of Directors, Officers and Members.

Each Director, Officer, Member of the Corporation shall be entitled to be indemnified by the Corporation to the full extent permitted under Indiana law against all cost and expenses (including any amounts paid in settlement and all attorneys fees and cost) reasonably incurred by him/her in connection with the defense or settlement of any action suit or proceeding to which he /she is made a party by reason of being or having been a Director, Officer or Member at the time of incurring such cost and expenses, unless in such proceeding he/she shall have been adjudged liable for gross negligence or willful misconduct in the performance of his/her duty as Director, Officer, Member or found not to have acted in good faith in what he/she reasonably believed to be in the best interest of the Corporation.

These By-Laws were adopted at the Board of Directors meeting held on March 8, 2008.

Attested by: Roger Burrill, President
 James Quearry, President Elect.
 Nancy Burrill, Secretary
 Steve Crouse Treasurer