

By-laws of Nutmeg Miata Club, Inc.

Article I NAME

The name of this organization shall be Nutmeg Miata Club, Inc. The principal office shall be located at the residence of the incumbent President of Nutmeg Miata Club, Inc.

Article II PURPOSE

Nutmeg Miata Club, Inc. is a non-profit social club formed for the purpose of providing social, recreational, instructional and technical activities to member Miata owners; to promote a responsible image for all Miata owners and drivers; to promote goodwill amongst and for the mutual benefit of all club members; and, to promote the enjoyment of owning and driving a Miata.

Article III MEMBERSHIP AND QUALIFICATIONS

Membership shall be limited to natural persons having a motor vehicle operator's license by which he or she is authorized to operate a motor vehicle on the streets and highways of the State of Connecticut.

Section A. Individual Membership. An individual membership shall consist of an individual who owns or is in the process of acquiring a Miata, has completed an application for membership in the club and has paid the membership fee for the current membership year. An individual membership shall be entitled to one (1) vote in any election calling for a vote by club members.

Section B. Multi-person Membership. A multi-person membership shall consist of two or more persons, at least one of whom owns or is in the process of acquiring a Miata, shall have completed an application listing the names of the individuals included in the multi-person membership and has paid the membership fee for the current membership year. A multi-person membership shall be entitled to one (1) vote in any election calling for a vote by club members, which vote may be cast by any person included in said membership.

Section C. Termination and Suspension of Membership. Membership may be terminated without notice for failure to timely pay annual membership fees. Membership may also be suspended or terminated as set forth elsewhere in these by-laws.

Section D. Dues and Membership Term. Annual membership dues of \$25.00 shall be submitted to the Membership Chairperson by new members as a condition of membership, along with a completed application for membership. Thereafter, payment of the \$25.00 annual dues shall be paid to the Membership Chairperson on or before the last day of the month of April. A submitted application for membership in the months of September, October, November or December shall pay 50% of the regular amount. The following year the full amount is due in April. Any member serving on the Board of Directors whose anniversary month occurs while serving in such position shall have his or her membership fee waived for that year. Any member who has served as President of the Club shall, upon the expiration of his or her term of office, attain the status of Lifetime Member, and his or her membership dues shall be waived in perpetuity.

Article IV MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section A. Membership Rights. In addition to rights enumerated elsewhere in these by-laws, membership entitles members to:

1. An invitation to participate in club activities; provided, that participation in activities involving the driving of the member's Miata shall be conditioned on the member's Miata being validly registered and insured.
2. The right to attend Board of Directors meetings as a non-voting observer.
3. Inclusion in all mailings of general membership publications.
4. Access to those portions of the club website reserved to club members.

Section B. Membership Responsibilities.

1. Members shall comply with all conditions of membership imposed elsewhere in these by-laws or adopted by vote of the board of directors as a condition of participation in a club activity.
2. Members and their guests shall act in accordance with the stated purpose of the organization and shall at all times be considerate of other members, their guests and the general public.
3. Failure to act in accordance with the membership responsibilities imposed herein may result in denial of the right to participate in club activities, suspension or termination of membership. Suspension of membership shall be effected by majority vote of the board of directors. Termination of membership shall be effective upon the affirmative vote of a majority of the members voting in the same manner as an election of officers to be conducted at any regularly scheduled meeting. No membership shall be suspended or terminated until the affected member has had an opportunity to address the voting body in order to defend his or her actions upon which the contemplated suspension or termination is predicated.

Article V BOARD OF DIRECTORS

The Board of Directors shall be members who shall establish policies and practices that allow for the proper conduct of Club affairs in compliance with these By-laws. The Board of Directors shall act in the best interest of the membership in the conduct of routine club business and activities. The Board of Directors may authorize expenditures of club funds in furtherance of club interests benefiting the membership. The Board of Directors may perform all duties imposed upon them by the provisions of these by-laws or by law.

Section A. The Board of Directors shall be comprised of eight (8) individual members elected annually as follows: President, Vice-President, Treasurer, Secretary, along with the Membership Chairperson, Activities Coordinator, Webmaster and Newsletter Editor, the duties of which positions are described in these By-Laws. The immediate Past President of the club shall also be a member of the Board of Directors, which position shall not be subject to election. Each member of the Board of Directors shall have one vote at any meeting. Only one individual of a multi-person membership shall serve as a member of the Board of Directors during any term.

Section B. At any meeting of the Board of Directors, attendance by at least five of the board members shall be required to constitute a quorum. Any decision by a majority of the Board of Directors at a meeting at which a quorum is present shall be effective and constitute the decision of the board.

Section C. The Board of Directors may, by majority vote, appoint another club member in good standing to assume the duties of any vacated office or board position, provided that any officer position filled by such appointment shall be subject to the next election of officers by the general membership.

Section D. No member of the club shall concurrently hold more than one elected office.

Section E. Meetings of the Board of Directors shall be open to the membership and shall be announced to the membership at least one week prior to the scheduled meeting.

Article VI OFFICERS AND DUTIES

Section A. Elected officers shall consist of a President, Vice-President, Secretary, Treasurer, Activities Coordinator, Membership Chairperson, Webmaster and Newsletter. The elected officers shall individually and collectively represent the general membership in all official matters. Officers shall be elected annually to serve one year terms.

Section B. No member shall be elected to more than one elected office during the same term.

Section C. No two individuals of a multi-person membership shall hold an elected office during the same term.

Section D. PRESIDENT: The President shall preside at all general membership and Board of Directors meetings; enforce the Bylaws; be authorized, along with the Treasurer, to sign all checks; sign all contracts in the organization's name; be responsible for carrying out the decisions of the general membership; appoint committees as deemed necessary for the proper operation of the organization.

Section E. VICE-PRESIDENT: The Vice-President shall assist the President in coordinating elected and appointed board members' duties and shall preside at all general membership and Board of Directors meetings in the absence of the President. In the event of a vacancy in an officer position, or the absence of any other elected officer at any meeting of the Board of Directors or of the membership, the Vice-President shall assume the duties of such other elected officer on a temporary basis until the absent officer resumes his or her duties or until a new officer is appointed and ratified by the membership, as hereinafter provided. The Vice-President shall not cast more than one vote in any election by the board or the membership while assuming the duties of another office pursuant to this section.

Section F. SECRETARY: The Secretary shall record the minutes of all general membership and Board of Directors meetings, maintain a file of all minutes and records during his or her term, conduct all official correspondence of the organization and conduct and keep records of all elections.

Section G. TREASURER: The Treasurer shall sign all checks; collect dues, moneys and other remuneration from all sources; be responsible for all receipts and disbursements; provide a financial report at each meeting and provide annual financial report at the last meeting of his/her term.

Section H. ACTIVITIES COORDINATOR: The Activities Coordinator shall assist in the planning and coordination of scheduled events and shall provide such support to coordinators of individual events as may be reasonably required.

Section I. MEMBERSHIP CHAIRPERSON: The Membership Chairperson shall have the responsibility of handling all matters relating to membership, membership records, and updating the official Club mailing list, as well as distributing official membership badges, decals or pins as may be available. The official Club mailing list shall be distributed to all officers, the webmaster and the newsletter editor to facilitate Club mailings and communications with the membership.

Section J. WEBMASTER: The Webmaster shall maintain an Internet based website for the use and enjoyment of club members and to present an attractive face to the public for the club. Prior approval should be obtained from the President before making any major changes to the club's web page.

Section K. NEWSLETTER EDITOR: The Newsletter Editor shall have the responsibility for production and distribution of the Club newsletter.

Section L. Vacancies: In the event of a vacancy of any officer position other than President, the Board of Directors may appoint a club member in good standing to fill the vacant office. Any such appointment shall be subject to ratification by a majority of the club members in attendance at the next monthly club meeting. Once so ratified, appointees under this section shall serve until the next annual election of officers.

Section M. Compensation: Members serving on the Board of Directors shall serve without compensation or consideration except as set forth in Article III, Section D; provided, any Member of the Board of Directors shall, upon approval of a majority of the Board, promptly be reimbursed for out of pocket expenditures made in connection with fulfilling the duties of their office.

Article VII NOMINATIONS, ELECTIONS and TERMS OF OFFICE FOR OFFICERS

Section A. Only members in good standing for six (6) months prior to election shall be eligible for election as officers.

Section B. Nominations for elected officers shall be solicited from the general membership by notice printed in the November edition of the club newsletter, by conspicuous posting on the club website, and by announcement at the November monthly membership meeting. Nominations shall be closed as of November 20th each year. Nominees shall be announced in the December edition of the club newsletter and on the club website on the 1st of December.

Section C. Voting in elections of officers shall occur during the first two weeks of January each year and shall be completed, closed and counted at the January general membership meeting. Members may cast their vote at that meeting or, in view of the expansive area from which the membership is drawn, via U.S. Mail or e-mail during January prior to the date of the January membership meeting. All mailed votes shall be directed to the Club Secretary currently serving and must be received prior to the date of the January general membership meeting. All ballots submitted in accordance with this section shall be kept by the Secretary. The Secretary shall oversee the election of officers at the January meeting, at which time the Secretary shall count the ballots submitted by members via any method submitted in accordance with this section. Election of Officers shall be determined by a majority of the votes cast at or prior to this general membership meeting in accordance with this section. In the event of a numerical tie of all votes cast for any office, there shall be an immediate run-off election with votes being cast by the members present at the January general membership meeting and the majority selection by that election shall be deemed elected by the membership. The Secretary shall make a record of the elections and submit a summary thereof to the Webmaster and the Newsletter Editor for publication at the earliest date possible.

Section C. Installation of elected officers shall occur at the February general membership meeting.

Section D. Elected officers shall hold office for one year from the date of installation in order to have their term coincide with the club's events year. There shall be no term restrictions on any elected office.

Article VIII MEETINGS

Section A. Annual Meeting: Annual Meetings. An annual meeting of the members shall be held in January each year at a time and at such place as may be determined by the Board of Directors of the Nutmeg Miata Club to be reasonably convenient to the majority of club members. The purpose of the annual meeting shall be to complete the annual election of officers and transact such other business as may come before the meeting. If the election of officers can not be held on the day designated for the annual meeting, the officers shall cause the election to be held at a special meeting of the members as soon thereafter as said meeting can be conveniently held.

Section B. Monthly Meetings: General membership meetings shall be held monthly, at a location that is convenient to as many members as is reasonably possible. During the summer months, the meetings may be held on a weekend, so as to incorporate a ride. The selection of a location for a monthly meeting may from time to time be made to facilitate attendance by members residing in the more distant parts of the membership area, provided that the location selected shall be within the State of Connecticut. Any monthly meeting may, at the discretion of the Board of Directors and with appropriate notice to all members, be eliminated or combined with another Club activity. *(Amended April 2004, April 2009)*

Section C. Special Meetings: the President or the Vice-President may call Special meetings of the members.

Section D. Board of Directors' Meetings: The Board of Directors shall meet no less than four times during the event year. The first meeting shall be held subsequent to the annual election of officers, but prior to the March monthly meeting, with subsequent meetings to be scheduled every three months thereafter. Additional meetings may be scheduled by the President as may be necessary to address club issues as they may arise. Notice of meetings of the Board of Directors shall be provided to the membership at least seven (7) days prior to the Board meeting by e-mail notice and by posting on the club website. *(Amended April 2004)*

Section E. Notice of Meetings:

1. Regular meetings: Written or printed notice stating the place, day and hour of any regular meeting of members shall be made available at least ten days in advance of the meeting in the club newsletter and/or on the club website, to each member entitled to vote at such meeting. *(Amended April 2004)*

2. Special Meetings: Notice of any special meeting of club members shall be given at least seven (7) days previously thereto by e-mail notice, posting on the club website or via telephone to each member at his/her address as shown by the records of the Club.

Section E. Quorum at Membership Meetings: The members present at any meeting shall constitute a quorum for any and all business of the club requiring the vote of the membership. The vote of a majority of the votes entitled to be cast by the members present at a meeting shall constitute the decision of the club membership, unless the vote of a greater number of members is specifically required by law or these by-laws. Voting by the membership in elections of officers or amending these by-laws shall be governed by the applicable sections of

these by-laws and attendance at the meeting at which the election is scheduled shall not be required.

Article IX Club Revenues

Nutmeg Miata Club, Inc. shall be supported solely by membership fees, dues, assessments on club members, charges on members and their guests in connection with club activities and by any other revenues permitted to tax-exempt organizations by federal law.

Article X ACTIVITIES

Section A. Activities Meeting. Activities with a social, recreational, instructional and/or technical purpose for the current event year shall be proposed and selected at a meeting of the membership to be held for that purpose in February each year, which meeting shall be the first event of the Club's event year. The final activity of the Club's event year will be the annual meeting held between January 1st and March 1st of each year.

Section B. Participation in Activities. Participation in activities shall be limited to the general membership, their accompanying guests, invited speakers and presenters. Additionally, prospective members may participate in one (1) activity prior to becoming a member, said participation being permitted in order to allow such prospective member to experience the benefits of membership. All participants in club activities shall be required to sign the club's release form, as it may be amended from time to time, as a condition of their participation in the activity.

Article XI AMENDMENTS

These by-laws may be amended upon the recommendation of the Board of Directors and affirmation by the membership. Affirmation shall be indicated unless two-thirds of the general membership cast negative votes regarding the proposed amendment. Members may cast their vote in person at the meeting announced for voting on the amendment(s), or by mail or bye-mail ballot directed to and received by the Secretary on or before the day preceding such meeting. Proposed amendments shall be read to the membership at the monthly meeting preceding the meeting at which the vote is to be taken, and shall be announced by posting on the club website and printing in the club newsletter at least one week prior to the meeting at which the vote is to be taken. *(Amended April 2004)*

Article XII Applicable Law and Severability

Nutmeg Miata Club, Inc. is organized as a Connecticut non-stock, non-profit corporation and is subject to laws of the State of Connecticut governing such organizations, including, without limitation, methods of dissolution of the corporation. In the event that any provision of these by-laws is found to be invalid as a matter of law, such invalidity shall not affect the other provisions hereof and said other provisions shall continue in full force and effect.

The By-Laws were amended by vote of the members of Nutmeg Miata Club, Inc. at a meeting held on April 14, 2009.

Eleanor Ackerman, President, Nutmeg Miata Club