

BYLAWS
of the
GREATER CINCINNATI MIATA CLUB
(GCMC)

ARTICLE I. NAME

The name of this organization shall be the Greater Cincinnati Miata Club (GCMC), 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 Miata / MX-5 automobile; and to promote a responsible image for all Miata / MX-5 owners (drivers). GCMC is a non-profit corporation and social group.

ARTICLE III. MEMBERSHIP, QUALIFICATIONS, RIGHTS AND RESPONSIBILITIES

1. To qualify for membership:
 - a. All drivers must possess a valid license to operate an automobile.
 - b. All vehicles and drivers must comply with their home state’s auto insurance requirements and provide proof of such insurance upon request.
2. Memberships shall be available in two categories:
 - 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. In the event of a divorce or separation of the two individuals with a dual membership, the member who “gets the car” shall continue the membership. The other individual can obtain their own individual membership, if interested.
 - b. Individual membership shall consist of one individual and shall have one vote in general membership meetings.
3. Membership rights:
 - a. An invitation to participate in any club event planned by general membership.
 - b. The right to attend any meeting of the executive board as a non-voting observer.
 - c. Inclusion in all mailings of general membership publications.
4. Membership Responsibilities:
 - a. 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 board shall consist of not less than three members and shall collectively represent the club in all official matters.

- 1. No member of the club shall hold more than one elected office during any term.**
- 2. Only one individual of a dual membership shall hold an elected office during any term.**
- 3. Purpose and function of the executive board shall be to make recommendations to the general membership on club matters.**
- 4. 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 by general membership.**
- 5. No member may serve in the same executive board office for more than three consecutive terms, unless no willing replacement comes forward from the general membership.**

ARTICLE V. OFFICERS AND DUTIES

- 1. The president shall: preside at 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.**
- 2. 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, and assist the president in the coordination of the elected and appointed officers' duties.**
- 3. The treasurer shall: along with the president (or vice-president in the case that the president's office is vacant), have the authority to sign checks and contracts; collect all dues (if any), moneys and other remuneration from all sources; maintain a current membership list showing annual dates; keep books of accounts in accordance with generally accepted accounting practices and make a financial report at every club meeting; shall further make an annual financial report showing income statement and balance sheet at the last meeting of his or her term.**
- 4. 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 thereto as they occur; maintain a file of club**

minutes and records during his or her term. At the last meeting of his or her term, shall relinquish the minutes and records of the past year for the permanent club files.

ARTICLE VI. MEMBERSHIP MEETINGS

A meeting of the general membership shall be held monthly on the third Thursday of the month, except for September and December, unless otherwise determined by a vote of the executive board.

- 1. A special meeting must be called by the president upon presentation of a petition signed by at least 25% of the general members in good standing and one-third of the executive board.**
- 2. The executive board shall meet at least once every three months at a time and place determined by the board. Executive board meetings shall be open and announced to the general membership in advance. If the members of the executive board are present at any regular membership meeting, this meeting will qualify as an executive board meeting.**

ARTICLE VII. APPOINTMENTS

The president shall propose to the elected board for approval any office or person to be appointed. After approval of the elected board 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.

- 1. Only members paid up in good standing shall be eligible for election or appointment as officers.**
- 2. Election of the executive board shall take place at the annual meeting.**
- 3. All elected and appointed officers shall hold office for one year, or until the newly elected board and officers are in place.**

ARTICLE X. DUES AND EXPENDITURES

- 1. Club membership dues are due April 1 for either a dual or an individual membership. Members joining during the year shall pay a prorated amount based on the fiscal quarter during which the new member**

joined.

2. **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. INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS AND EMPLOYEES

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

ARTICLE XII. DESCRIPTION OF ACTIVITIES

GCMC will endeavor to procure an Internet / e-mail system and make it available to the general membership. The purpose of this Internet / e-mail system is to facilitate the open and convenient discourse between club members who choose to participate. Participation is completely voluntary. Since the subject matter of communication by the general membership is open and therefore uncontrolled, GCMC is not responsible for the content or result of any communication that isn't authored by the GCMC Board or at the express direction of the GCMC board; including postings by Board members not relating to club business. Further, GCMC 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.

GCMC will use a separate e-mail communication system for official club announcements. All members must provide an e-mail address to the board for this purpose.

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 GCMC event" within the text of their message / invitation. GCMC is not responsible for the omission of this verbiage.

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

The events of other (sister) clubs / organizations may be posted on the GCMC Internet / e-mail system. However, GCMC assumes no responsibility for the result(s) of these activities, and cautions that participants take part at their own risk.

The Board shall approve any and all use of the names Greater Cincinnati Miata club, GCMC, Topless Maneuvers, MMG, and MidWest Miata Gathering and any logos or logo-types using said names.

ARTICLE XIII. AUTHORITY

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

ARTICLE XIV. AMENDMENTS OR REVISION OF BYLAWS

These bylaws may be amended or revised by a two-thirds (2/3) vote of the executive board.

Original Bylaws Adopted: January 2007, Amended September, 2007

CURRENT OPERATING POLICIES

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

- 1. Any member of the Executive Board can authorize an expense of up to \$25.00 without any other approval.**
- 2. Any two members of the Executive Board can authorize an expense of up to \$150.00 without any other approval.**
- 3. Any expense over \$150.00 must be approved by a simply majority vote of the Executive Board.**
- 4. Expenses of up to \$150.00 directly related to the publication and mailing of the club's newsletter do not need prior approval.**
- 5. All participants of a club event must sign the sign-in sheet / liability waiver.**
- 6. All club members are entitled to subscribe to the club e-mail list, but are under no obligation to do so.**
- 7. The first time a member plans a club events, he/she will receive a set of complimentary club logo magnetic emblems.**

Original Operating Policies Adopted: January 2007