

## **Charter – Lehigh Valley Miata Owners Club Ltd.**

**Article I - The name of this organization shall be the Lehigh Valley Miata Owners Club (LVMOC).**

### **Article II - Purpose**

The purpose of this organization shall be to promote goodwill for the mutual benefit of club members; to provide social, recreational, technical and instructional activities for the preservation and enjoyment of the Mazda Miata MX5 automobile; to promote a responsible image for all Miata owners and drivers. LVMOC is a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania.

### **Article III - Membership**

#### **A. Members must meet the following qualifications:**

1. Not less than 18 years of age
2. Hold a valid driver's license
3. Comply with the motor vehicle insurance requirements of the Commonwealth of Pennsylvania.
4. Payment of an annual membership fee to be set by the Officers of the club.

**B. Membership:** Membership shall consist of one (1) member who shall have one (1) vote in general membership meetings.

#### **C. Membership rights shall include:**

1. Invitation to participate in any club event
2. Attendance at all general membership meetings
3. Inclusion in all mailings to general membership
4. Access to the member only sections of the club website
5. An e-mail address through the club website
6. Template for LVMOC contact cards
7. Free admission to select club events
8. An individual gallery in the photo gallery section of the club website
9. Other club-sponsored events as determined by the board.

Members and guests must act in accordance with the stated purpose of the club. Failure to do so may result in the immediate suspension and/or termination of membership.

### **Article IV - Officers and Duties**

The elected officers of LVMOC shall consist of a President, Vice-President, Treasurer, Secretary and Governor, and shall represent the membership in all official matters. The current elected officers shall serve as the Executive Board.

- **President** - The president shall preside at all membership and executive board meetings of the club; shall enforce the Bylaws of the club; shall sign contracts; and shall be responsible for carrying out the decisions of the membership. The President may appoint such committees as deemed necessary, subject to the approval of three-fifths (3 /5) of the elected officers.
- **Vice-President** - The vice-president shall preside and perform all duties of the President in the president's absence. The vice-president may co-sign contracts in the absence of the president. The vice-president shall also assist the president in the coordination of elected and appointed officer's duties. In the case of an absence or vacation of an elected officer's position, the vice-president may assume the duties of that office on a temporary basis until the officer resumes duties or a new officer is elected.

- **Treasurer** - The treasurer shall issue and sign all checks; collect dues and other moneys from all sources and issue a receipt for same; shall keep books of account on a cash basis in accordance with generally accepted accounting practices; shall make a financial report at each general membership meeting; and shall make an annual financial report showing all income and disbursements for the prior year.
- **Secretary** - The secretary shall keep the minutes of general membership meetings and meetings of the executive board; maintain a record of attendance for all meetings; obtain a current membership list from the treasurer and have it available to the membership; maintain a file of club minutes and records during his or her term; and furnish each member with a copy of these bylaws and amendments thereto as they occur. The secretary shall co-sign all contracts with the president or the vice president in the president's absence.
- **Governor** - The governor shall ensure that all decisions of the club are based on the bylaws of the club and shall vote only in the event of a tie.

All elected officers shall relinquish their records of the prior year to their successors at the end of their terms.

#### **Article V – Meetings**

General membership meetings shall be held no less than one (1) time per year at a time and place to be determined by the executive board. General membership meetings shall be open to all members and shall be announced to the general membership no less than two (2) weeks in advance. General membership meetings shall be run pursuant to Roberts Rules of Order. A special meeting of the members may be called at any time by a two-thirds (2/3) vote of the executive board or upon the presentation of a petition signed by no less than twenty-five (25%) percent of the paid general membership. Executive board meetings shall be held no less than four (4) times per year at a time and place to be determined by the executive board. Executive board meetings shall not be open to the general membership.

#### **Article VI - Quorums and Voting**

A quorum shall be necessary to conduct voting at executive board meetings and at general membership meetings. Should quorum not be obtained, no voting may take place at such meeting and the meeting may continue for informational purposes only.

- A. A quorum for an executive board meeting shall consist of three-fifths (3/5) of the elected officers.
- B. A quorum for a general membership meeting shall consist of at least three-fifths (3/5) of the elected officers and no less than twenty-five (25%) percent of the non-elected voting members in good standing.
- C. No voting shall occur at any meeting unless the subject of the proposed vote is announced no less than two (2) weeks in advance to the general membership. Members must be present in person at general membership meetings to vote upon those matters set forth in such meetings. There shall be no proxy voting allowed in general membership meetings.

#### **Article VI - Nominations, Elections and Term of Office**

Only paid members in good standing shall be eligible for election or appointment as officers. Any member in good standing may nominate any other member in good standing for any office. Any member may nominate his or her self for an office. Any member so nominated may accept or decline any nomination. The opening of nominations shall be announced no later than September 15 of each year, with such nominations to close at the end of two (2) weeks. Voting in elections may be held electronically or by paper balloting. Two (2) judges of election shall be appointed by the President, no later than September 1 of each year, to run the nominations and elections. The

said judges of elections shall be responsible for announcing the opening and closing of nominations, the opening and closing of elections, and the duly elected officers to the general membership. Election of officers shall occur in November of each year, with the new slate to take office January 1. Officers shall serve for one (1) year or until their successors are duly qualified and elected.

#### **Article VII - Dues**

Annual membership dues shall be due and payable as of January 1 of each calendar year. The yearly dues rate shall be determined by the executive board. Pro-ration of dues for new members shall be allowed on a schedule to be determined by the executive board. Any member who has not renewed his or her membership by no later than 90 days from the due date shall be considered inactive until such time as the dues are paid. Inactive members shall not be entitled to any of the membership rights of the Club.

#### **Article IX – Indemnification**

LVMOC shall indemnify its officers, executive board members and agents to the limits of the corporation's assets.

#### **Article X - Amendment**

These Bylaws may be amended or revised at any general membership meeting by a two-thirds (2/3) vote of the general membership present at such meeting providing that they meet the 2/3rds paid membership clause, or by special meeting; or by mail ballot; provided, however, that in all instances such amendment or revision has been presented to the general membership no less than two (2) weeks prior to such vote.

#### **Article XI - Repayment of Expenses**

The repayment of expenses incurred up to a total of \$25.00 may be authorized by any member of the executive board. The repayment of expenses incurred up to a total of \$75.00 must be authorized by any two members of the executive board. The repayment of expenses incurred in excess of \$75.00 must be approved by a simple majority of the executive board.

#### **Article XII - Authority**

Any matters not included in these bylaws are to be determined by the Pennsylvania non-profit corporation law. All meetings shall be run pursuant to Roberts Rules of Order, Revised September 21, 2008