

Article / Paragraph	Current Verbiage	Proposed Verbiage	Description / Purpose of change
Article I	Name and Objective		
Sec. 1.	The name of this Club shall be <u>Miami Valley MX5 Club, Inc.</u> , hereinafter designated as MVMC (Miami Valley Miata Club).		
Sec. 2.	The purposes for which the Club is formed are to develop and promote various <u>Miata</u> related events sanctioned by the MVMC and to foster and emphasize a spirit of mutual helpfulness and courteous consideration among its members.		
Article II	Emblem (Logo)		
	The Club shall have a logo, whose layout and content shall be as chosen from time to time by an affirmative majority of the membership.		
Article III	Membership and Responsibility		
Sec. 1.	The membership of this Club shall consist of the following:		
	A. Members shall be individuals who are owners of Miata(s) and/or Miata enthusiasts. Application for membership shall be via MVMC membership application form and payment for the then current annual dues submitted to the Membership Director.	A. Members shall be individuals who are owners of Miata(s) and/or Miata enthusiasts. Application for membership shall be via MVMC membership application form and payment for the then current annual dues submitted to the Membership Director.	
	B. The Executive Committee has the authority to vote an individual an "Honorary" member. This is to be reserved for <u>only</u> those individuals who have been of extraordinary value and service to the Club. This status requires a majority affirmative vote of the Executive Committee. A person awarded this class of membership shall have all the rights and privileges in the Club for their lifetime, except holding office. Annual dues are waived.		

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	C. Each paid Membership includes up to two individuals, as identified on the membership form. Each individual member will have full benefits of membership to include voting rights and the ability to serve on the Executive Committee.	Change approved 07/22/2022	
Sec. 2.	Limitations of membership:		
	A. Club dues are payable annually on January 1st which is the beginning of the Club's fiscal and calendar year. Any member whose annual dues are not received by the Membership Director as of January 1 st of each year will be considered to have a membership in suspension until the dues are received. Members in suspension may not participate in Club activities or receive Club benefits.		
	A. Termination of membership of any member may be effected at any time by:		
	1. Resignation		
	2. Expulsion by a majority vote of the Executive Committee. In the event the member being considered for expulsion is also a member of the Executive Committee, he/she shall not be permitted to cast a vote. Grounds for such expulsion can be: poor sportsmanship, immorality, fraud, or conduct not in the best interests of the Club. Such charges may be brought before the Executive Committee by any Club member. A member being considered for expulsion shall be so notified in writing by the President of the Club and given 30 days advance notice of the time and place of the Executive Committee meeting to be held to vote on the proposed expulsion. Further, the member shall be notified of the reason(s) for his/her proposed expulsion and has the right to present a defense to any such charges to the Executive Committee. Decision of the Executive Committee is final.		

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Sec. 3.	Membership Rights		
	The privilege of holding office, making motions, voting, participating in Club sponsored events, receiving monetary discounts offered to club members and participating in the business affairs of the Club shall be limited to members only, with exceptions as follows:		
	A. A Club member may enlist the assistance of a non-member to plan or stage an event as necessary.		
	B. A Club member may invite a non-member to participate in a Club event, with the approval of the Rally Master or the Membership Director.		
	C. Non-members shall not be eligible for any prize or other recognition that may be awarded during an event.		
Sec. 4.	Dues		
	Dues will be set by a majority vote of members participating in the voting process upon being presented with a proposal by the Executive Committee.		
Article IV	Voting		
Sec. 1	Each member shall be entitled to one vote per member. Methods of communicating proposals or nominations for office requiring a vote by the general membership shall include one or more of the following: US mail, email, Club website and/or the Club newsletter.	Change approved 07/22/2022	
Sec. 2		A tally of votes shall be accomplished by an impartial committee of at least two members, appointed ahead of time.	

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Article V	Executive Committee		
	The Executive Committee shall consist of an elected President, Vice President, Secretary-Treasurer, Membership Director, Rally Master, Newsletter Editor, Technical Director, and Webmaster. The Executive Committee is responsible for business management, collection of dues and disbursement of funds, organization of Club activities, and other responsibilities as described under Article VII below.	The Executive Committee shall consist of an elected President , Vice President, Secretary-Treasurer, Membership Director, Rally Master, Newsletter Editor, Technical Director, and Webmaster. The President shall be the Vice President from the prior calendar year. The Executive Committee is responsible for business management, collection of dues and disbursement of funds, organization of Club activities, and other responsibilities as described under Article VII below.	Removed "President" because this position is not elected.
Article VI	Officers and their Election		
Sec 1.	Officers shall be elected for a term of one year with the exception of the Vice President who will become President in his/her second year of office. Such election shall take place in November each calendar year at a time and place chosen by the Executive Committee. Notification of the election meeting is outlined in Article VIII, Section II. Elected officers shall assume their duties and responsibilities as of January 1st each calendar year. If there is more than one candidate for an office, voting shall be by ballot. (See voting definitions in Article IV, Sec. 1)	Officers shall be elected for a term of one year with the exception of the Vice President who will become President in his/her second year of office. Such election shall take place in November each calendar year at a time and place chosen by the Executive Committee. Notification of the election meeting is outlined in Article VIII, Section II. Elected officers shall assume their duties and responsibilities as of January 1st each calendar year. If there is more than one candidate for an office, voting shall be by ballot. (See voting definitions in Article IV, Sec. 1)	This was an incorrect reference.

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Sec. 2.	Nominations for office shall be made by a nominating committee of three members of the Executive Committee to be chosen by the President not later than September 1st of each calendar year. The nominating committee shall report nominations to the general membership via the October Club newsletter and in an email notice 30 days prior to the general membership meeting to be called for the purposes of voting. Additional nominations may be made from the floor at the time of election.	Nominations for office shall be made by a nominating committee of three members of the Executive Committee to be chosen by the President not later than September 1st of each calendar year. The nominating committee shall report nominations to the general membership at the October Meet & Greet meeting , via the October Club newsletter and in an email notice 30 days prior to the general membership meeting to be called for the purposes of voting. Additional nominations may be made from the floor at the time of election. Any elected officer shall be a member in good standing for at least two years.	Further clarify when notices of elections are sent. Ensure all officers are familiar with the club and its members.
Sec. 3.	Removal of an Officer of the Club will be by a vote of the general membership and by an affirmative vote of two-thirds of the votes received by the specified voting deadline. A proposal for removal of an Officer can be made for any of the reasons listed in Article III, Section 2, paragraph B.3. and/or for failing to attend three consecutive Executive Committee meetings or any four Executive Committee meetings during a calendar year.		
Sec. 4.	With the exception of the President, (see Article VII, Sec 2 below) a vacancy occurring in an office prior to the expiration of the term, may be filled after a majority affirmative vote by the Executive Committee on the member agreeing to serve out the term.		
Sec. 5.		At no time shall a single executive hold two offices permanently. The Executive Committee will ensure vacant positions are filled as soon as possible, but no later than the next election.	

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Article VII	Duties of Officers		
Sec. 1.	The President shall preside at all meetings of the Club in general, all Executive Committee meetings, appoint standing committees, and have such authority and perform generally all other duties usually incident to this office. The President shall be an ex-officio member of all committees. The President shall also provide a monthly "Presidents Column" for the Club newsletter, and schedule monthly meetings of the general membership (Meet & Greet).		
Sec. 2.	The Vice President shall assist the President and shall perform all the duties and have all the authority of the President in case of the absence or disability of the latter. This office shall be responsible for PR (public relations) promoting the MVMC through providing notices of Club activities to local publications and coordination with the Rally Master on other car related events suitable for Club participation. <u>Note:</u> The VP automatically assumes the position of President should the office of President become vacant during a given term.	The Vice President (VP) shall assist the President and shall perform all the duties and have all the authority of the President in case of the absence or disability of the latter. This office shall be responsible for PR (public relations) promoting the MVMC through providing notices of Club activities to local publications and coordination with the Rally Master on other car related events suitable for Club participation. The VP is the default chairman of any sub-committee. <u>Note:</u> The VP automatically assumes the position of President should the office of President become vacant during a given term.	

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Sec. 3.	<p>The Secretary-Treasurer shall maintain notes of all meetings of the Executive Committee, will have custody of the Club documents, records, reports and communications connected with the business of the Club, and shall conduct general correspondence of the Club and issue all necessary notices and calls for meetings. The Secretary-Treasurer shall receive all monies of the Club and shall keep an accurate record of receipts and expenditures and pay out funds only as authorized by the approved annual budget, President/Vice President and/or majority vote of the Executive Committee in that order. Any expense proposed for the annual budget must be approved by a majority vote of the Executive Committee. After budget approval, an expenditure made in accordance with the budget is deemed authorized for payment. A minor variance from the approved budget may be approved by the President or Vice President.</p>	<p>The Secretary-Treasurer shall maintain notes of all meetings of the Executive Committee, and general membership meetings and will have custody of the Club documents, records, reports and communications connected with the business of the Club, and shall conduct general correspondence of the Club and issue all necessary notices and calls for meetings. Meeting minutes shall be made available to general membership after approval. The Secretary-Treasurer shall receive all monies of the Club and shall keep an accurate record of receipts and expenditures and pay out funds only as authorized by the approved annual budget, President/Vice President and/or majority vote of the Executive Committee in that order. Any expense proposed for the annual budget must be approved by a majority vote of the Executive Committee. After budget approval, an expenditure made in accordance with the budget is deemed authorized for payment. A minor variance (+10%) from the approved budget may be approved by the President or Vice President.</p>	Clarification of duties
	<p>Any material expenditure above the approved budget must be approved by a majority vote of the Executive Committee. The Secretary-Treasurer shall present a statement of account when requested by the President or Executive Committee and shall publish an annual report in February in the Club newsletter or the Club website as well as a quarterly statement to be published in the Club newsletter of the Club website. The Secretary-Treasurer may delegate communications responsibilities, such as notices and calls for meetings, to any other member of the Executive Committee.</p>	<p>Any material expenditure above the approved budget must be approved by a majority vote of the Executive Committee. The Secretary-Treasurer shall present a statement of account when requested by the President or Executive Committee and shall publish an annual report in February in the Club newsletter or the Club website as well as a quarterly statement to be published in the Club newsletter or the Club website. The Secretary-Treasurer may delegate communications responsibilities, such as notices and calls for meetings, to any other member of the Executive Committee.</p>	

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Sec. 4.	The Membership Director will respond to requests for membership applications, provide name tags to new members, provide new member information materials, maintain an updated roster and email listing, publish annual dues notices not later than December 1st, and keep all Club officers appraised of membership status, maintain a master listing of all present members and record of past members. Current Club membership data will be available on the Club website to all members through use of a password to access the listings. The Membership Director will send cards/flowers to members as appropriate at the request of the President.	The Membership Director will respond to requests for membership applications, provide name tags to new members, provide new member information materials, maintain an updated roster and email listing, publish annual dues notices not later than December 1st, and keep all Club officers appraised apprised of membership status, maintain a master listing of all present members and record of past members. Current Club membership data will be available on the Club website to all members through use of a password to access the listings. The Membership Director will send cards/flowers to members as appropriate at the request of the President.	Correction of typo
Sec. 5.	The Rally Master shall be responsible for educating new members on hosting Club road activities such as, "Drive & Dines", caravan drives, and road rallies. The Rally Master will actively recruit members to act as hosts for these road events, will follow up with members who volunteer to host these events to ensure planning is on track and that promotion pieces are provided for the Club newsletter. The Rally Master will provide timely details to the Webmaster to update the website Events database, keep the Newsletter Editor appraised of events, make mass mail promotions to members on upcoming road events. The Rally Master will award "Event Pins" to those members who host a road event, seminar, maintenance event, etc.	The Rally Master shall be a responsible for educating new members on hosting Club road activities such as, "Drive & Dines", caravan drives, and road rallies. The Rally Master will actively recruit members to act as hosts for these road events, will follow up with members who volunteer to host these events to ensure planning is on track and that promotion pieces are provided for the Club newsletter. The Rally Master will provide timely details to the Webmaster to update the website Events database, keep the Newsletter Editor appraised apprised of events, make mass mail promotions to members on upcoming road events. The Rally Master will award "Event Pins" to those members who host a road event, seminar, maintenance event, etc.	Correction of typo The duty of awarding event pins is already outlined in the Standing Rules document

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Sec. 6.	The Technical Director shall be available to all Club members for consultation on Miata technical matters such as proper maintenance procedures, troubleshooting, repairs, and modifications. The Technical Director shall from time to time prepare a technical article of general interest to be published in the Club newsletter and shall organize and schedule at least one general maintenance day during the year and one teaching seminar dealing with technical maintenance.	The Technical Director shall be a resource available to all Club members for consultation on Miata technical matters such as proper maintenance procedures, troubleshooting, repairs, and modifications. The Technical Director shall from time to time prepare a technical article of general interest to be published in the Club newsletter and shall organize and schedule at least one general maintenance day during the year. and one teaching seminar dealing with technical maintenance.	Clarification
Sec. 7.	The Webmaster shall maintain the Club website with data, information, and photos provided by Club officers and general members with a goal of availability 24/7 to all Internet users. The Webmaster is responsible to ensure that only material relating directly to the Club, its members, and the general Miata community will be posted. The Webmaster will notify all members of the password (changed annually) needed to access the membership listings.	The Webmaster shall maintain the Club website with data, information, and photos provided by Club officers and general members with a goal of availability 24/7 to all Internet users. The Webmaster is responsible to ensure that only material relating directly to the Club, its members, and the general Miata community will be posted. The Webmaster will notify all members of the password (changed annually) needed to access the membership listings. The Webmaster is responsible for maintaining the web hosting service and the .org domain name, and resolving technical issues.	Clarification
Sec. 8.	The Newsletter Editor shall be responsible for editing, publishing, and distributing the monthly Wright Roadster newsletter to all members by the first of each month. The Editor will actively encourage the general membership to submit articles for publication and will solicit the receipt of monthly submissions from the President, Treasurer, and Tech Director.	The Newsletter Editor shall be responsible for editing, publishing, and distributing the monthly Wright Roadster newsletter to all members by the first of each month. The Editor will actively encourage the general membership to submit articles for publication and will solicit the receipt of monthly submissions from the President, Rally Master , Treasurer, and Tech Director.	Clarification

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Article VIII	Committees		
	The President shall appoint such committees as are needed for operation and development of the Club and attendant functions.		
Article IX	Meetings		
Sec. 1.	The President shall hold a monthly meeting of the membership and the monthly meeting schedule shall be published in the Club newsletter and on the Club website. Members of the Executive Committee shall make every effort to be present at these monthly meetings.		
Sec. 2.	An annual meeting of the Club shall be held at such time and place as designated by the President. The general membership is to be notified of the annual meeting no later than 30 days prior to the set date by notice in the Club newsletter, email, and the Club website.	An annual meeting of the Club shall be held at such time and place as designated by the President. The general membership is to be notified of the annual meeting no later than 30 days prior to the set date by notice in the Club newsletter, email, and the Club website.	
Sec. 3. 2.	An Executive Committee meeting is to be called by the President every other month beginning in January or more often as may be required for the proper operation of the Club. Meetings of the Executive Committee, where issues are presented for discussion and a motion is made for a vote, require a quorum of members of the Executive Committee be present and that one be either the President or Vice President. Further, any motion made for consideration must receive at least one second. <u>Note:</u> The quorum requirement is met when a majority of Officers are present based upon the number of offices occupied. (maximum of eight offices)		Section re-numbered to "2" since prior Section was deleted.

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Article X	Other		
Sec. 1.	Rules of Order		
	<i>Roberts Rules of Order</i> (latest version) shall govern the conduct of all meetings of the members, the Executive Committee, or any committees, except as outlined in these By-laws and/or special rules adopted by the Club.	<i>Roberts Rules of Order</i> (latest version) shall govern the conduct of all meetings of the members, the Executive Committee, or any committees, unless specifically excepted as outlined in these By-laws and/or special rules adopted by the Club.	Clarification
Sec. 2.	Fiscal Year		
	The fiscal year of the Club shall begin on the 1st day of January of each calendar year.		
Sec. 3.	Loans		
	No loans shall be contracted on behalf of the Club nor any evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.		
Sec. 4.	Compensation		
	A. No compensation shall be rendered to any Club member for serving on the Executive Committee nor any other committee, nor for serving in the capacity of host/organizer of a Club event.		

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	<p>B. The Club will reimburse out of pocket expenses (receipts required) for incidentals, prizes, space rental, printing/copying, and other normal misc. expenses associated with sponsoring/hosting club activities and administrative requirements of the Executive Committee. Travel expenses, including cost of gasoline, repairs, meals, housing, and personal items will not be reimbursed.</p>	<p>B. The Club will reimburse out of pocket expenses (receipts required) for incidentals, prizes, space rental, printing/copying, and other normal misc. miscellaneous expenses associated with sponsoring/hosting club activities and administrative requirements of the Executive Committee. Travel expenses, including cost of gasoline, repairs, meals, housing, and personal items will not be reimbursed.</p>	<p>Clarification</p>
<p>Sec. 5.</p>	<p>Checks and Drafts</p>		
	<p>All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Club, shall be signed by such Officer or Officers of the Club and in such a manner as shall from time to time be determined by resolution of the Executive Committee.</p>		
<p>Sec. 6.</p>	<p>Deposits</p>		
	<p>All funds of the Club shall be deposited from time to time to the credit of the Club in such financial institution(s) as the Executive Committee shall designate.</p>		
<p>Sec. 7.</p>	<p>Contracts</p>		
	<p>The Executive Committee may authorize any Officer(s) to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Club, and such authority may be general or confined to specific instances.</p>		

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	Amendments		
	<p>These By-Laws may be amended by the affirmative vote of at least two- thirds of the members' votes received by the specified deadline. A meeting for this purpose shall be called and notice of such meeting, stating the time, place and purpose thereof, shall be given to all members at least 30 days prior thereto. Members may also vote in absentia by mail, or email, if determined to be appropriate by the Executive Committee.</p>	<p>These By-Laws may be amended by the affirmative vote of at least two- thirds of the members' votes received by the specified deadline. A meeting for this purpose shall be called and notice of such meeting, stating the time, place and purpose thereof, shall be given to all members at least 30 days prior thereto. Members may also vote in absentia by mail, or email, if determined to be appropriate by the Executive Committee. All votes will be tallied the night of the meeting and results announced, to include the website, newsletter, or other appropriate means.</p>	<p>Clarification</p>