

Bylaws
of
Lone Star Miata Club

A Texas Non-Profit Corporation

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BYLAWS

OF

LONE STAR MIATA CLUB

A Texas Non-Profit Corporation

Mission Statement

The purpose of the Lone Star Miata Club is to promote the enjoyment of Mazda Miata sports cars through social and driving events and activities.

The proceeds, if any, of said activities shall be used in whole, or in part, to support charitable causes that may include, but are not limited to Speedway Children's Charities, Ronald McDonald House of Dallas, and Ronald McDonald House of Fort Worth.

Article I: Offices

The principal office of the Corporation in the State of Texas shall be located at 6340 Lake Worth Boulevard, #287, Fort Worth, Texas, 76135. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office in the State of Texas, and the Board of Directors may change the address of the registered office from time to time. The Lone Star Miata Club claims, under Section 501 (c) (7) of the Internal Revenue Code, exemption from federal tax.

Article II: Members

Section 1. Classes of Members.

The corporation shall have two classes of members. The elected officers may create additional classes of membership as necessary.

1. Regular members shall be accepted by the Lone Star Miata Club upon the following: (1) completion of application for membership

and payment of any dues required of the members; and (2) maintaining proper and adequate liability insurance at all times; (3) agreeing to abide by all bylaws of the Lone Star Miata Club.

2. Life Members are selected by unanimous vote of the elected officers and current Board of Directors and ratified by a simple majority of a quorum of membership. Life Members are not required to pay dues, but must abide by all other bylaws. Officers and members of Board of Directors are not eligible for Life Member status during their respective terms.

Section 2. Voting Rights.

Each Regular and Life Member shall be entitled to one vote on each matter submitted to a vote of the members. At each election of officers, every member in good standing 60 days prior to the election and entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are officers to be elected and for whose election he has a right to vote.

Section 3. Rules of Conduct.

At all times, each member shall be required to obey all State, Federal and local laws, practice and promote safe and courteous driving habits. All members must maintain vehicle in proper operating condition, and offer proof of proper and adequate liability insurance. All members shall refrain from any action that would reflect unfavorably on the Lone Star Miata Club and/or its members.

Section 4. Termination of Membership.

The Lone Star Miata Club may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting. Lone Star Miata Club may terminate the membership of any member, who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any fees required of the members, without a hearing. A member expelled from the Lone Star Miata Club shall receive a full refund of any prepaid membership dues.

Section 5. Resignation.

Any member may resign by contacting (either by e-mail, US mail, or telephone) the Membership officer of the Lone Star Miata Club that membership in the Lone Star Miata Club is no longer desired.

Section 6. Transfer of Membership.

Membership in the Lone Star Miata Club is neither transferable nor assignable.

Section 7. Meetings of Members.

1. **Regular Meetings.** General membership meetings shall be held at a time and place as designated by the elected officers.
2. **Annual Meetings.** An annual meeting of the members shall be held in November of each year at a time and at such place as may be determined by the officers of the Lone Star Miata Club. The purpose of the annual meeting shall be to elect officers and

transact such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the officers shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

3. **Special Meetings.** Special meetings of the members may be called by the President, the Vice-President, or not less than fifteen (15%) of the members having voting rights.

Section 8. Place of Meeting.

The officers and members may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the officers and/or members. If no designation is made or if a special meeting were otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas.

Section 9. 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 in the club newsletter and/or the club website, to each member entitled to vote at such meeting. If a meeting is to be held, and there is insufficient time to properly notify members in writing, members will be contacted by telephone and/or e-mail of the impending meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Lone Star Miata Club, with postage thereon paid.
2. **Special Meetings:** Notice of any special meeting shall be given at least seven (7) days previously thereto by written notice or by telephone to each member at his/her address as shown by the records of the Lone Star Miata Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telephone, such notice shall be deemed to be delivered when the telephone is answered and message either given to the member personally or left with another individual or answering device.

Section 10. Quorum.

Members holding fifteen (15%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for any and all business of the Corporation requiring the vote of the membership. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy

at a meeting at which a quorum is present shall be the act of the members meeting, unless the vote of a greater number is specifically required by law, the Articles of Incorporation or these Bylaws.

Article III: Board of Directors

Section 1. General Powers.

The Board of Directors shall serve as an advisory board to the elected officers of Lone Star Miata Club, as well as serve as officers of the Corporation, as required by the state of Texas. The Directors shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation and by these Bylaws.

Section 2. Duties.

The Board of Directors shall be responsible for conducting all elections of officers, and sanctioning and qualifying same. Any member of the Board seeking an elected office will be excused from these duties.

The Board shall be responsible for updating the Bylaws, and presenting said changes for approval of the Membership, as outlined herein.

Section 3. Numbers.

There shall be five (5) members of the Board of Directors. The Directors shall consist of four (4) members plus the current elected President.

Section 4. Selection and Term.

1. **Initial Board Members.** The initial board shall consist of previous board members plus the current elected President. In the event of vacancies, these will be filled with past elected Presidents, beginning with the most recent, until all vacancies are filled.
2. **Board Members.** As each elected President leaves office, he/she shall replace the most senior member of the Board, serving until he/she is replaced as most senior member, or is chosen to serve in an elected office. In the event of vacancies, these will be filled with past elected Presidents, beginning with the most recent, until all vacancies are filled.

Section 5. Compensation.

Directors as such shall not receive any stated salaries for their services.

Section 6. Informal Action by Directors.

Any action required by law and /or these Bylaws to be taken may be taken without any meeting if consent in writing, setting forth the action so taken shall be signed by all of the Directors.

Section 7. Disqualification.

No person who holds any public office for the State of Texas shall be eligible to serve as a Director if the relationship might cause him/her to be placed in a position of conflict of interest. Failure to maintain membership in Lone Star Miata Club will cause said Director to be ineligible to serve.

Article IV: Officers

Section 1. General Powers.

The affairs of the Lone Star Miata Club shall be managed by the officers, who shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation and by these Bylaws.

Section 2. Numbers.

There shall be seven (7) officers of the Lone Star Miata Club. The officers shall consist of a president, one vice-president, a secretary, a treasurer, membership, newsletter editor, web master, and such other officers and assistants as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner and for such terms not exceeding one (1) year as may be prescribed in the articles of incorporation or the by-laws.

Section 3. Election and Term.

The members shall determine the method of nomination of officers. The members shall annually elect the officers who will serve for the coming year. Officers shall be elected by a vote of the majority of members at a meeting at which a quorum is present, in person or by proxy. Each officer shall serve in office effective with the January regular meeting, and continue in office until the next regular meeting in December or until his successors shall have been elected and qualified, which ever is later.

Section 4. Duties.

The officers shall be as follows:

1. **President** – The President shall direct club activities, conduct club meetings, and coordinate activities of officers. In addition, the President, and officers as deemed appropriate by the President, shall provide regular financial reports to the membership. These reports shall include, but are not necessarily limited to, an accounting of all income and expenses for the reporting period. Reporting periods shall not be more than three (3) months, but may be more frequent.
2. **Vice President** – The Vice President shall perform the duties of the President in his/her absence, direct merchandising, formulate meeting themes, and work with officers and members in setting meeting agendas.
3. **Secretary** – The Secretary shall record and distribute minutes of club meetings to the editor of the Lone Star Miata Club Newsletter. The Secretary shall also record the minutes of all officers' meetings, and distribute to the officers.
4. **Treasurer** – The Treasurer shall maintain the financial books and records of the Lone Star Miata Club and assist in the preparation of any financial documentation that may be required by law.
5. **Membership** – The Membership Officer is responsible for recruitment of new members, maintaining a roster of all current members, and maintaining current statistics on all members.
6. **Newsletter Editor** – The Newsletter Editor shall be responsible for the creation and distribution of a monthly newsletter to the general membership.
7. **Webmaster** – The Webmaster shall create and maintain an Internet based web site for the use of members and the public.

Section 5. Limitation of Liability.

An officer or director of the Lone Star Miata Club shall not be liable to the Lone Star Miata Club or its members for monetary damages for an act or omission in the officer's or director's capacity as an officer or director, except that this Article shall not authorize the elimination or limitation of the liability of an officer or director to the extent the officer or director is found liable for:

1. A breach of the officer's or director's duty of loyalty to the Lone Star Miata Club;

2. An act of omission not in good faith that constitutes a breach of duty of the officer or director to the Lone Star Miata Club or an act or omission that involves misconduct or a knowing violation of the law;
3. A transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's or director's office; or
4. An act or omission for which an applicable statute expressly provides the liability of an officer or director.

Section 6. Vacancies.

Any vacancy occurring within the officers shall be filled by a majority vote of the quorum of members. An officer elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section 7. Compensation.

Officers as such shall not receive any stated salaries for their services.

Section 8. Informal Action by Officers.

Any action required by law and /or these Bylaws to be taken may be taken without any meeting if consent in writing, setting forth the action so taken shall be signed by all of the officers.

Section 9. Disqualification.

No person who holds any public office for the State of Texas shall be eligible to serve as an officer if the relationship might cause him/her to be placed in a position of conflict of interest.

Article V: Contracts, Checks, and Funds

Section 1. Contracts.

The officers and members may authorize any officer or officers, member or members of the Lone Star Miata Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. However, before any contract is entered into or executed and delivery of any instrument in the name of and on behalf of the Lone Star Miata Club, approval of the action to be taken must be approved by a majority vote of the members.

Section 2. Drafts, etc.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Lone Star Miata Club, shall be signed by such officer or officers, agent or agents of the Lone Star Miata Club and in such manner as shall from time to time be determined by resolution of the members.

Section 3. Deposits.

All funds of the Lone Star Miata Club shall be deposited from time to time to the credit of the Lone Star Miata Club in such banks, trust companies, or other depositories as the members may select.

Section 4. Gifts.

An Officer, Director, or member or members may accept on behalf of the Lone Star Miata Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Lone Star Miata Club.

Section 5. Operation Prohibitions.

The Lone Star Miata Club, its Directors, Officers and/or Members, shall not do any act, which shall constitute a basis for denial of tax exemption under applicable laws. In particular:

1. The Lone Star Miata Club shall not:
 - a) Lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest;
 - b) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - c) Make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - d) Sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or
 - e) Engage in any other transaction, which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Lone Star Miata Club, a member of the family of such person or a corporation controlled by such person.

2. The Lone Star Miata Club shall not accumulate out of income amounts which are:
 - f) Unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
 - g) Used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
 - h) Invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

Article VI: Fiscal Year

The fiscal year of the Lone Star Miata Club shall be the calendar year, commencing on January 1 each year, and ending on December 31 the same year. This may be changed by resolution of the officers.

Article VII: Seal

The Lone Star Miata Club may, but is not required, to have a seal and may conduct all activities in furtherance of its purpose, and execute all instruments necessary to any transaction conducted by the Lone Star Miata Club without imprinting of a seal on said instruments.

Article VIII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article IX: Amendments to Bylaws

The officers and members may amend or repeal the Bylaws or adopt new Bylaws unless (i) the Articles of Incorporation reserves the power exclusively to the members in whole or in part, or (ii) the members, in amending, repealing or adopting a particular bylaw, expressly provide that they may not amend or repeal that Bylaw.

Proposed amendments must be presented to the current officers and directors in writing. Such amendment shall be distributed to the entire membership for evaluation, and then presented for ratification by a simple majority of a quorum of membership.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Lone Star Miata Club, hereby certifies that the foregoing code of Bylaws was adopted by the members of the Lone Star Miata Club effective June 8, 2001.

Ann Anderson, Secretary

Before me, the undersigned authority, on this _____ day of _____, personally appeared Ann Anderson who is over the age of 18, and after being duly sworn did state that he has executed the foregoing document as the Secretary of the Lone Star Miata Club – Miata Club of America, and that the statements contained in the Bylaws are true and correct.

Notary Public in and for
the State of Texas

My Commission Expires:
