

BYLAWS OF THE NORTHCOAST MIATA CLUB

Proposed - Revised - 2026

Membership
Review
Red-Line
Draft

ARTICLE I – Name and Organization

Section 1. The name of this organization shall be the Northcoast Miata Club LLC (NMC).

ARTICLE II – Purpose

The Northcoast Miata Club, LLC is dedicated to the enjoyment of the Mazda Miata sports car and the group activities of its members. The NMC encourages and supports the exchange of information about the Mazda Miata. ~~by providing a vehicle for communication among Miata owners and aficionados.~~

ARTICLE III – Limitations

Section 1. The NMC shall have no power or authority over its members except as outlined in Article IV: ~~Membership~~ and Article V: Terms and Conditions

Section 2. The NMC, its officers, and Executive Board as defined ~~below in these Bylaws~~ shall not be responsible for the actions of any of its members.

Section 3. The North Coast Miata Club, LLC is a not-for-profit limited liability company ~~within the meaning of Section 501C-7 of the Internal Revenue Code.~~ Any use of the NMC name or title must be approved by the Executive Board.

Section 4. No sale or advertising of non-club merchandise, including vehicles, is permitted at NMC events. ~~monthly meetings~~ Members may advertise through the NCM ~~newsletter~~. ~~subject to NCM policies.~~

Section 5. ~~The NMC is not affiliated with any other organization. Membership in any other club does not constitute membership in the NMC.~~

Commented [ML1]: Wording from the current bylaws in black.

Significant changes in red contain adds, changed wording, or deletes (which also are struck through)

Comments attempt to give some background on the reason for the change...

a walk through of the document will take place at upcoming meeting.

Commented [ML2]: reference has changed due to new order of articles and added reference to new Article V Terms & Conditions

Commented [ML3]: DRAFT 3 replace monthly meeting with events.

Remove subject to policies as all by-laws are subject to policies and processes.

Clarify that advertising is in the newsletter.. and since the newsletter is on the website we don't need to reference both.

No advertising at the meetings is a courtesy to Cascade.

Commented [ML4]: added per review of other club bylaws as it eliminates any confusion on this topic.

This is used in other club by-laws.

ARTICLE IV – Membership (Members)

Section 1. There shall be no limit to the number of members.

The NMC does not discriminate in membership on the basis of race, color, religion, or gender.

Section 2. New Membership in the NMC is open to all adult (age 18) persons who own a Miata, plus three (3) additional persons. The additional members are required to pay annual dues.

Section 3. Once membership has been established, it may be continued, regardless of ownership of a Miata, as long as annual dues are paid with no gap in membership.

Section 4. Membership is contingent on the payment of annual dues (as established by the NMC Executive Board and approved by its membership) and a completed Membership Application and Information form.

~~A person shall be declared a member of the NMC upon receipt of payment of annual dues.~~

Dues will assist the club with ongoing organizational costs in pursuing the NMC's purpose.

Dues are not refunded when a member resigns.

Changes in annual dues shall be recommended by the Executive Board and then approved by the membership.

A member is in good standing when annual dues are paid and their actions are in accordance with Article IV Membership and Article V Terms and Conditions.

Section 5. No board member or member of the NMC shall be personally liable for any of its debts, obligations or acts of the NMC. The NMC shall indemnify any such member or board member, provided that such debt or obligation is not the result of that member's intentional acts or gross negligence.

Section 6. No part of club dues, income or assets shall personally benefit any member.
Conflicts of interest must be disclosed to the Executive Board and any member with a conflict of interest will not be permitted to vote or solicit votes on items related to the conflict.
~~No part of Club dues, income, or assets shall include to the benefit of an individual member by virtue of their being a member or Executive Board member.~~

Section 7: All events (dinners, drives, etc.) shall be sponsored and led by a NCM member. The sponsor member shall do their best to follow any existing NMC financial guidelines, established best practices and core values (Article IV: Section10).

Section 8: For safety purposes, only Miata's are permitted on drive events.

Section 9: Guests accompanied by a member are allowed to attend an event providing they sign the RELEASE AND WAIVER OF LIABILITY, ASSUMPTION OF RISK AND INDEMNITY AGREEMENT prior to the event.
An individual guest may attend one event per calendar year. Additional events require a membership.
Managing guests are the responsibility of the member inviting the guest.

Section 10. Membership may be revoked by the Executive Board due to a member exhibiting inappropriate behavior or activities that could endanger other club members or the club, in relation to Article IV: Membership and Article V: Terms and Conditions.

The board may revoke full membership or revoke drive participation only based on the situation.

Membership may be revoked without membership reimbursement.

Any decision on a members removal requires a majority vote of the board.

Section 11. The NCM club is guided by a set of core values and expects members to take responsibility for their actions.

We expect members to prioritize safety at all events.

We support a respectful, collaborative, positive, inclusive and healthy environment for everyone.

We expect members to be respectful to the event leader by being on time and prepared for events.

Commented [ML5]: moved Membership up to show the focus of the club is it's members.

Commented [ML6]: added wording from previous DEI policy.

Commented [ML7]: added adult (age 18) looked up legal age etc.. adult (age 18) seems to be simple direct enough.

changed additional members to 3 (from 1). This should help with historical issues with the limit of one.

Commented [ML8]: Clarification of wording

Commented [ML9]: Added to ensure we get proper information on the miata ownership as well as additional members.

Deleted the next sentence as the new first one overrides it.

Establishing reference of good standing with the two articles related to expectations of members.

Commented [ML10]: added definition of good standing as this term is used later in the document and associated with Membership expectations and requirements.

Commented [ML11]: Simplified language and combined with Conflicts of interests to have these related items together.

Commented [ML12]: Added for safety & potential liability reasons as well as ease of drive event management.

Commented [ML13]: current bylaws say three, however we don't manage this well.... one event seems enough especially at \$25.00 membership.

Commented [ML14]: Inserted wording of expected behaviors of the club members from former DEI document and other comments.

Commented [ML15]: Inserted wording of expected behaviors of the club members and included some language from former DEI document

ARTICLE V – Terms and Conditions

Your membership shall constitute your assent to these terms and conditions.

1. I UNDERSTAND AND AGREE that, although I have been supplied with certain information on the prescribed event (drive, picnic, etc.) the nature of **NMC events** do not permit **participants** to inspect the prescribed course or the immediately adjacent areas thereof with which I may come in contact during or prior to my participation in the event. If at any time, I feel anything to be **UNSAFE**, I will immediately take all necessary precautions to avoid the unsafe area and REFUSE TO PARTICIPATE FURTHER IN THE EVENT.
 2. I understand that participation in **NMC events** may involve RISKS AND DANGERS, both known and unknown, of serious bodily injury, including permanent disability, death, and property damage.
 3. I assume full responsibility for any and all such risks of bodily injury or death to myself, or of property damage to my property arising out of my participation in **NMC events** if caused, in whole or part by negligence of myself.
 4. In the event of an accident and/or injury to myself or third persons during, before or after an NMC event I hold **NMC**, its agents and Executive Board free from any, and all liability, damages or responsibility. And I will indemnify and hold harmless NMC and its agents and Executive Board from any lawsuits arising out of or related to my actions or inactions, or to incidents that relate to my actions as an NMC member or participant.
 - ~~4. I HERBY RELEASE, WAIVE, DISCHARGE AND COVENANT NOT TO SUE the promoters, participants, officials, car owners, drivers, all for the purposes herein referred to as "Releasees". FROM ANY AND ALL DAMAGE, ANY CLAIM OR DEMANDS THEREFORE ON ACCOUNT OF INJURY TO ME OR MY PROPERTY OR RESULTING IN MY DEATH ARISING OUT OF OR RELATED TO MY PARTICIPATION IN NMC EVENTS WHETHER CAUSED BY NEGLIGENCE OF THE RELEASEES OR OTHERWISE.~~
 - ~~5. I HEREBY AGREE TO DEFEND, INDEMNIFY AND SAVE AND HOLD HARMLESS the Releasees and each of them from any loss, liability, damage, or cost that may incur due to claims brought against the Releasees arising out of my injury or death while I am participating in NMC events, WHETHER CAUSED BY THE NEGLIGENCE OF THE RELEASEES OR OTHERWISE.~~
 5. I HEREBY AGREE that this agreement shall be binding and enforceable against me, my personal representative, agents, spouse, assigns, heirs, and next of kin without limitation.
 6. I HAVE READ THIS RELEASE AND WAIVER OF LIABILITY, Assumption of Risk and Indemnity Agreement, understand its terms, and understand that I have given up substantial rights, and **have agreed to** it freely and voluntarily without any inducement, assurance or guarantee unconditionally release all liability to the greatest extent allowed by law.
 7. I warrant that, should it apply, a licensed driver will operate my vehicle during all Club events. I further warrant that I shall carry automobile insurance on any vehicle I use for a club sponsored event in accordance with the laws of the state in which my driver's license is issued and that this insurance shall remain in full force and effective during my membership.
- I also warrant that I will not participate in any Club event under the influence of anything that would impair my ability to operate a vehicle safely or participate in a club event **safely**.

Commented [ML16]: added section to combine with Membership on members' responsibilities.

this is the waiver document with minor changes to wording to reflect all events

Commented [ML17]: New #4 replaces old \$4 & 5.

Current wording seems to release everyone regardless of their involvement in an incident. Our concern should be focused on protecting the club, members not involved in an incident and the board.

wording changed with help from a legal review.

this wording will also go into the guest release and waiver version of that document.

Commented [ML18]: Added that members meet their legal requirements for drivers license and insurance and are able to participate safely and responsibly.

This wording will also go into the guest release and waiver version of that document.

ARTICLE VI – Meetings

Section 1. Time and place of the schedule of monthly meetings will be published in the Newsletter **and website**. Special meetings shall be called by the President or Executive Board. The purpose of the meeting shall be stated in the call. Except in the case of emergency, at least a two-week notice should be given.

Section 2. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 3. A quorum consists of at least twenty voting members in good standing in a regular scheduled **or special** meeting, and at least three members at an Executive Board meeting.

Section 4. At all meetings, each member in good standing shall be entitled to one vote on any matter, which may properly be brought before the members. A simple majority shall be required to pass any motion at any meeting, **except as otherwise specifically stated in these by-laws**.

Section 5. The President shall hold a minimum of two meetings of the Executive Board **annually**. **The President may call an Executive Board meeting at any time. These meetings may be open to members of the NMC. The President may call a meeting that is limited to the Executive Board if it is in preparation for a full membership meeting or emergency situation. Board meeting minutes shall be taken by the Secretary and reviewed with the membership at a monthly meeting and/or published in the newsletter. Meetings may be held electronically if approved by the President.**

Section 6. **One of the 1st quarter monthly meetings shall serve as the annual planning meeting to review and approve the annual budget and any other planning requirements for the upcoming year. The monthly meeting selected shall be announced a minimum of two weeks in advance.**

Section 7. The NMC shall hold an annual meeting at the end of each calendar year. **This meeting is traditionally a dinner meeting open to the full membership.** The agenda for this meeting shall include the installation of Executive Board members, standard meeting reports such as financial and new membership, and any other business as deemed appropriate by the President. **The President shall decide on the location and date of the meeting.**

~~New members and guests will be welcomed and introduced to the membership. Guests may attend three NMC functions prior to a paid membership.~~

Commented [ML19]: rearranged to focus on the monthly meetings first then the annual meetings.

Commented [ML20]: added language to allow board to meet without membership.

this covers the board preparing for club events (ex. Picnic, preparing for annual budget review, or something regarding a member that should remain private)

In all cases, meeting minutes will be reported to the membership either verbally at a meeting or in writing and posted in the newsletter or website.

Commented [ML21]: Changed wording to show that one of the monthly meetings shall serve as the planning meeting and that it shall be announced in advance.

This still preserves membership review and approval of annual planning. It also allows us to use a monthly meeting which is more practical and cost effective.

Commented [ML22]: this acknowledges that we usually do a dinner meeting but gives future presidents some latitude if the situation needs it.

Commented [ML23]: removing this... this is a good practice that we do. We always welcome new members as part of the new membership whether it be a meeting or an event. This type of process should not be at the bylaw level.

ARTICLE VII – Executive Board

Section 1. The NMC shall be governed by a group of elected and appointed Officers (Executive Board).

The Executive Board shall consist of the President, the elected positions of Vice President, Treasurer, Secretary, and Membership Officer, as well as the appointed positions of Editor, and Webmaster. Upon serving the term, the current Vice President shall become the President.

The Executive Board shall be subject to the bylaws of the NMC, and none of its acts shall conflict with actions taken by the NMC.

Section 2. The Officers of NMC must be in good standing and attend the majority of **meetings** per year unless approved by the Executive Board. **Good standing relates to behaviors and actions aligned to these bylaws.**

Section 3. **The membership is the ultimate governing authority of the Club. While the Executive Board's primary role is to administrate functions of the club and its Bylaws, it is the membership who makes final decisions through the voting process.**

The board will administer club events and meetings according to these bylaws and any existing policies and/or best practices with orderly discussion, collaboration, equal rights and respect of members, fairness, and impartiality. The Executive Board may choose to use Robert's Rules of order as a guide in certain circumstances.

Commented [ML24]: added to clarify that good standing of a board member is defined by the bylaws. this aligns with the primary responsibility of the board to administer this bylaws.

Commented [ML25]: Clarification that the members are the main authority of the club and that they elect a board to administer the club activities.

Commented [ML26]: Inserted to replace the strict use of Robert's rules which we do not follow and require a significant effort to administer and follow. this replaces the previous Parliamentary Authority Article.

ARTICLE VIII – Nominations, Elections and Terms

Section 1. Nominees must be members in good standing.

Nominations must be submitted before the November Election meeting to be placed on the ballot.
The Executive Board shall collectively solicit nominees.

Section 2. Elections will take place at the November monthly meeting.

Absentee Ballots must be finalized and received by the Secretary prior to the election meeting.
Before the election at the November meeting, additional nominations from the floor shall be permitted.

Section 3. The Vice President, Secretary, Treasurer, and Membership Officer shall be elected by ballot to serve for one year.

Upon serving the term, the current Vice President shall become the President. **The Officers will be installed at the December meeting with their terms beginning on Jan 1st of the following year.**

Commented [ML27]: This is what we actually do.

Section 4. The Editor and Webmaster will be appointed by the board and **serve a one-year term.**

Commented [ML28]: changed to align with the board term limits.

Section 5. No member shall hold more than one board position at a time.

Section 6. If the President is unable to fulfill his/her term, then the Vice President shall fill the vacancy of the President and this action will not affect his/her normal one-year term as President.

Section 7. A Vacancy in either of the Vice President, Treasurer, Secretary, Membership Officer, Editor, or Webmaster positions shall be filled by appointment of the Executive Board.

ARTICLE IX – Executive Board/Officers’ Responsibilities

Section 1: The Executive Board shall have general **administrative** responsibilities for the affairs of the NMC. This include but are not limited to: Meeting planning and facilitation, supervision of financials, **filing of taxes**, setting and collecting membership dues, maintaining insurance, managing the website, publishing the newsletter, and oversight of bylaws.

Commented [ML29]: changed from supervision to administrative. The executive board does not supervise anyone the way the bylaws are set up. They administer the bylaws and events. .

PRESIDENT shall preside over meetings, set the agenda and be responsible for scheduling meetings throughout the year. In the event the President is unavailable for a scheduled meeting, the officer next in line shall preside over the meeting. ~~The President shall remain on the board the following year as a non-voting consultant.~~

Commented [ML30]: Removed two items for the President and VP as we do not follow these practices..

VICE PRESIDENT shall preside over meetings in the absence of the President and make arrangements as directed by the President. The Vice President shall verify the ballot count of the Secretary in the annual election. ~~The Vice President shall also be responsible for the solicitation of goodwill from the area Mazda dealers and after-market Miata accessory vendors.~~

- all the former presidents are very gracious with their time... and adding a third year is a lot to ask.

- The VP does not actively do this.. it is more of a collective effort.

SECRETARY shall keep minutes for all meetings and submit them to the Editor and Webmaster. The Secretary shall collect Absentee Ballots as well as being responsible for final counts of ballots in the annual election. The Secretary shall maintain the master set of files for the NMC, specifically the Bylaws, and Waiver forms,

TREASURER shall be responsible for maintaining the NMC’s financial accounts **and ensuring the Financial Guidelines in Article XII are followed**, ~~that no funds be distributed in excess of the budget without the approval of the President and two additional Executive Board members. The Treasurer shall report financial activities to the membership at the monthly meeting.~~ They are responsible for reconciling the financial records for the year-end financial statement to be available prior to the following year’s planning meeting. **The Treasurer is also responsible for annual tax filings (Form 990-N) in accordance with being an LLC within the meaning of Section 501C-7 of the Internal Revenue Code.**

Commented [ML31]: Tied to the Article XII financial guidelines so we have the guidelines in one place in the document.

Added the responsibility of tax form.

MEMBERSHIP OFFICER shall be responsible for overseeing the collection of annual dues and forwarding to the Treasurer. They shall also be responsible for maintaining an accurate list of Members in good standing, and facilitating the new member process.

EDITOR shall be responsible for publishing a monthly newsletter. The contents will be decided upon by the Editor with the President’s approval. **The President will approve all changes or the process by which changes occur.**

Commented [ML32]: added wording so that the president has the discretion to delegate things to the webmaster and/or editor...

WEBMASTER shall be responsible for maintaining the website and its contents with the President’s approval. **The President will approve all changes or the process by which changes occur.**

This allows for the president to approve specific things and/or the process agreed to with the editor and/or webmaster for efficiencies.

Section 2. If an officer fails to meet his/her responsibilities, the Executive Board may remove or replace that officer with a majority vote of the Executive **Board.**

Commented [ML33]: This one now reflects what has been done in the recent past. Officers have been replace with a Board vote.... not a membership vote.

ARTICLE X PARLIMENTARY AUTHORITY

~~The rules contained in the current addition of Roberts's Rules of Order Newly Revised shall govern the NMC in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the NMC may adopt, and any statutes applicable e to this organization.~~

Commented [ML34]: Removing as we do not strictly follow Robert's rules.

The current statement does not specify which edition and we do not have the ability to keep up to date with the rules (800 pages, 20 sections, 63 articles)

We replaced this with the new statement in Article VII

ARTICLE X – Committees

Section 1. Committees may be established by the President with the approval of the Executive Board.

The President shall be an ex-officio member of all committees.

Section 2. Committees operate under delegated authority by the Executive Board.

Section 3. All Committee decisions must be approved by the President.

ARTICLE XI – Events and Activities

Section 1. Events must be Board-approved and follow any guidelines or best practices established by the NMC and published on the NMC website and in the newsletter.

Commented [ML35]: Written to have some control on events.

We currently don't let anyone do anything. As a practical matter of process we let people add an event to the website without prior approval... but that event could still be canceled or altered based on Executive Board decisions and member feedback. Since all events are reviewed at meetings we all have visibility of the event ahead of time.

Also added any guidelines or best practices that are official should be considered and followed .

ARTICLE XII – Financial Guidelines

Section 1. All funds will be deposited into one NMC checking account.

All monies shall be received and dispersed from this one NMC checking account

~~Any dispersal over \$100.00 must be approved by the president.~~

The President will approve any dispersal over \$100 or the process by which dispersals are reviewed and executed.

Commented [ML36]: added the same wording we did for the editor and webmaster above. this gives some realistic flexibility to the process.

Section 2. The NMC shall establish an annual budget at the annual planning meeting in the first quarter of the calendar year.

~~All dispersed monies shall be aligned to the budget. Dispersed monies in excess of the budget must be approved by the President and two additional Executive Board members.~~

Commented [ML37]: reworded for clarity and to align to the Treasurer responsibilities above.

Income and expenses shall be reported to the members at the monthly meeting.
An actual to budget report shall be provided to the membership quarterly

Section 3. All individuals who sponsor events (drives, dinners, tours, etc.) have the sole responsibility for the finances or coordination of finances with attendees for the event.

ARTICLE XVI – Amendments

Section 1. These bylaws may be amended at any regular or a special meeting of the NMC by a two-thirds vote of members (present and by absentee ballot) provided that the amendment (in the exact wording that will be voted on) has been published in the newsletter and website one month prior to a vote. ~~submitted in writing to the Editor sixty days prior to the meeting. Exact wording of the proposed amendment must be presented to the members in the two newsletters immediately preceding the vote.~~

Commented [ML38]: changed to 30 days to create a more efficient change cycle.

ARTICLE XVII – Dissolution

Assets shall be distributed consistent with laws in accordance with being an LLC within the meaning of Section 501C-7 of the Internal Revenue Code.

Commented [ML39]: To provide some guidance in the case we dissolve the club or change from the current LLC model.

Adopted this ____ day of _____, 20__.

President: _____

Secretary: _____

