

BY-LAWS
OKANAGAN VALLEY JAPANESE ROADSTER CAR CLUB

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the “*Societies Act*” of British Columbia as amended from time to time

“**Board**” means the Directors of the Club

“**Bylaws**” means these bylaws as altered from time to time

“**Club**” means Okanagan Valley Japanese Roadster Car Club under the BC Societies Act doing business as the Okanagan Valley Miata Club

“**OVMC**” means Okanagan Valley Miata Club

“**General Meetings**” means the Annual General Meeting or a Special Meeting of the Membership

Words importing a male person include a female person and a corporation.

Definitions in Act Apply

1.2 The definitions in the Act apply to these bylaws

Conflict with Act or Regulations

1.3 If there is a conflict between these bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, shall prevail.

PART 2 – MEMBERSHIP

Application for Membership

- 2.1 Any person who is in possession of a Miata/MX5, or who intends to acquire a Miata/MX5 or approved equivalent vehicle, shall be entitled to apply to be a member of the Club, provided they submit an application in such form as the Directors may determine and pay the annual membership dues of the Society.
- 2.2 Categories for membership in the Club include:
- **Active** – Any owner, lessee or co-owner of a Mazda MX5 Miata acceptable to the OVMC, who is 18 years of age or older, having paid all dues and fees as required.
 - **Associate** – Any former active member who ceases to own, lease, or co-own a Mazda MX5 Miata while in good standing, or any person employed by a Mazda affiliated or oriented business who is interested in the OVMC and its objectives and has paid all dues and fees as required. Associate members may attend all meetings and functions of the Club, but shall not be eligible to vote or participate in Club runs other than as a guest of an Active member.

Duties of Members

- 2.3 Every member must:
- a. uphold the constitution of the Club,
 - b. comply with these Bylaws, and
 - c. conduct themselves in a responsible manner consistent with the objectives of the Club.

Voting Members

- 2.4 Active members who are in good standing may vote at general meetings and the Annual General Meeting of the Club

Amount of Membership Dues and Fees

- 2.5 Membership fees shall be determined by the Board and fixed from time to time by a simple majority vote of the membership at a general meeting.

Member not in Good Standing

- 2.6 Any member who has failed to pay any debt due and owing to the Club is not in good standing as long as the debt remains unpaid and is not entitled to vote at any meeting.

Termination of Membership

- 2.7 A person's membership in the Club is terminated if the person is not in good standing for 30 days.
- 2.8 A member may be expelled for conduct unbecoming of the Club by a simple majority vote at a Board meeting
- 2.9 Any member may resign from the Club provided that all of the member's indebtedness to the Club has been paid. The resignation shall be submitted to the Directors and shall become effective when accepted by the Directors

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meetings

- 3.1 A general meeting of the Club must be held at the time and place as determined by the Board.

Ordinary Business at the General Meeting

- 3.2 At a general meeting of the members, the following business is considered ordinary business:
- a. consideration of Director, Executive, and other reports;
 - b. consideration of any financial statements of the Club;
 - c. election or appointment of Directors;
 - d. appointment of auditor, if required;
 - e. business arising out of Director reports

Notice of General Meeting

- 3.3 A general or special meeting of the Club may be called by the Board for the transaction of such business as may be properly brought before a general or special meeting of the Club, provided that no less than fourteen (14) days notice of the time, place, and agenda of such meeting shall be given to all members.
- 3.4 Under the provisions of these by-laws, whenever notices are to be given to members, such notices may be given personally, by mail or electronic mail (email) to the current address on file. A notice or other document sent by mail shall be deemed to be given at the time the mail was sent or the day after the notice was deposited in a public mailbox.

Chair of the General Meeting

- 3.5 The following individual is entitled to preside as the chair of a general meeting:
- a. The President of the Club, or if they are absent or unwilling,
 - b. The Past President of the Club, or if they are absent or unwilling,
 - c. An individual appointed by the Board.

Meeting Quorum

- 3.6 Ten of the active members of the Club, in good standing, including Directors and Officers, shall constitute a quorum at all general and special meetings of the Club.

Lack of Quorum

- 3.7 If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- a. In the case of a meeting convened by the request of the members, the meeting is terminated, and
 - b. In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for the meeting, the voting members present shall constitute a quorum for that meeting.

- 3.8 If, at any time during the meeting, there ceases to be a quorum of voting members present, business in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Order of Business at General Meeting

- 3.9 The order of business at a general meeting of the member shall be as follows:
- a. Determine that there is a quorum for the meeting
 - b. Approve the meeting agenda
 - c. Approve the minutes from the last general meeting
 - d. Deal with “previous business” from last general meeting
 - e. Deal with new business and matters outlined in the notice of meeting to the members
 - f. Adjourn the meeting

Methods of Voting

- 3.10 At a general meeting, votes of the Active members must be given personally by a show of hands and voting by proxy shall not be permitted. A secret ballot vote on meeting matters can be requested by two (2) or more Active members or directed by the chair of the meeting. At any general meeting of the Club, each Active member shall have one vote.
- 3.11 On-line or postal mail voting is permitted at general meetings and the Directors will determine an appropriate voting system which may be amended from time to time as they see fit.

Matter Decided at General Meeting by Ordinary Resolution

- 3.12 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS AND OFFICERS

Number of Directors

- 4.1 The affairs of the Club shall be managed and supervised by a Board of Directors, consisting of no fewer than five (5) and no more than eight (8) Directors, all of whom must be active members in good standing.
- 4.2 Directors are required to act honestly and in good faith with a view to performing their duties in the best interests of the Club.

Election or Appointment of Directors

- 4.3 The Directors elected at an Annual General Meeting shall be elected to hold office for a term of two (2) years. There are no term limits on Directors and retiring Directors shall be eligible for re-election to the Board of Directors.
- 4.4 The Board may, at any time, appoint an active member in good standing as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a Director during the Director's term of office.
- 4.5 A Director appointed by the Board to fill a vacancy ceases to be a Director at the next annual general meeting and an election will be held to fill the remaining term, if any, created by the vacant Director's position.

Election of Executive Officers

- 4.6 The Executive Officers of the Club will be elected by the Board of Directors at the first Director's meeting following the annual general meeting.
- 4.7 The Executive Officers shall consist of the following positions and Directors can hold more than one position:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Events Director
 - Membership Director,
 - Directors at Large, and
 - Past President

Past President

- 4.8 The Past-President shall usually be the immediate Past-President, however in the event the immediate Past-President is unavailable or unwilling to serve in that capacity, the Board can appoint a previous President to fill this vacancy, if deemed necessary.

Duties of Executive Officers

- 4.9 President - Shall, when present and willing, preside at general meetings of the members of the Club and the Board of Directors. The President shall be charged with the general management and supervision of the affairs and operations of the Club. The Secretary and President or other officer appointed by the Board for the purpose, shall sign all resolutions.
- 4.10 Vice President – Shall perform all duties of the President, at the request of the President, in the event of their absence, unwillingness or disability. The Vice President shall also be charged with recruitment and succession for the Board of Directors.
- 4.11 Secretary - Shall keep proper Minutes and records of all meetings of the Club and shall forward all notice of meetings to the Board of Directors and members as appropriate. The Secretary shall be responsible for all Club communications including social media and the website and conduct such correspondence on behalf of the Club as is authorized and directed by the Board of Directors.
- 4.12 Treasurer - Shall have custody of all the funds of the Club and shall keep accurate accounts of all receipts and disbursements of funds of the Club and maintain proper and adequate books of accounts in respect of said funds. The Treasurer shall render accounts to the Board of Directors at meetings, and whenever else required, and to the members at every annual or other general meeting, an account for all transactions and the financial position of the Club. The Treasurer will make available to any Board or Club member(s) for review all books, records, statements, and accounts of the Club within seven (7) days.
- 4.13 Events Director – Shall put together regular events and activities that support the constitution of the Club. The Events Director will also ensure that adequate safety protocols for events are in place and communicated.
- 4.14 Membership Director – Shall promote the Club in ways that increase and maintain membership in all categories in the Club. The Membership Director will also maintain and update the membership roster regularly and ensure required documentation from the membership is up to date. The Membership Director will also help to solicit Associate Members and business partners for the Club.

- 4.15 Director at Large - Shall assist in the management of the organization in a manner that is consistent with the goals and policies of the organization, providing support when required to other directors, portfolios and projects.
- 4.16 Past-President - Shall perform all duties of the President, at the request of the President, in the event of their absence, unwillingness or disability and the absence, unwillingness or disability of the Vice President.

Director Renumeration

- 4.17 The Directors shall serve without remuneration, and the Directors shall not receive directly or indirectly, any profits from their position as Directors but may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

Removal of a Director

- 4.18 The members of the Club may, by special resolution passed by at least two-thirds (66%) of the votes cast at a general or special meeting, of which notice specifying the intention to pass such resolution has been duly given, remove any Director before the expiration of their term of office. The membership may by a simple majority vote at that meeting elect any person in their stead for the remainder of their term.

Board of Directors Powers and Limits

- 4.19 The Board of Directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Club by its constitution or otherwise authorized to exercise and do.
- 4.20 The Board of Directors of the Club may not spend or contract to spend more than \$5,000 without approval of the general membership by a simple majority vote at a general meeting.

Resolutions in Writing

- 4.21 A resolution in writing signed by all the Board of Directors personally shall be valid and effective as if it had been passed at a meeting of the Board of Directors duly called and constituted.

Borrowing Power

- 4.22 The Club may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but none of these powers shall be exercised except in accordance with provisions of the By-Laws of the Club.
- 4.23 The Executive Committee may not pledge the credit of the Club without approval from a two-thirds (66%) vote of the membership obtained via special resolution at an Annual General Meeting or at a Special Meeting.

Banking and Signing Authority

- 4.24 The Board of Directors shall determine the bankers of the Club and shall maintain a bank account with the banker and all cheques and other withdrawals from the Club's account shall be signed by any two (2) of the President, Secretary and the Treasurer, or other such person as the Board of Directors may by Resolution, appoint.

Audit of Accounts

- 4.25 The Board of Directors may from time to time appoint an auditor or a replacement for the auditor, to hold office for such period as the Directors may determine. This article applies only when the Club requires or has resolved to have an auditor.

Books and Records

- 4.26 The Directors shall see that all necessary books and records of the Club required by the By-Laws of the Club or by any applicable statute or law are regularly kept and the same shall be open to the inspection of the members upon -request within seven (7) days.
- 4.27 The fiscal year shall be January 1st to December 31st.

Alterations and Amendments to the Bylaws

- 4.28 The By-Laws of the Club may be altered or amended by the members at a general meeting by a special resolution duly passed by two-thirds (66%) of the Active and Affiliate Active members.

PART 5 – DIRECTORS MEETINGS

Calling a Directors' Meeting

- 5.1 A meeting of the Board of Directors shall be convened at any time the President or any two (2) members of the Board of Directors consider it advisable.
- 5.2 Directors meetings are generally held once a month and Directors may meet in person or by other means as they choose such as teleconferencing or videoconferencing.

Notice of a Directors' Meeting

- 5.3 Notice of such meeting shall be communicated to each Director not less than two (2) business days before the meeting is to take place. Directors can waive the notice period for Directors' meeting if all in agreement.

Quorum of Directors

- 5.4 Four (4) members of the Board of Directors shall constitute a quorum for decision-making by the Board of Directors.

PART 6 – OTHER PROVISIONS

No Purpose or Gain for Members

- 6.1 The Club shall be carried on without purpose of gain for its members, and no part of any income of the Club shall be payable or otherwise be available for the personal benefit of the members, and any profits or other accretions to the Club shall be used for promoting its purposes.

Dissolution

- 6.2 Upon dissolution of the Club, all assets after payment of all debts and liabilities, are to be used for or transferred to a similar not-for-profit organization.