

BY-LAWS

OKANAGAN VALLEY JAPANESE ROADSTER CAR CLUB

MEMBERSHIP

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 be a member of the Society, provided they submit an application in such form as the Directors may determine and providing that they pay the annual membership dues of the Society set forth hereafter. One membership can include a significant other.
2. Honorary memberships in the Society may be granted to any person by the Directors as they see fit. Honorary Members shall not be eligible to vote, but may attend all meetings and functions of the Society.
3. Special Status Members, such as visiting members of other clubs or sponsors, may be accepted for the purposes of attending club events. They shall not be eligible to vote but may attend all meetings and functions of the Society.
4. Membership fees shall be fixed from time to time by a simple majority vote of the membership at a general meeting.
5. Any member who has failed to pay any debt due and owing to the Society is not in good standing as long as the debt remains unpaid and is not entitled to vote at any meeting.
6. Any member may resign from the Society provided that all of the member's indebtedness to the Society has been paid. The resignation shall be submitted to the Directors and shall become effective when accepted by the Directors.
7. A member may be expelled by a simple majority vote at an Executive Meeting.

MEETINGS:

8. The first Annual General Meeting of the Society shall be held within twelve (12) months after the date of incorporation, for the purpose of electing Directors for the ensuing year, and such other business as may be decided upon by the members, and thereafter the Annual General Meeting shall be held within five months following the Society's fiscal year end at a place in British Columbia to be determined by the Executive Committee. The members shall be given not less than 14 days' notice of the Annual General Meeting.

9. A general or special meeting of the Society may be called by the Executive Committee for the transaction of such business as may be properly brought before a general or special meeting of the Society, provided that no less than fourteen (14) days' notice of the time and place of such meeting shall be given to all members. In addition to the Annual General Meeting at least one other general meeting shall be convened in every calendar year.
10. Under the provisions of these by-laws, whenever notices are to be given to members, such notices may be given personally, by mail or by 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 mail box.
11. Ten of the duly enrolled members of the Society, including Directors and Officers, shall constitute a quorum at all general and special meetings of the Society.
12. Votes of the membership must be given personally and voting by proxy shall not be permitted. At any meeting of the Society, each membership represented in person shall have one vote.

DIRECTORS AND OFFICERS:

13. The affairs of the Society shall be managed by a Board of Directors, consisting of the Executive Officers and a maximum of three (3) other Directors each of whom at the time of their election or appointment and throughout the term of their office must be a member of the Society. The Directors elected at an Annual General Meeting shall be elected to hold office for a term of two (2) years. The Executive Officers shall also be elected for a term of two (2) years. Retiring Directors and officers shall be eligible for re-election to the Board of Directors.
14. The Executive Officers shall consist of a Chairperson, Secretary, Treasurer and Event Co-ordinator, each of whom shall be elected at an Annual General Meeting of the Society, and a Past-Chairperson who shall usually be the immediate Past-Chairperson, for a total of five (5) Executive Officers. In the event the immediate Past-Chairperson is unavailable or unwilling to serve in that capacity there shall be an election to fill this vacancy. Each of the five (5) Executive Officers shall concurrently be a Director of the Society.
15. The members of the Society may, by 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.

16. The first Directors of the Society shall be appointed by the signatories of the Constitution and By-laws of the Society and shall hold office until the first Annual General Meeting of the Society; and the Directors may fill any casual vacancy occurring during the interval between the annual general meetings.
17. The Board of Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society 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 Society by its constitution or otherwise authorized to exercise and do. The Board of Directors of the Society 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.
18. 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.
19. A meeting of the Board of Directors shall be convened at any time the Chairperson or any two (2) members of the Board of Directors consider it advisable. Notice of such meeting shall be communicated to each Director not less than two (2) clear days before the meeting is to take place. Four (4) members of the Board of Directors shall constitute a quorum for a decision by the Board of Directors.

DUTIES OF OFFICERS:

20. The Chairperson shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. In the absence of the Chairperson, the Past-Chairperson will preside over the meeting. If the Past Chairperson is also unavailable the Chairperson will designate one of the Directors on the Board. The Chairperson shall also be charged with the general management and supervision of the affairs and operations of the Society. The Secretary and the Chairperson or other officer appointed by the Board for the purpose, shall sign all resolutions.
21. The Past-Chairperson, or their appointee, shall perform all duties of the Chairperson in the event of the latter's absence or disability.
22. The Secretary shall keep proper Minutes and records of all meetings of the Society and shall forward all notice of meetings to the Board of Directors and members as appropriate. The Secretary shall conduct such correspondence on behalf of the Society as is authorized and directed by the Board of Directors.
23. The Treasurer shall have custody of all the funds of the Society and shall keep accurate account of all receipts and disbursements of funds of the Society, and shall maintain

proper and adequate books of account in respect of the said funds. The Treasurer shall render to the Board of Directors at meetings, and whenever required of him, and to the members at every annual or other general meeting, an account for all transactions and of the financial position of the Society. The Treasurer will make available to any Board Member or Club member(s) for review all books, records, statements and accounts of the Society within seven (7) days.

24. 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 paid reasonable expenses incurred by them in the performance of their duties. This provision was previously unalterable.

BORROWING POWERS

25. In accordance with Section 2 of its Constitution, the Society 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 Society.
26. The Executive Committee may not pledge the credit of the Society 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.

AUDIT OF ACCOUNTS

27. 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 Society requires or has resolved to have an auditor.

BANKING

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

ALTERATION AND AMENDMENTS OF THE BY-LAWS;

29. The By-Laws of the Society may be altered or amended by the members at a general meeting by a Special Resolution duly passed by two-thirds (66%) of the said members as are present in person.

BOOKS AND RECORDS:

30. The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society 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.
31. The fiscal year shall be January 1st to December 31st.

INTERPRETATIONS

32. In these By-Laws unless the context otherwise requires
 - a. “Directors” means the Directors of the Society for the time being;
 - b. “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.
 - c. Words importing a male person include a female person and a corporation.

OTHER PROVISIONS

33. The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise be available for the personal benefit of the members, and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
34. Upon dissolution of the Society, all assets after payment of all debts and liabilities, are to be used for or transferred to a similar not-for-profit organization. This provision was previously unalterable.