

Bylaws of PACE

Revised August 19, 2023

Article I - Name and Status

The name of this organization is PACE Miata Club (PA Central Miata Club).

PACE Miata Club is operating in the state of Pennsylvania as a non-profit corporation and is entitled to all of the rights and privileges thereof.

Article II - Purpose

To unite Central Pennsylvania Mazda Miata/MX-5 enthusiasts in a spirit of friendship and to enhance their enjoyment and knowledge of the Miata/MX-5.

Article III - General Membership

Membership Requirements

Membership is open to anyone owning or interested in the Mazda Miata/MX-5. Membership becomes active upon receipt of a signed membership application and payment of dues.

Membership Fee

An annual fee (per Miata/MX-5 family), as set by the Board of Directors, is due by January 31st. If dues are not paid by the last day of the following February, the membership will be listed as inactive until dues are paid in full. If after 60 days the member has not paid all back dues or requested to be listed as temporarily inactive, they shall be dropped from the membership roll.

Attendance

Attendance at any event or meeting is encouraged but not mandatory. All meetings/events are open to all members.

Driving events shall be for Miata/MX-5 only. Exceptions due to extenuating circumstances may be approved, on a case by case basis, by any club officer present or by the drive leader.

Membership Courtesy

Members planning to attend scheduled events shall attempt to inform member hosting the event at least a week prior to the event. A member that will not be able to attend an event they have scheduled with the host, shall inform the host as soon as they know of their inability to attend.

Membership Roll

Membership roll will include members in good standing. All Mazda dealerships within the Club's area of operation shall be automatically enrolled as honorary members.

Membership Termination

The Board of Directors may suspend or terminate any Membership, with or without cause, in whole or in part, upon a unanimous vote by a quorum present at a meeting of the Board.

Before all or part of the member's privileges or benefits shall be denied by the Board, the Member shall be given seven days notice in writing by registered mail that the matter of the Membership suspension or termination, in whole or in part, will be heard at the ensuing Board meeting and the Member shall be given the right to appear and address the Board.

Place of Events

Hosting member will determine the place, time, and origin of the event. Host will inform the Events Coordinator and the Web Page Coordinator of event details. Following the event, the host shall attempt to provide a report on their event to the Events Coordinator.

Planning Meeting

A planning meeting will be held in the fall/winter season of each year. At this time ideas for meeting/events will be accepted as well as nominations opened for the Board of Directors.

Annual Meeting

An annual meeting of the members shall be held after the first of the year. A proposed schedule of events will be presented to the members. Nominations for the Board of Directors will be closed with the election to follow immediately thereafter.

Newsletter

PACE Miata Club may publish a newsletter known as the PACEsetter.

The PACEsetter may contain such information as; minutes from the Board of Directors, Treasurer's reports, schedule of upcoming meetings/events, and information of general interest to PACE members.

The Board of Directors may appoint a Newsletter Editor to publish and distribute The PACEsetter.

Article IV - Officers

General

The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Officer, an Events Coordinator, and a Web Page Coordinator. One person may hold only one office.

Spouses (with Board approval) shall be considered as co-holders of an office with the ability to execute the full duties of the office as necessary.

Election and Term of Office

Elections will be held at each Annual Meeting.

The President, Vice President, and Membership Officer will be elected in even numbered years.

The Secretary, Treasurer, Events Coordinator and Web Page Coordinator will be elected in odd numbered years.

All terms of office will be two years.

The President shall:

be subject to direction and supervision of the Board of Directors;

be chief executive officer of the Club;

have general and active control of the Club's affairs and business;

be listed as an authorized signer on the Club checking account;

have general supervision of the Club's officers; and appoint special officers and committees as deemed necessary.

The Vice President shall:

assist the President;

perform such duties as may be assigned by the President or the Board of Directors.

The Secretary shall:

keep the minutes of the Board of Directors at the Planning Meeting and the Annual Meeting;

see that all notices are duly given in accordance with the provisions of these bylaws;

in general, perform all duties to the office as Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Treasurer shall:

be the principal financial officer of the Club;

perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors shall make such reports to it as may be required at any time;

be the principal accountings officer of the Club; reimburse members for expenses incurred for the club, but expenditures of more than one hundred fifty dollars (\$150.00) shall have the approval of an additional member of the Board of Directors;

have such other powers and perform such other duties as may be from time to time prescribed by the President or Board of Directors.

The Membership Officer shall:

maintain a master membership list of active & inactive members;

collect membership dues and forward dues collected to club treasurer;

notify members when dues are payable by sending a membership renewal reminder;

print & issue membership cards;

deliver a "Welcome Packet" including "Club Bylaws" to new members;

notify officers of new members;

have such other powers and perform such other duties as may be from time to time prescribed by the President or Board of Directors.

The Events Coordinator shall:

be responsible for coordinating club events, maintaining the events calendar and posting regular updates to the membership;

have such other powers and perform such other duties as may be from time to time prescribed by the President or Board of Directors.

The Web Page Coordinator shall:

be responsible for designing the club website, generating and revising web pages and replying to user comments;

function as the domain administrator, maintaining access to the account domain settings and be responsible for coordinating payments to the web hosting company;

have such other powers and perform such other duties as may be from time to time prescribed by the President or Board of Directors.

Removal

Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Club will be served thereby.

Article V - Board of Directors

General Powers

The business and affairs of the Club shall be managed by the Board of Directors, which shall consist of the officers and possibly one or more at-large members appointed by the Board. Motions shall be passed by a simple majority vote of the officers.

Vacancies

Any officer may resign at any time during their term by giving written notice to the President or to the Secretary of the Club. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining officers. A member appointed by the board to fill a vacancy shall serve out the remaining term of the office.

Club Meetings

There shall be a minimum of two meetings, open to the full membership, in any calendar year. Their time and place shall be determined by the Board of Directors of the Club.

Notice of the Meeting

Notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or member calling the meeting.

Board Meetings

A meeting of the Board of Directors shall be held with notice by the President, a minimum seven (7) days prior to the meeting.

Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President or any two officers. The person or persons calling special meetings of the Board of Directors may select the place for holding any special meeting of the Board of Directors called by them. Officers not attending may be telephoned and asked for the action. Written notice and action will be recorded by the Secretary, or in the absence of the Secretary by another officer.

Quorum

A majority of the number of officers fixed by Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Article VI - Miscellaneous

Waiver of Responsibility

Neither the Club, nor The Board of Directors, nor the Host of the event, shall be responsible for any damages or injuries that occur at or during any meeting/event of the Club by a member or non-member present. The individual, member or non-member, is responsible for his or her damage or injury.

Fiscal Year

The fiscal year of the Club is shall be from January 1 to December 31 of the same year.

Non-Profit

Any funds collected are not for profit. The funds are to be used solely for the benefit of the Club. No member is to receive funds except for expenses incurred for the Club. The club may from time to time choose to donate a portion of club funds and/or event proceeds to a charitable organization of the Board's choice.

Dissolution of PACE

If the members deem it necessary to disband, this may be done with a majority vote of the membership present at a meeting. Any funds remaining will be donated to a charitable organization of the membership's choice.

Revisions

These Bylaws may be revised at any regular or special meeting of this Club, but only upon the affirmative vote of a majority of the Club membership present at a meeting. Any proposed revisions to the Bylaws must be announced to the members at least one month prior to the meeting at which the proposed revisions will be voted upon.