

CONSTITUTION

UNDERGROUND MIATA NETWORK ASSOCIATION INC.

Article I – Name

The official name of the club is the “Underground Miata Network Association Incorporated”, commonly known as the “Underground Miata Network” or “UMN”, and referred to in this Constitution and the by-laws made hereunder as the “Club”.

Article II – Purposes

The purposes of the Club are to provide a forum for the membership to exchange information pertaining to Mazda Miata and Mazda MX-5 roadsters, and to provide opportunities for the membership to participate in social and recreational events.

Article III – Interpretation and Dissemination

The Board of Directors of the Club will be the interpreter of this Constitution and is responsible for making the membership aware of its contents.

Article IV – By-laws of the Club

The conduct of the affairs of the Club is governed by the by-laws of the Club.

Article V – Membership in the Club

1. The qualifications for membership, categories of members and responsibilities of membership are set out in the by-laws of the Club.
2. A member of the Club in good standing has the right to participate in any event organized or sanctioned by the Club and to communicate with other members using the electronic mail (“e-mail”) system of the Club on matters concerning the Club and its activities, or on any issue likely to be of interest to the membership keeping in mind the purposes of the Club.

Article VI – Board of Directors

1. The affairs of the Club shall be managed by a board of directors comprised of:

- a. executive directors under Article VII of this Constitution;
 - b. any *ex officio* director under Article VIII of this Constitution; and
 - c. any appointed director under Article IX of this Constitution.
2. Directors shall maintain their membership in good standing while serving on the Board of Directors. While serving on the Board of Directors, all directors enjoy the rights and privileges associated with a voting member of the Club.

Article VII – Executive Directors

1. The following executive director positions shall be filled at the annual election by the voting members according to the by-laws of the Club:

- the President;
- the Vice-President;
- the Treasurer;
- the Membership Director;
- the Tour Director;
- the Social Director; and
- the Club Secretary

2. The voting members may elect other executive directors as they deem necessary to perform any functions they determine.

3. Executive directors are entitled to vote on any matter before the Board of Directors.

Article VIII - *Ex Officio* Directors

1. Upon retirement from office, the out-going President may be invited by the new Board of Directors to remain on the Board of Directors for a one-year, non-renewable term as an *ex officio* director known as the Past-President.

2. The member performing the functions of the Communications Director shall be an *ex officio* director.

3. The member performing the functions of the Chief Driving Instructor shall be an *ex officio* director.

4. An *ex officio* director is entitled to vote on matters before the Board of Directors except any matter involving the exercise of a power provided for in this Constitution.

Article IX – Appointed Directors

1. The Board of Directors may appoint a member of the Club as a director for a one-year, renewable term to perform any functions set by the Board of Directors.
2. An appointed director is entitled to vote on matters before the Board of Directors except any matter involving the exercise of a power provided for in this Constitution.

Article X – Acting Directors

1. In the event of a vacancy of a director position, other than President, the Board of Directors may designate another director to be an acting director in accordance with provisions of the by-laws and perform the functions of the vacant position.
2. In the event of the vacancy of the position of President or the incapacity of the incumbent President the Vice-President shall assume the position of President until the end of the term.
3. In the event that the Vice-President can not or chooses not to assume the responsibilities of President as set out in Article X.2 the Executive Directors shall select from the remaining Executive Directors a person to assume the position of President until the end of the term.
4. An acting director is not entitled to an additional vote on any matter before the Board of Directors. If an *ex officio* or appointed director is designated as an acting executive director, their voting entitlements and exceptions on matters before the Board of Directors remain as provided for in paragraphs VIII.4 and XI.2 of this Constitution.

Article XI – Election of Directors

The voting members of the Club shall annually carry out elections for the selection of the Club's executive directors. Election procedures shall be set out in the by-laws of the Club.

Article XII – Meetings of the Board of Directors

1. The Board of Directors shall meet regularly, not less than once every three months and at least four times each calendar year. Meetings shall be held at the call of the President at the time and place designated by the President.
2. The President shall chair all Board of Directors meetings except that, in the President's absence, the Vice-President may chair a meeting of the Board of Directors.

The Vice-President may call a meeting of the Board of Directors only if the President is incapacitated.

Article XIII – Quorum, Voting and Powers of the Board of Directors

1. At any meeting of the Board of Directors, four (4) directors, including either the President or Vice-President, will constitute an Ordinary Quorum.
2. For any matter concerning the Constitution of the Club, the exercise of a Constitutional power, or any other matter specified in the by-laws, four (4) executive directors, including either the President or Vice-President, will constitute an Executive Quorum.
 - 2.1 Any making or amendment of bylaws shall not be effective unless approved by the affirmative vote of the majority of votes cast: (1) by those voting members present at a meeting called for that purpose and where such change is considered **or** (2) by authenticatable correspondence in the form of a binding referendum if a motion requiring a referendum is passed at a general meeting.
3. The majority of Club business at Board of Directors meetings should be dealt with as informally as possible. Where formal decisions are required under this Constitution or the by-laws, or where a vote on a matter appears appropriate, any director may propose a vote. A verbal vote is normally acceptable for routine business of the Club. Any matter put to a vote shall be decided by a simple majority. In the event of a tie vote, the President shall cast the deciding vote.
4. In addition to any other powers stated in this Constitution, the Board of Directors has the power:
 - a. to spend or commit to spend Club funds;
 - b. to set the qualifications and categories of membership in the Club;
 - c. to designate life members;
 - d. to set the annual membership dues; and
 - e. to dispose of the assets of the Club upon dissolution of the Club, however,
 - f. the Board of Directors does **not** have the authority to borrow funds.

Article XIV – Insurance

The Board of Directors shall maintain insurance coverage sufficient to provide liability coverage for the activities of the Club and indemnification for the directors of the Club.

Article XV - Non-Profit Status

The purposes of the Club shall be carried out without any financial gain for any directors or members. Any surplus or any accretions of the Club shall be used solely for the advancement of the purposes of the Club.

Article XVI – Fiscal Year End

The financial year of the Club shall end on the thirty first (31st) day of December each year.

Article XVII - Adoption and Amendment of the Constitution

1. To be adopted as the Constitution of the Club, this Constitution must be accepted by a majority of the voting members of the Club at a meeting called for that purpose. Voting will be in person by all voting members in good standing present at a UMN General Meeting or by proxy in the prescribed form presented at said meeting. This Constitution shall come into force immediately upon its adoption.
2. Any subsequent amendment to the Constitution shall be made using the same voting requirements set out in paragraph XVII.1

Under paragraph XVII.1. this Constitution was adopted by the voting members of the Underground Miata Network Association Inc. on: September 8 th , 2009.	Certified by: _____ (signature) _____ (name and position) Witnessed by: _____ (signature) _____ (name and position)
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Amended on: _____.	Certified by: _____ (signature) _____ (name and position)
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