



**UNDERGROUND MIATA NETWORK ASSOCIATION INC.**

**BY-LAWS**

**November 24, 2020**

TABLE OF CONTENTS:

	pg
By-law No. 1 - Making and Amendment of By-Laws	3
By-law No. 2 – Interpretation	3
By-law No. 3 – Membership	3
By-law No. 4 - Membership in Good Standing	5
By-law No. 5 - Refund of Annual Membership Dues	5
By-law No. 6 - Suspension and Loss of Membership for Non-payment of Dues	6
By-law No. 7 - Revocation of Membership	6
By-law No. 8 - Vacancy of Elected Director’s Position	7
By-law No. 9 - General Meetings	7
By-law No. 10 - Annual General Meeting	8
By-law No. 11 - Extraordinary General Meetings	8
By-law No. 12 - Visitors and Guests	8
By-law No. 13 - Finance and Accounts	8
By-law No. 14 - Review of Financial Records	9
By-law No. 15 - Functions of Executive Directors	9
By-law No. 16 – Functions of <i>Ex-Officio</i> and Appointed Directors	10
By-law No. 17 - Voting by the Membership	11
By-law No. 18 - Procedure for Election of Directors	12
By-law No. 19 – Committees	13
By-law No. 20 - Communications Policies	13
By-law No. 21 - Rules of Order	13
By-law No. 22 - Awards and Recognition	14
By-law No. 23 - Logo Items, Gifts and Draw Prizes	14
By-law No. 24 - Touring Directives	14
By-law No 25 – General	14

### **By-law No. 1 - Making and Amendment of By-Laws**

- 1.1. A motion to create new by-laws or amendments to existing by-laws may be proposed by any voting member of the Club. The Board of Directors must be advised in advance so that other club members can be notified of the intent to bring the motion. Voting will be governed by the provisions of Article XIII 2.1 of the Constitution and by-law 17.
- 1.2. By-laws come into force immediately when made or at a later date specified in the by-law.
- 1.3. The membership shall be notified of new or amended by-laws, at a minimum, by:
  - i. an electronic mail (“e-mail”) announcement to the membership; and
  - ii. complete versions of current by-laws will be made available to members upon request to any member of the Board of Directors.
- 1.4. The Board of Directors, as part of its managerial mandate, shall review the by-laws at least once during its year-long term.

### **By-law No. 2 - Interpretation**

- 2.1. The Board of Directors is the sole interpreter of the by-laws.

### **By-law No. 3 - Membership**

- 3.1. To qualify to join the Club a prospective voting member is required to:
  - i. be the registered owner of a Mazda Miata or Mazda MX-5 roadster;
  - ii. complete, sign and submit a membership application in the approved form;
  - iii. pay the annual membership dues.
- 3.2. There are four (4) categories of “member” of the Club:
  - i. a voting member;
  - ii. a life member;
  - iii. a family member;
  - iv. an associate member.

- 3.3. A voting member is a member in good standing who is entitled to:
- i. propose a resolution;
  - ii. second a resolution;
  - iii. call for a vote on a resolution;
  - iv. vote on a resolution and;
  - v. vote in an election.
- 3.4. A life member is a previous voting member who has been granted lifetime membership status by the Board of Directors. A life member does not have voting rights, is not required to own a Miata or to pay annual membership dues to remain in good standing.
5. A family member:
- i. is an immediate family member of a voting member;
  - ii. ordinarily resides at the same address as the voting member;
  - iii. is identified to the Membership Director in the appropriate form; and
  - iv. will not have voting privileges.
6. Associate membership will be granted at the discretion of the Board of Directors and reviewed annually. An associate member:
- i. is a former member in good standing who wishes to remain in contact with UMN;
  - ii. will have access to the UMN electronic mail service;
  - iii. will not have voting privileges and
  - iv. will not be eligible to attend meetings and events of UMN unless approval is granted by the Board of Directors.
- 3.7. The annual membership dues for voting members and associate members include the membership of any immediate family member. The cost of membership shall be set each year by the Board of Directors before the beginning of the membership year.
- 3.8. The membership year is January 1st to December 31<sup>st</sup> of the same calendar year.
- 3.9. Subject to any other provisions of these by-laws, a member shall be eligible to renew their membership in the Club annually as long as they:
- i. continue to own a Mazda Miata or Mazda MX-5 roadster;

- ii. have signed and submitted a renewal application in the approved form; and
  - iii. have paid the annual membership dues.
- 3.10. A life member is exempt from paying annual membership dues, but must keep the Club aware of their current contact information and submit a membership application form annually.
- 3.11. In determining whether to grant a lifetime membership to a current or former voting member, the Board of Directors shall consider the member's contributions to the activities of the Club over the period of his or her membership.
- 3.12. A member who wishes to renew their membership, despite no longer owning a Mazda Miata or Mazda MX-5 roadster, may be permitted to continue their membership at the discretion of the Board of Directors. Applications will be reviewed on an annual basis.
- 3.13. In determining whether to waive the requirement for a member to own a Mazda Miata or Mazda MX-5 in order to renew their membership, the Board of Directors shall consider the length of time the member has maintained their membership in the Club and the extent of the member's participation in the activities of the Club.

#### **By-law No. 4 - Membership in Good Standing**

- 4.1. A member of the Club is considered to be "in good standing" with the Club so long as that member has:
  - i. paid the annual membership dues or has been exempted from paying annual membership dues under other provisions of these by-laws;
  - ii. has complied with the formalities of membership, and
  - iii. has not had their membership suspended or revoked as per the provisions listed in By-laws 6 or 7.
- 4.2. A family member of the Club is considered to be "in good standing" with the Club so long as that member fulfills the requirements of clause 3.5 and so long as the voting member they are connected with remains in good standing.

#### **By-law No. 5 - Refund of Annual Membership Dues**

- 5.1. Any request for the refund of annual membership dues shall be forwarded to the Membership Director with an explanation of the basis of the request.

- 5.2. All requests will be considered on a case by case basis and resolved at the discretion of the Board of Directors.
- 5.3. In the event that a refund of annual membership dues is granted, the Club may retain a \$20.00 administration fee.

#### **By-law No. 6 - Suspension and Loss of Membership for Non-payment of Dues**

- 6.1. A voting member shall automatically have their voting privileges suspended if they fail to pay annual membership dues by January 31<sup>st</sup> of the new membership year.
- 6.2. Membership of a voting member and all memberships contingent upon that voting membership shall be lost upon failure to pay annual membership dues by March 31<sup>st</sup> of the new membership year.
- 6.3. Membership of an associate member and all memberships contingent upon that associate membership shall be lost upon failure to pay annual membership dues by March 31<sup>st</sup> of the new membership year.
- 6.4. A membership may be reinstated upon payment of annual membership dues and completion of the formalities of membership set out in clause 4.1.

#### **By-law No. 7 - Revocation of Membership**

- 7.1. The revocation of a membership is an extraordinary process of last resort. All reasonable efforts shall be made by the Board of Directors to resolve the issue or find an accommodation that avoids the revoking of a member's membership.
- 7.2. Any member may have their membership revoked by a majority vote of the Board of Directors. Any related refund will be at the entire discretion of the Board of Directors.
- 7.3. For the purposes of clause 7.2., the Board of Directors shall be comprised, at a minimum, of an Executive Quorum provided for in Article XIII.2 of the Constitution.
- 7.4. In the event that the Board of Directors receives a complaint about any member that alleges conduct prejudicial to the good order and reputation of the Club, or a

- complaint about any family member or guest of a member in connection with that person's conduct at a Club meeting or event, the Board of Directors shall investigate the complaint and, if it determines in its discretion that there is some substance to the complaint, it shall notify the member concerned in writing that a complaint has been made and call upon the member to respond to the complaint.
- 7.5. A member called upon to respond to a complaint under clause 7.4. shall be offered the option of either appearing in person before the Board of Directors on a date to be set by the Board of Directors or to respond in writing by a date set by the Board of Directors. In either case, the member shall be given at least 14 days notice from the date when the complaint will be considered by the Board of Directors.
  - 7.6. On the date set by the Board of Directors under clause 7.5, or in the case of a written submission as soon after as is reasonably practical, the Board of Directors shall consider the complaint and the response (if any) of the member concerned, and may impose such penalty, including revocation of membership, against the member concerned that the Board of Directors determine to be appropriate having regard to the seriousness of the matter that was the substance of the complaint.
  - 7.7. In the case of the revocation of membership of a voting or associate member, all associated family members shall also have their memberships revoked.
  - 7.8. The privacy of the parties is to be respected to the fullest extent possible when dealing with complaints.

#### **By-law No. 8 - Vacancy of Elected Director's Position**

- 8.1. In the event of a vacancy of an elected director's position on the Board of Directors, other than the position of the President, the Board of Directors may fill the vacancy for the balance of the term by appointing another director to perform the functions of the position in an acting capacity.
- 8.2. In the event of the vacancy of the position of the President or the incapacity of the incumbent President, the provisions of Article X of the Constitution shall apply.
- 8.3. In the event that the Vice-President assumes the position of the President in accordance with Article X.2, the Board of Directors may appoint an acting vice-president under clause 8.1.

### **By-law No. 9 - General Meetings**

- 9.1. General meetings of the Club shall normally be held on the second Tuesday of the month.
- 9.2. A general meeting shall be held at least once per month during the months of April through October inclusive.
- 9.3. At least one general meeting shall be held during the months of January through March inclusive.
- 9.4. At a general meeting, fifteen (15) voting members constitute a quorum.

### **By-law No. 10 - Annual General Meeting**

- 10.1. An Annual General Meeting shall be held each year annually between November 1 and January 31.
- 10.2. The Board of Directors shall notify the membership of the Club of the date of the Annual General Meeting at least 30 days in advance of the date of the Annual General Meeting.
- 10.3. At an Annual General Meeting, twenty (20) voting members constitute a quorum.

### **By-law No. 11 - Extraordinary General Meetings**

- 11.1. The Board of Directors may vote to call an extraordinary general meeting of the Club to deal with any matter that the Board of Directors consider should be voted on by the membership.
- 11.2. Upon voting to call an extraordinary meeting under clause 11.1, the Board of Directors shall set a meeting date and give notice to the membership of the meeting as the Board of Directors deems appropriate under the circumstances.

### **By-law No. 12 - Visitors and Guests**

- 12.1. While the general public is welcome to attend general meetings of the Club any individual may attend only one such meeting before complying with the terms of membership as specified in by-law number three.



- 12.2. The guest or guests of a member of the Club, with prior approval of the Board of Directors, may attend the Annual General Meeting.
- 12.3. The sale of an admission ticket for the Annual General Meeting to a member for their guest(s) and receipt of the guest's or guests' name(s) by the Board of Directors shall be deemed to be prior approval for the purposes of clause 12.2.
- 12.4. The participation by a non-member in any driving event of the Club shall be governed by the provisions of the touring directives adopted under clause 24.1.

### **By-law No. 13 - Finance and Accounts**

- 13.1. The funds of the Club shall be held on account in a chartered bank or banks as may be designated by the Board of Directors.
- 13.2. The Treasurer shall deposit all funds of the Club in such bank or other financial institution designated under clause 13.1.
- 13.3. All disbursements of the funds of the Club shall be by cheque or other auditable document.
- 13.4. Cheques on the Club's bank account(s) may be signed, drawn or accepted as the case may be by any one of the following directors:
  - i. the President;
  - ii. the Vice-President; or
  - iii. the Treasurer.

### **By-law No. 14 - Review of Financial Records**

- 14.1. A person designated by the Board of Directors shall review the financial transactions of the Club each year and express an opinion on the financial statements.
- 14.2. The financial status of the Club shall be reported to the membership following the review and the financial statements shall be made available to the membership of the Club.

### **By-law No. 15 - Functions of Executive Directors**

- 15.1. The President shall call all Board of Directors meetings, general meetings and the annual general meeting, and set the time and location of such meetings. The President shall act as the Chair of all meetings of the Board of Directors and all general meetings of the Club. The President will ensure that all required corporate reports are filed. The President will also be the official Club spokesperson to respond to authorities, the media and the general public.
- 15.2. The Vice-President will perform the functions of the President in his/her absence or during the incapacity of the President. The Vice President is also responsible to organize the barbeque for tech nights and to assist the Social Director with the organization of the Christmas party.
- 15.3. The Treasurer shall be responsible for the safe control of all funds of the Club, for providing to the Board of Directors as required a report of the financial situation of the Club, for preparing and submitting to the Board of Directors an annual budget and for keeping such records as are required for financial review. The Treasurer is also responsible for arranging an un-audited financial statement. Subject to the provisions of 13.4 the Treasurer should normally be the person signing all cheques on the Club's account(s).
- 15.4. The Membership Director shall receive all applications for membership to the Club, record membership particulars and payment of annual membership dues for each member. The Membership Director shall enrol new members in the UMN Googletalk e-mail service and provide new members with their member name badges and any other club promotional material to be distributed to new members. The Membership Director is responsible for maintaining an up to date status report of the current membership of the Club. The Membership Director will also provide UMN member's details to Canadian Automobile Sports Clubs – Ontario Region (CASC-OR) as required to maintain our membership in good standing with that organization. At the end of the year the Membership Director will submit a list of the names of the current year members to the Club Secretary to be retained in the Club records.
- 15.5. The Tour Director shall coordinate all driving events of the Club, including tours, driving schools and treasure hunts. The Tour Director is responsible for the promulgation, enforcement and amendment of the Club's *Touring Directives*. The Tour Director is also responsible for the maintenance of statistical records of the Club's tours and the retention of liability waivers signed by members and guests participating in Club tours or other driving events.
- 15.6. The Social Director shall be responsible for the purchase of gifts and prizes to be distributed at monthly meetings and as directed by the board of directors. The

Social Director will also administer the 50/50 draws at monthly meetings. In addition, the Social Director will also organize the Christmas party to be held in conjunction with the Annual General Meeting, including the gift distribution.

- 15.7. The Club Secretary shall deal with all correspondence subject to the approval of the President, shall take minutes at all meetings and shall be responsible for submitting to CASC (OR) UMN Executive information required for the Club to maintain its membership in good standing with CASC (OR). The Club Secretary is also responsible for retaining all corporate records and minutes of the Club, including an inventory of the property of the Club and a record of the Board of Directors or members in possession of such property.
- 15.8. At the end of their term all directors will review Club documentation in their possession. Documents of corporate significance will be provided to the Secretary, material relevant to specific director functions will be passed on to the incoming director and all other documentation will be destroyed.

#### **By-law No. 16 – Functions of *Ex-Officio* and Appointed Directors**

- 16.1. The Communications Director is responsible for the management of the electronic communications system used by the Club to communicate with the members and in the case of electronic enquiries received from non members will at their discretion either respond directly or forward the question to the Board of Directors for response.
- 16.2. The Chief Driving Instructor is responsible to oversee the driving school and ensure that the instructors are qualified and the event is carried out in a safe manner.
- 16.3. Other *Ex-Officio* and Appointed directors shall have duties and responsibilities as assigned by the Executive Directors.

#### **By-law No. 17 - Voting by the Membership**

- 17.1. On any issue, other than voting for the election of directors, the procedure for a vote by the membership shall be as set out in this by-law.
- 17.2. Votes for the adoption of the Constitution or amendment to the Constitution shall be as set out in Article XVII of the Constitution. All other matters require a simple majority of the votes cast for the motion to pass.

- 17.3. Voting within the UMN may be carried out either in person at a general meeting or annual general meeting of the Club or by authenticable correspondence in the form of a binding referendum.
- 17.4. Votes by the membership at a general meeting or annual general meeting or by binding referendum shall be presided over by the President, who, subject to clause 17.5, shall maintain impartiality and abstain from any vote.
- 17.5. President may only vote at a general or annual general meeting or by binding referendum in the following circumstances:
  - i. to cast the deciding vote to break a tie in a majority vote;
  - ii. to cast the vote creating a tie in a majority vote (i.e., defeating the motion).
- 17.6. The procedure for conducting a vote of the membership at a general meeting shall generally be as follows:
  - i. a voting member makes a motion and calls for a vote on a resolution;
  - ii. another voting member shall second the motion;
  - iii. the President opens the floor to debate the motion;
  - iv. the President closes debate on the motion.
  - v. the President calls for a vote on the motion by show of hands, counting:
    - A. all in favour;
    - B. all opposed; and
    - C. any abstaining.
  - vi. the President may vote if either of the provisions of 17.5 apply.
  - vii. the President announces the motion was either carried or defeated.
- 17.7. A binding referendum is intended for use in unusual situations where voting is not possible at a general or annual general meeting. The procedure for conducting a binding referendum by authenticable correspondence shall generally be as follows:
  - i. the Board of Directors announces by e-mail a subject for the decision of the membership by referendum in advance of the voting deadline;
  - ii. a minimum of one full week shall be allowed for the membership to discuss the referendum via e-mail before the voting period;
  - iii. the Board of Directors shall designate an official receiver of votes (normally the President), provide the official receiver's personal e-mail address or another private e-mail address created for the purpose and indicate the period during which votes may be cast;
  - iv. votes may be cast by each voting member in confidence directly to the official receiver;

- v. each vote shall be identified by the name of the voting member casting the vote;
- vi. the period during which votes will be received shall be of not less than 48 continuous hours duration and shall include at least one *week day* and one weekend day;
- vii. the period during which votes will be received shall close at the voting deadline;
- viii. the official receiver of votes shall announce the results of the vote to the membership within a reasonable period following the voting deadline.

### **By-law No. 18 - Procedure for Election of Directors**

- 18.1. Any member of the Club in good standing may nominate any other member of the Club for a particular director position. Nominations may be made at any regular meeting of the Club or via the e-mail group of the Club.
- 18.2. In order to be considered as a candidate in the election, a member nominated for election shall accept the nomination including the specific director position for which the member will run.
- 18.3. The closing date for nominations shall be determined by the Returning Officer with the approval of the Board of Directors.
- 18.4. At a regular meeting of the Club at least one month prior to the Annual General Meeting, the President, shall, subject to the approval of the members present, appoint an Elections Committee consisting of a Returning Officer and any assistants deemed necessary to conduct the election. The Committee shall be comprised of voting members of the Club who are neither directors nor candidates for directorship. The Committee shall have full responsibility for voting arrangements and shall treat information submitted to it in connection with its responsibilities as confidential.
- 18.5. The Board of Directors shall determine the form of the ballot and ensure that sufficient quantities are made available in good time to the Returning Officer.
- 18.6. The Returning Officer shall be responsible for issuing, collecting, and counting ballots. He must be fair and impartial and see that all arrangements are unquestionably democratic.
- 18.7. In the event that an annual general meeting will not be held for reasons of a public health emergency, natural disaster, extreme weather event or any other cause beyond the control of the Board of Directors, voting for the election of directors

shall be conducted by procedures similar to those set out under By-law 17.7 except that:

- i) In subsection i) the subject for decision will be the list of candidates.
- ii) In subsection ii) no period for discussion will be provided since the list of candidates will be determined following procedures set out under By-law 18.
- iii) In subsection iii) the official receiver of votes will be the Returning Officer as set out in By-law 18.

18.8. A majority of votes cast shall be required before any candidate can be declared elected, and second and subsequent ballots shall be taken, if necessary, to obtain a majority. On the second and subsequent ballots the candidate receiving the lowest number of votes in the previous ballot shall be dropped. The Returning Officer shall cast the deciding vote only in the case of a final tie vote.

18.9. All duly elected directors shall be installed effective 30 days following the AGM at which the elections were held and shall continue in office for a period of approximately one year or until they are replaced 30 days following the election of new directors.

#### **By-law No. 19 - Committees**

19.1 The Board of Directors may appoint such committees as it may from time to time deem necessary.

#### **By-law No. 20 - Communications Policies**

20.1 The Board of Directors shall determine any communications policies or practices as may be necessary to maintain good communication with the membership and shall issue direction to the Communications Director.

#### **By-law No. 21 - Rules of Order**

21.1 Where the rules of order are not specified by the Constitution of the Club or these by-laws, the rules to be followed shall be as outlined in *Roberts Rules of Order* in all cases in which they are applicable.

### **By-law No. 22 - Awards and Recognition**

- 22.1 The Board of Directors, in its sole discretion, shall set the conditions under which an award or recognition may be bestowed upon a member or members of the Club.

### **By-law No. 23 - Logo Items, Gifts and Draw Prizes**

- 23.1. Logo items and other items for the benefit of the membership may be purchased, ordered, maintained in stock, and disposed of or awarded by draw under the control of the Social Director or such other director as the Board of Directors may from time to time appoint.

### **By-law No. 24 - Touring Information and Guidelines**

- 24.1. The Board of Directors shall adopt Touring Information and Guidelines for the safety and proper management of driving events of the Club.
- 24.2. The Board of Directors shall ensure that the membership is made aware of the Touring Information and Guidelines and shall make the Touring Information and Guidelines available to the membership by posting the Touring Information and Guidelines on the Club website ([www.ottawamiata.net](http://www.ottawamiata.net)).
- 24.3. The Board of Directors shall review the Touring Information and Guidelines at least once each calendar year and vote to either:
- amend the Touring Information and Guidelines; or
  - re-adopt the un-amended Touring Information and Guidelines, as applicable.
- 24.4. In the event of any amendment of the Touring Information and Guidelines, the Board of Directors shall ensure that the membership is made aware of the amendment to the Touring Information and Guidelines and shall make the amended Touring Information and Guidelines available to the membership by posting the amended Touring Information and Guidelines on the Club website ([www.ottawamiata.net](http://www.ottawamiata.net)).

### **By-law No 25 - General**

25.1. Any matter not specifically covered by these by-laws will be dealt with at the discretion of the Board of Directors.