



Sacramento Area Miata Owners Association
(S.A.M.O.A.)
Est. October 1990

BYLAWS

(Adopted 11/12/91; Revised 12/13/95, Revised 01/01/00, Revised 12/10/2015)

Article 1
NAME

Section 1.01.

The Name of this organization is SAMOA (Sacramento Area Miata Owners Association).

Article 2
PURPOSE

Section 2.01.

GENERAL PURPOSES

Such purposes for which this corporation is formed are the promotion of goodwill for the mutual benefit of members, to provide social and recreational activities, and to preserve the Mazda Miata automobile.

Article 3
MEMBERSHIP

Section 3.01.

QUALIFICATION AND RIGHTS OF MEMBERSHIP

- A. Classes and Qualifications: This Corporation shall have one (1) class of membership designated as follows: Active Membership.
1. Active members shall be at least eighteen (18) years of age.
 - a. Individual Memberships shall consist of one person. Entitled to one vote.
 - b. Combined Memberships shall consist of all persons per household. Entitled to one vote.
 - c. Lifetime Memberships subject to approval by the Board, shall consist of any individual memberships (a) or combined memberships (b) with eighteen (18) or more consecutive dues paying years in SAMOA.
 - d. New MX-5/Miata Owner Memberships subject to approval by the Board, any person who 1) has never been a member of SAMOA, 2) who purchases a new or used MX-5/ Miata during the last twelve (12) months of ownership, and 3) provides proof of purchase with completed membership application shall receive his/her first year of SAMOA membership free of dues. After the first anniversary of membership, regular membership dues apply as specified in Section 3.02.
 - e. The board may establish other types of memberships.
- B. Privileges: Active members shall enjoy the privilege of voting and shall be eligible to become chairs of standing committees. Members, who have been active members for the previous six (6) months prior to election, shall become eligible to become officers of the corporation.

Section 3.02.

DUES

Annual membership dues, with the exception of the New MX-5/Miata Owner Memberships per Section 3.01A, are payable each year to the treasurer in an amount fixed by the SAMOA Board. A membership period shall consist of one year (twelve months), beginning the first day of the month in which the annual membership dues were paid and continuing up and until the last of the twelfth month.

Section 3.03.

TERMINATION OF MEMBERSHIP

- A. Termination of membership: A membership shall terminate upon occurrence of any of the following events:
1. Resignation of the member, upon reasonable notice to the SAMOA Board.
 2. Expiration of the period of membership, unless membership is renewed.
 3. Revocation of membership by the SAMOA Board.

Section 3.04.

CALIFORNIA AUTOMOBILE MUSEUM MEMBERSHIP

Subject to approval by the Board, an annual club membership in the California Automobile Museum (CAM) will be paid which will include a one-time free admission each year for each SAMOA member. CAM will maintain a current roster of our club members and allow one free admission into the museum per year.

Section 3.05

LATEST MONTH'S NEWSLETTER PASSWORD

The SAMOA Webmaster shall provide to the club membership a secure password in which to obtain an online digital copy of its monthly newsletter. Notification to members of the club's latest monthly newsletter for digital download shall be by electronic mail or other reasonable means. The monthly password is at the discretion of the Webmaster and shall be active for thirty (30) days from the date of the latest monthly newsletter.

Article 4 MEETINGS OF MEMBERS

Section 4.01.

PLACE OF MEETING Meetings of the members shall be held at a place and time designated by the SAMOA Board.

Section 4.02.

ANNUAL AND OTHER REGULAR MEETINGS

The Annual Business Meeting of Members shall be held at the December meeting, unless the SAMOA Board fixes another date or time and so notifies the members. At this meeting, written

ballot, hand count, or verbal acclamation for the election of Officers may be cast and any other proper business may be transacted, subject to subsections 4.04B and 4.05A below.

Section 4.03.

SPECIAL MEETING

- A. Persons authorized to call: A special meeting of the members may be called for any lawful purpose by the SAMOA Board or the president or by ten percent or more of the members.
- B. Calling Meetings: A special meeting may be called by any person, by submitting a written meeting request to the President, Vice President or the Secretary of the corporation. The officer receiving the request is responsible for calling a general meeting of voting members within a period of no more than 60 days from notification. If the notice is not given within twenty (20) days after the receipt of the request, the person(s) requesting the meeting may give the notice.

Section 4.04.

NOTICE REQUIREMENTS FOR BUSINESS MEETINGS OF MEMBERS

- A. General Notice Requirements: Notice of any meeting where any action requiring a vote of members shall consist of at least the following:
 - 1. Specify the place, date, and general nature of the business to be transacted, and no other business may be transacted, or
 - 2. In the case of a regular or annual meeting, those matters which the SAMOA Board, at the time the notice is given, intends to present for action by the members must be listed. However, any proper matter may be presented at such meeting.
- B. Notice of Certain Agenda items: Approval by the members of either of the following proposals is valid only if notice describes the general nature of these proposals:
 - 1. Removing an Officer without cause.
 - 2. Amending the letters of incorporation.
 - 3. Filling vacancies on the SAMOA Board.
- C. Manner of Giving Notice: Notice to any meeting of members shall be in writing and shall be given to members entitled to vote, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall be sent either by First Class Mail, Electronic Mail, and/or the club Internet web site.

Section 4.05.

QUORUM

- A. Numbers Required: Thirty (30) active memberships entitled to vote, shall constitute a quorum for the transaction of business at any authorized meeting of members.
- B. Loss of Quorum: The members present at a duly called meeting at which a quorum is present may continue to transact business even if the quorum is lost during the course of the meeting, provided that motions passed are passed by a majority of the original quorum.

Section 4.06.

VOTING

- A. Eligibility to Vote: Active members are entitled to vote on any and all matters concerning the club after a period of three (3) months of membership.
- B. Manner of casting votes: Voting shall be by written ballot, hand count, or verbal acclamation.
- C. Voting: Each membership entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- D. Approval by majority vote: If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting shall be the act of the members.

Article 5 ELECTION OF OFFICERS

Section 5.01.

NOMINATIONS OF OFFICERS

Each year, the SAMOA Board shall solicit and/or receive notice from qualified candidates. The nominations shall be in accordance with Section 6.02, for election to the Board as Officers. These names shall be placed into nomination at the annual meeting in December if not sooner. Additionally, names may be placed in nomination at any time up to the actual casting of ballots at the same meeting.

Article 6 SAMOA BOARD

Section 6.01.

POWERS

The activities and affairs of the corporation shall be managed, and all corporate power shall be exercised, by or under the direction of the SAMOA Board.

Section 6.02.

NUMBER AND QUALIFICATIONS OF OFFICERS

The authorized number of officers shall be seven (7). Officers shall be active members for the last six (6) months prior to elections. With the exception of the offices of President and Vice President, any elected or appointed office may be held simultaneously by up to two individuals; only one of which shall have voting authority at any one time on all matters before the SAMOA Board. The SAMOA Board shall be constructed as follows:

- | | |
|-------------------|-----------------------|
| 1. President | 5. Events Coordinator |
| 2. Vice President | 6. Webmaster |
| 3. Secretary | 7. Newsletter Editor |
| 4. Treasurer | |

Section 6.03.

ELECTION AND TERM OF OFFICE OF OFFICERS

Officers shall be elected by written ballot if office is contested or otherwise elected by hand count or verbal acclamation, cast at the annual business meeting, to hold office during the following twelve (12) months. Each Officer shall hold office until expiration of the term for which elected. The Officers shall be elected for a one (1) year term. No officer may hold the same office for more than two consecutive twelve-month terms, unless term is waived by membership vote per Article 10 below. Membership waiver must be addressed each year at the time of the election of officers at the annual business meeting.

Section 6.04.

VACANCIES

- A. Events causing a vacancy: A vacancy or vacancies on the SAMOA Board shall occur on the occurrence of any of the following:
 - 1. The vote of the SAMOA Board to remove an Officer for excessive or unexplained absences from board meetings.
 - 2. The death or resignation of any Officer.
 - 3. The vote of the entitled members to remove any Officer.
 - 4. An increase in the authorized number of Officers.
- B. Resignations: Any Officer may resign effective upon giving written notice to the President or Secretary of the SAMOA Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of an Officer is effective at a later time, a successor may be elected to take office when the resignation becomes effective.
- C. Filling Vacancies: Except for vacancies created by the removal of an Officer by the members, vacancies on the SAMOA Board, other than President, may be filled by a majority vote of the Officers then in office.

Section 6.05.

PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the SAMOA Board may be held at any place that has been designated by resolution of the Board or in the notice of the meeting. Any meeting may be held by conference or telephone or similar communication equipment as long as all Officers participating in the meeting can hear one another, and all such Officers shall be deemed to be present at such meeting.

Section 6.06.

REGULAR MEETINGS

Regular meetings of the SAMOA Board shall be held at such a time, place, and date as may be fixed by the SAMOA Board or designated in the monthly newsletter and/or the club Internet website.

Section 6.07.

SPECIAL MEETINGS

- A. Authority to Call: Special meeting of the SAMOA Board, for any purpose, may be called by any Officer.

B. Notice:

1. Manner of giving: Notice of the time and place of special meetings shall be given to each Officer by electronic mail, or by telephone communication.
2. Time Requirements: Notices sent by personal delivery, by telephone, or by electronic mail shall be given at least twenty-four (24) hours before the time set for the meeting or with knowledge of said notice by all parties.
3. Notice Contents: The notice shall state the time and place of the meeting. The notice must state the purpose of the meeting.

Section 6.08.

QUORUM

A majority of the authorized number of Officers shall constitute a quorum for the transaction of business, except to adjourn.

- A. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Officers, if any action taken is approved by at least a majority of the required quorum for that meeting.
- B. All voting SAMOA Board members must be present at any Special Meeting called or convened.

Section 6.09.

ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the SAMOA Board may be taken without a meeting, if all members of the SAMOA Board shall individually or collectively consent, in writing, to such action. Such consent or consents shall have the same force and effect as a unanimous vote of the SAMOA Board and shall be filed with the minutes of the proceedings of the board.

Article 7
COMMITTEES

Section 7.01.

STANDING COMMITTEES AND APPOINTED POSITIONS

The four (4) Officers (President, Vice President, Secretary, and Treasurer) shall not, simultaneously, chair a standing committee or an appointed position, unless filling in for a resignation or other vacancy in that position or otherwise appointed by the SAMOA Board.

- A. Finance Committee: The Finance Committee prepares a budget and monitors expenditures. The Committee shall consist of the Treasurer and two club members, neither of whom can be elected SAMOA Board members or other Committee members.

Section 7.02.

OTHER COMMITTEES OR TASK FORCES

The SAMOA Board may form other committees or Task Forces as deemed necessary to fulfill the requirements of the club.

Article 8
OFFICERS

Section 8.01.

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Event Coordinator, a Webmaster, and a Newsletter Editor whose duties shall be as follows:

- A. President: The President shall be, consistent with the club Procedures and Policies, the general manager of the corporation and generally supervise, direct, and control the activities and affairs of the corporation. The President shall preside at all meetings of members and all meetings of the SAMOA Board. The President shall have other powers and duties as may be prescribed by the SAMOA Board or the bylaws.
- B. Vice President: In the absence or disability of the President, the Vice-President shall assume all of the duties of the president. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the SAMOA Board or the bylaws. Should the office of President become vacant, the Vice President becomes the President.
- C. Secretary:
 - 1. Book of Minutes: The Secretary shall keep a book of minutes of all meetings and actions of the SAMOA Board, of the executive committee and of members, with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at SAMOA Board and executive committee meetings and the number of members present at member's meetings. The Secretary shall keep a copy of the articles of incorporation and bylaws, as amended to date.
 - 2. Membership records: The Secretary shall keep, or cause to be kept, at a place determined by resolution of the SAMOA Board, a record of the corporation's members, showing the names of all members, their addresses, and their phone numbers and/or email addresses.
 - 3. Notices and other duties: The Secretary shall give, or cause to be given, notice of all meetings of members, of the SAMOA Board and of the executive committee, required by these bylaws to be given. The Secretary shall be responsible for the correspondence of the corporation and shall be the historian of the corporation. The Secretary shall have such other powers as may be prescribed by the SAMOA Board or the bylaws.
- D. Treasurer:
 - 1. Books of Account: The Treasurer shall project a budget, shall keep and maintain adequate and correct books and accounts of the properties and accounts of the corporation, and send or cause to be sent to the members and officers such financial statements and reports as are required by law or these bylaws to be given. The books of accounts shall be open to inspection by any officer at all reasonable times.
 - 2. Deposit and disbursements of money and valuables: The Treasurer shall deposit all money and other variables in the name and to the credit of the corporation repositories as may be designated by the SAMOA Board, shall disburse funds of the corporation as may be ordered by the SAMOA Board, shall make a financial report, showing all income and disbursements, at the last meeting or her or his term. The Treasurer shall

have other powers and perform other such duties as may be prescribed by the SAMOA Board or the bylaws.

- E. Events Coordinator: The Events Coordinator shall be responsible for promoting all sanctioned SAMOA events and coordinating publication of events with the Local Newspaper, club Webmaster and Newsletter Editor, may assist members with planning and organizing of club events, subject to the approval of the SAMOA Board. Has the authority to create a committee if necessary.
- F. Webmaster: The Webmaster shall be responsible, either directly or indirectly, for the maintenance of the club Internet web-site, subject to approval by the SAMOA Board. All software and intellectual property shall remain under the ownership of SAMOA and must be surrendered upon completion of duties. Has the authority to create a committee if necessary.
- G. Newsletter Editor: The Newsletter Editor shall be responsible for the assembly and publication of the Monthly Newsletter, subject to approval by the SAMOA Board. Has the authority to create a committee if necessary.

Article 9 MISCELLANEOUS

Section 9.01.

ANNUAL REPORTS

The corporation shall notify each member yearly of the members right to receive a financial report pursuant to this section. Upon written request of a member, the SAMOA Board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. Such report shall contain the following information in appropriate detail:

- A. A balance sheet as of the end of such fiscal year and an income statement and a statement of financial position for such fiscal year.
- B. A statement of the place where the names and addresses or the current members is located.
- C. Any information required by "Corporation Code Section 58322" regarding indemnification and certain transactions. This report shall be accompanied by the certificate, of an authorized officer of the corporation, that such statements were prepared without an audit from the books and record of the corporation. In addition, if the corporation engages in transactions or indemnifications as set forth in "Corporation Code Section 59322", it shall furnish annually to its members and directors, a statement of such transaction or indemnification.

Section 9.02.

RULES OF ORDER

Robert's Rules of Order Revised may be used as a guideline governing meeting of the board and meetings of the members.

Section 9.03.

CONSTRUCTION.

Unless the context otherwise requires, the general provisions, rules of construction and definitions of the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these bylaws.

Section 9.04.

FISCAL CONTROLS

All checks and contracts, except for transfers of club funds between the corporate accounts, shall require signature of two SAMOA Board members. SAMOA Board members from the same household shall not sign the same check or be the sole signatories of any contract bearing on SAMOA.

Article 10
AMENDMENT
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Section 10.01.

AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of two thirds (2/3) of the entitled voting members present at any duly called business meeting of members. The application or effect of any bylaws may be suspended or waived by the affirmative vote of two thirds (2/3) of the entitled voting members present at any duly called meeting of members.