



**BYLAWS
OF THE
CENTRAL VIRGINIA MIATA CLUB INC.
March 15, 2024**

**ARTICLE I
FORMATION, NAME, PURPOSES, ONLINE IDENTITY & POWERS**

Section 1.1 – Formation & Name – The Corporation was formed at the direction of its members. The name of the Corporation shall be the Central Virginia Miata Club Inc. (CVMC).

Section 1.2 – Purposes

The purpose of the Corporation is to: stimulate and promote interest in the sport of motoring and the Mazda Miata; provide opportunities for members to exchange ideas about the Miata; learn about the Miata and related topics; and to meet and socialize with people who are Miata enthusiasts.

Section 1.3 – Online Identity

The Corporation will be identified online as www.centralvirginiamiataclub.net. The Corporation may also use other means of communicating to the public such as business cards, news releases, social media, and/or other media announcing events suitable for public participation.

Section 1.4 – Powers

The Corporation has all of the general powers of a Non-stock Corporation organized under the laws of the Commonwealth of Virginia necessary or convenient for the business of the Corporation.

**ARTICLE 2
MEMBERS & GUESTS**

Section 2.1 – Eligibility for Membership

Membership in the Corporation shall be restricted to persons who are interested in the Corporation and its purposes. Application for membership shall be accompanied by a [New Membership Form](#), which includes a signed Member Release Agreement and payment of the appropriate annual dues as specified in the Corporation Member Dues Schedule (See 2.4).

Section 2.2 – Active Members

Active members of the Corporation are identified by their New Membership Form on file with the Corporation and payment of their annual member dues at the beginning of each fiscal year (January).

Section 2.3 – Guests



Active Members may invite and/or bring guests to all functions, except those designated as closed events. Closed events are announced in advance on the Corporation website. Guests wishing to participate in a Corporation driving event (drive or tour), must join as a “Member-for-the-Month” in addition to signing the Corporation [Release and Waiver of Liability Waiver, Assumption of Risk & Indemnity Agreement](#) for the drive or tour (See 2:4).

Section 2.4 – Member Dues Schedule

- **Active Member** dues are paid annually (Fiscal Year: January 1 – December 31). Annual CVMC dues are \$30 per couple and \$24 for single membership. Dues are due in January.
- **New Member** dues for those joining the club between January and June are \$30 per couple and \$24.00 for single membership. New Member dues for those joining the Club between July and December are prorated at \$15 per couple and \$12 per single membership.
 - Previous members whose membership has lapsed by more than one year will be eligible for New Member dues rates when they rejoin.
- **Guests** (non-members) wishing to participate in a Corporation driving event, must pay \$2 each and complete a Corporation [New Membership Form](#) indicating the status “Member-for-the-Month” in addition to signing the Corporation [Release and Waiver of Liability Waiver, Assumption of Risk & Indemnity Agreement](#) for the drive or tour.
- **Minors** wishing to participate in a Corporation driving event, must pay \$2 each and complete a Corporation [New Membership Form](#) indicating the status “Member-for-the-Month” and must complete a [Minor’s Assumption of Risk and Release and Waiver of Liability](#) Form, which includes a signature from their parent or guardian and the Corporation [Release and Waiver of Liability Waiver, Assumption of Risk & Indemnity Agreement](#) for the drive or tour.

Should operating expenses require an increase of the current dues structure, a new structure will be discussed during a member’s meeting and details will be emailed to Corporation members for a vote during the next member’s meeting.

ARTICLE 3 DIRECTORS

Section 3:1 – Qualification, Election

The initial Directors of the Corporation shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Board of Directors shall be identical to members presently on the active roll of the Corporation who are serving in a Director capacity.

Section 3.2 – Removal

Termination for any reason of a person’s active membership in the Corporation shall automatically terminate such person’s service as a Director of the Corporation.



ARTICLE 4 MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 – Annual Meeting

The annual meeting of the Board of Directors shall be held each calendar year as determined by the Board of Directors.

Section 4.2 – Regular and Special Meetings

1. Regular meetings of the Directors may be held on any schedule adopted or changed from time to time by the Board of Directors.
2. Special meetings of the Directors may be held at any time upon the call of the president, or upon written request of any two or more of the Directors.

Section 4.3 – Notice of Meetings

1. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.
2. Reasonable notice of the date, time and place and in the case of special meetings the purpose shall be given in person or by mail, telephone, or by a form of electronic transmission consented to by the Director to whom the notice is given.
3. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

Section 4.4 – Quorum

A majority of all Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

Section 4.5 – Action Without a Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. The action so taken shall become effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified provided the consent states the date of execution by each Director.

Section 4.6 – Procedures



Meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order*. The Board of Directors is allowed to also make use of other processes of discernment in their deliberations prior to a vote as agreed upon by the body.

Section 4.7 – Power and Authority

The Board of Directors shall have power and authority to carry out the affairs of the Corporation and in so doing may prescribe the duties of officers and may dismiss any appointive officer or agent of the Corporation without previous notice. The Board of Directors may, in the absence of an officer, delegate officer powers and duties to any other officer or Director for the time being.

Section 4.8 – Committees

The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have two or more members who serve at the pleasure of the Board of Directors. Each committee may exercise the authority given to it by the Board of Directors other than the authority to fill vacancies, amend the Articles of Incorporation or Bylaws of the Corporation, or approve a plan of merger. The rules which govern meetings, action without a meeting, notice and waiver of notice and quorum and voting requirements of the Board of Directors shall apply to committees and their members unless the Board of Directors expressly provides otherwise.

ARTICLE 5 MEETINGS OF MEMBERS

Section 5.1 – Annual Members Meeting

An annual meeting of the members of the Corporation shall be held in January. If there are outgoing officers, they will provide an annual report of the prior year's events and business. Any new officer(s) will begin the planning process for Corporation activities for the coming year. Corporation members at subsequent monthly meetings approve plans.

Section 5.2 – Monthly Meeting

Monthly meetings are scheduled for the third Tuesday of each month. Member volunteers arrange meeting locations and meetings are generally held at a restaurant location with appropriate space. Meeting locations are posted on the Corporation website and reminders are sent by the secretary to members by email one week prior to the meeting.

Section 5.3 – Special Meetings

The Board of Directors may call special meetings of the members of the Corporation. Only business within the purpose or purposes described in the notice for a special meeting of the Members may be conducted at the meeting.

Section 5.4 – Quorum and Voting Requirements

Voting is by majority, providing a quorum is present at the meeting. A quorum for any meeting of the members of the Corporation consists of 30% of the current Active Members. The president



can opt to conduct voting on Corporation business via email or other online means when they deem it appropriate.

Section 5.5 – Procedural Requirements

The Corporation Member Meetings shall be conducted to conform as closely as possible to the procedural requirements used by the Board of Directors. (See 4.6)

Section 5.6 – Proxy Voting

Those Corporation members who cannot attend a member's meeting may vote by proxy.

ARTICLE 6 DRIVES, TOURS & SPECIAL EVENTS

Section 6.1 – Drives

Only Active Members and Members-for-the-Month (See 2.4) can participate in drives. Drives are planned and led by member volunteers who submit their plans to the secretary for posting in advance of the event. Drives generally are scheduled to occur on the Saturday following the monthly meeting, but they can occur on other weekends with the permission of the president. Drive information is posted on the Corporation website prior to the scheduled event and emails are distributed to Corporation members announcing the logistics of the event at least one week prior to the event.

Section 6.2 – Tours

Only Active Members and Members-for-the-Month (see 2.4) can participate in tours. Tours are multiple day events that typically involve longer distances and overnight stays in motels/hotels near the planned destination. These events require more complex planning and information distribution to Corporation members well in advance of the event in order to make the necessary travel arrangements. Therefore, tour plans must be submitted in time for members to make any required reservations prior to the event.

Section 6.3 – Requirements for Participation in Drives and Tours

Only Active Members and Members-for-the-Month (See 2.4) driving a Mazda Miata can participate in drives and tours. If special circumstances arise where a member must drive a car other than a Mazda Miata permission must be granted by the Corporation president or vice president.

All drivers and participants must sign the Corporation [Release and Waiver of Liability Waiver, Assumption of Risk & Indemnity Agreement](#) for each driving event. The Corporation treasurer keeps the signed waivers for each drive/tour on file for five (5) years.

Minors wishing to participate in a drive or tour must join the club as a Member-for-the-Month (See 2.4) and must complete a [Minor's Assumption of Risk and Release and Waiver of Liability Form](#), which includes a signature from their parent or guardian.



Section 6.4 – Driver and Vehicle Requirements

Corporation members participating in drives, tours, and special events are responsible for maintaining their respective Miata's in good working order, carrying appropriate insurance, and maintaining up-to-date knowledge of good driving practices when participating in Corporation drives, tours and special events.

Section 6.5 – Special Events

Seasonal parties and related social events are scheduled by member volunteers and are announced on the Corporation website and on social media.

ARTICLE 7 OFFICERS

Section 7.1 – Officers

The Board of Directors, as soon as practicable after the election of Directors every third year, shall elect a president, vice president, secretary and treasurer. The same person may hold any two offices except those of president and secretary. The Directors may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 7.2 – Qualification & Election

Election of officers will be held every three years in November at the monthly. Elections will be announced two weeks in advance and take place during a monthly Corporation members meeting. Officers are elected by a majority of members present. Should an officer resign or no longer be able to perform their duties, nominations will be accepted to fill that position for the remainder of their three-year term.

Officers of the Corporation work in concert with each other and their positions are associated with the Corporation's bank account, post office box, email account, Internet hosting service, computer documents, etc. Before any changes of officers, consideration must be made to assure a coordinated transfer of power to minimize interruption of Corporation business.

Section 7.3 – Terms

The term of office for all officers shall be three (3) years or until their resignation, or until their respective successors are chosen. There is no limit on the number of terms that officers can serve. Terms start at the beginning of the Fiscal Year (January).

Section 7.4 – Powers and Duties

The officers of the Corporation shall respectively have such powers and perform such duties in the management of the affairs of the Corporation, subject to the control of Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors. Subject to these Bylaws and the



Articles of Incorporation, the officers shall have the following respective powers and duties in regards to the Corporation:

1. The president shall
 - a. Execute documents to carry out the purpose and functions of the Corporation as approved and directed by the Board of Directors;
 - b. Be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the Articles of Incorporation;
 - c. In general, perform all duties incident to the office of president,
 - i. Presides at all meetings of the Corporation and acts as the Corporation's spokesperson.
 - ii. Develops the annual plan for the Corporation which begins at the January annual meeting and ensures that events are assigned, scheduled, and published on the website.
 - iii. Appoints committees or asks for someone to act on their behalf as deemed necessary for the proper operation of the Corporation including an annual audit committee.
 - iv. Designates a Corporation member(s) who shall be responsible for orienting Corporation members regarding good driving practices while participating in Corporation drives, tours, and events.
 - d. Perform such other duties as may from time to time be assigned by the Board of Directors
2. The vice president shall
 - a. Assist the president in the exercise of their duties;
 - b. In the absence or inability of the president, execute the duties of the president;
 - c. In general, perform all duties incident to the office of vice president; and
 - d. Perform such other duties as may from time to time be assigned by the Board of Directors
3. The secretary shall
 - a. Perform for the Corporation those duties set out in the Corporation Bylaws;
 - b. Record all votes by the Board of Directors;
 - c. Be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal;
 - d. In general, perform all duties incident to the office of secretary; and
 - i. Develop and maintain the Corporation website including an online schedule of meetings, drives and tours based on information provided by volunteer event leaders;
 - ii. Act as a central source of communication for the Corporation and route messages to officers and members as appropriate;
 - iii. Maintain an online history of the Corporation on the website;
 - iv. Develop and maintain new member packets, and;
 - v. Assure new members are welcomed to the Corporation and receive appropriate Corporation information.



- e. Perform such other duties as may from time to time be assigned by the Board of Directors.
4. The treasurer shall
 - a. Perform for the Corporation those duties set out in the Corporation Bylaws;
 - b. Be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another;
 - c. Be responsible for the filing of any and all tax and other financial reports as required by applicable law; oversee deposit of all monies, drafts, and checks in the name of or to the credit of the Corporation at such banks or depositories as the Board of Directors shall designate;
 - d. In general, perform all duties incident to the office of treasurer, and perform such other duties as may from time to time be assigned by the Board of Directors.
 - i. Collect all dues and fees as specified in the Corporation member dues schedule;
 - ii. Maintain a complete and accurate roster, signed liability release forms, voucher register, and be responsible for all receipts and disbursements;
 - iii. Present a monthly financial statement at member meetings, and;
 - iv. Present records for an annual audit.
 1. An audit committee shall be appointed annually by the president to audit the records before transfer at the close of each year and/or before transfer of responsibilities to the next treasurer. The treasurer is responsible for addressing those issues that may affect the financial status of the Corporation.

ARTICLE 8

PRINCIPAL OFFICE, REGISTERED OFFICE & AGENT, ORIGINAL DIRECTORS, RECORDS

Section 8.1 – Principal Office

The principal office and mailing address of the Corporation is: Central Virginia Miata Club Inc., P.O. Box 75182, Richmond, Virginia 23236.

Section 8.2 – Registered Office and Registered Agent

The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office and the address of the registered office may be changed from time to time by the Board. The initial registered office of the Corporation shall be located at 7941 Kenmore Drive, Mechanicsville, Virginia 23111 and the name of the initial registered agent at such address is Christine Douglas.

Section 8.3 – Original Directors

The original directors of the Corporation are:

- William H. “Bud” Deihl, President, 617 Woodstock Road, Richmond, Virginia 23224
- Greg Tunstall, Vice President, 8096 Perrincrest Place, Mechanicsville VA 23116



- Christine Douglas, Treasurer, 7941 Kenmore Drive, Mechanicsville, Virginia 23111
- Susan G. Deihl, Secretary, 617 Woodstock Road, Richmond, Virginia 23224

Section 8.4 – Records

The Corporation shall keep: correct and complete books and records of account; minutes of the proceedings of the Board and of committees having any of the authority of the Board; liability waver forms for each driving event; and shall keep at its registered or principal office a record giving names, addresses, and telephone numbers of the Board.

ARTICLE 9 MISCELLANEOUS

Section 9.1 – Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 9.2 – Seal

The Corporation may, but is not required to, have a corporate seal. In the event the Board of Directors elects to have a seal, it shall determine the content of the seal, which may be altered at will.

Section 9.3 – Amendments

The Bylaws of the Corporation may be amended or revised at any Corporation member's meeting by quorum vote, providing officers are present. Proposals to amend these Bylaws must be submitted in writing to the members at least one week prior to the vote.

Section 9.4 – Certificate of Incorporation

All references in these Bylaws to the Certificate of Incorporation shall be to the Articles of Incorporation of the Corporation filed with the Office of the Clerk of the Virginia State Corporation Commission.

Section 9.5 – Internal Revenue Code

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Section 9.6 – Governing Law

These Bylaws shall be construed in accordance with the laws of the Commonwealth of Virginia and the United States of America, including but not limited to, the Virginia Non-stock Corporation Act. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 9.7 – Legal Construction



If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws. Furthermore, in lieu of such invalid, illegal, or unenforceable provision, there shall be added automatically as a part of these Bylaws a provision as similar in terms to such invalid, illegal, or unenforceable provision as may be possible and be valid, legal, or enforceable.

Section 9.8 – Headings

The descriptive headings of the Articles, sections and paragraphs contained in these Bylaws are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions of these Bylaws.

Section 9.9 – Gender and Number of Words

When the context requires, the gender of all words used in these Bylaws includes the masculine, feminine, and neuter, and the number of all words includes the singular and the plural.

Section 9.10 – Conflict

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles shall govern.

Section 9.11 – Effective Date

These Bylaws shall become effective upon their approval by the initial Board of the Corporation.

Section 9.12 – Dissolution of Assets

In the event of the dissolution of the Corporation the remaining assets will be donated to a non-profit charity as determined by the then-current Corporation Board of Directors.

CERTIFICATE AND ENDORSEMENTS

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on the 15th day of March, 2024.

Dated: 3/15/2024

SUSAN G. DEIHL

Secretary