

## Article I - Membership

### *Section 1 - Becoming a Member*

To be eligible for membership a person must:

- (a) Attend at least two Club events;
- (b) Be sponsored by two current members of the Club;
- (c) Be approved by a simple majority at the next regular meeting (Article II – Section 4) after the second attended event.

### *Section 2 - Membership Privileges*

- (a) All members may join in any club activity, including, but not limited to: rally, autocross, coffee meet-up, social and/or driving event:
  - (i) Members must be in good standing with the Club, defined as one who has fulfilled the obligations identified in Section 5;
  - (ii) Members are responsible for ensuring that any guest(s) riding in a member's vehicle during Club events appropriately represent the Club.
- (b) All new members shall receive a New Member packet containing:
  - (i) A numbered Membership card to denote eligibility for discounts from Club sponsored vendors.
    - 1) Membership numbers for the Founding Members shall be 10001 through 10006;
    - 2) Membership numbers for all other members shall range upward from 10010 and be assigned sequentially in order of joining the Club;
    - 3) Once assigned, a membership number is unique and non-transferrable;
    - 4) If a member fails to renew his/her membership, that member number will be retired.
  - (ii) Club Grille Badge
  - (iii) Club Decal
- (c) All renewing members shall receive a membership card.

### *Section 3 - Founding Members*

- (a) The Founding Members are the six originating members of the Club;
- (b) Each Founding Member shall have a lifetime non-voting seat on the Executive Board;
- (c) Any Founding Member elected to a Club Officer position shall enjoy all of the rights, privileges, and responsibilities of that office;
- (d) A Founding Member who leaves the Club shall not be replaced.

### *Section 4 - Membership Dues*

- (a) The membership fee and annual dues shall be determined by the Board and shall be approved by two-thirds (2/3) of the membership present at the annual meeting;
- (b) All new members shall pay an Additional Fee of Ten Dollars (\$10) to offset the cost of the New Member packet {Article I, Section 2, Subsection (b)};
- (c) Membership is Twenty-Five Dollars (\$25) per year;
- (d) Associate Membership is Twenty Dollars (\$20) per year.

- (e) Dues are payable to Salish Sea MINI Motoring Club on January 1 of each calendar year, with notification emailed by December 1;
- (f) New members joining in the last quarter of a year will be credited for the next calendar year;
- (g) Membership will automatically lapse on February 1 for non-payment of dues. Reinstatement will incur a \$10 fee in addition to the applicable membership dues.

## *Section 5 - Membership Definitions, Privileges, and Responsibilities*

### (a) Definitions and Privileges

#### (i) Member

- 1) Owns a MINI;
- 2) May vote and hold any Club office;
- 3) Enjoys all privileges and responsibilities implied by membership in the Club.

#### (ii) Associate Member

- 1) Does not own a MINI;
- 2) May vote;
- 3) Enjoys all privileges and responsibilities implied by membership in the Club with the exception of holding Club office.

#### (iii) Honorary Member

- 1) An employee of a sponsoring Club vendor;
- 2) Excused from paying dues;
- 3) Enjoys all privileges and responsibilities implied by membership in the Club with the exceptions of voting and holding Club office.

### (b) Responsibilities

- (i) All members shall maintain at least the minimum insurance required by the State of Washington;
- (ii) All vehicles participating in club activities shall, at a minimum, meet factory and State safety specifications including but not limited to airbags and tire tread;
- (iii) Any member found in violation of i or ii above shall be barred from participation in club activities that include drives until such violations are corrected;
- (iv) Any member whose actions are determined to be contrary to the safety or continued operation of the Club may have his/her membership revoked:
  - 1) When possible, the member shall be notified that such behavior or actions are unacceptable and that continuation may be cause for revocation of membership;
  - 2) Upon the first such action or behavior after a warning, the Board shall vote on revocation of that member's membership at its next meeting;
  - 3) Revocation is made upon a 3/5 vote of the Board;

- 4) Upon revocation of membership, the former member shall be ineligible to re-apply for membership for one calendar year and such application must be approved as a new member by the membership at large as described in Section 1 (c).
- (v) Each member shall maintain confidentiality of Membership Roster and any other sensitive material related to the Club and/or its members, both individually and as a whole.

**Article II - Meetings**

*Section 1 - Quorum*

At any meeting of the members, ten (10) percent of the members entitled to vote (Article I, Section 5), shall constitute a quorum. In the absence of a quorum, no business other than adjournment shall be conducted.

At any meeting of the Executive Board, fifty (50) percent of the total number of Board members shall constitute a quorum.

*Section 2 - Vote Passage*

Except as otherwise called for in these Bylaws, any votes of the members entitled to vote shall be decided by a simple majority— fifty (50) percent—of the members voting, plus one (1).

*Section 3 - Notice of Meetings*

- (a) Except as otherwise required by law, written notice of each meeting shall be sent by the Communications Officer to each member entitled to vote at that meeting or other person charged with that duty;
- (b) Notice of any meeting shall be given at least fifteen (15) days prior to the meeting;
- (c) Notice of any meeting shall state the time, place and hour of that meeting and shall be delivered by email unless a member has previously requested, in writing, notice via First Class mail;
- (d) Notice of any meeting shall be posted on the Club website.

*Section 4 - Regular Meetings*

Regular meetings (including Board meetings) shall be held at a place and on a date and time as designated by Board and published on the Club website.

*Section 5 - Annual Meetings*

The annual meeting shall be held in October of each year at a place and on a date and time as designated by the Board and published on the Club website.

*Section 6 - Special Meetings*

A special meeting of the members, for any purpose or purposes, may be called by the Board or via a petition signed by at least 30 percent of the voting membership and submitted to the Board.

*Section 7 - Rules of Order*

All meetings shall be conducted under Roberts Rules of Order.

**Article III - Finances**

The Club fiscal year is from January 1 through December 31.

*Section 1 - Budget*

- (a) On or before November 15 of each year, a budget of estimated revenue and expenditures for the next fiscal year shall be reviewed and adopted by the Board;
- (b) All Club sanctioned events (except Drives) scheduled for the year shall be budget line items;
- (c) Regalia revenues and expenses shall be budget line items.

## *Section 2 - Revenue*

- (a) Monies received from any event or project(s) in which the public participates, or from members or others sponsored by the Club, may be used to offset expenses associated with said event;
- (b) Each member/driver at a Club-sanctioned drive shall contribute \$5 toward costs that shall be collected by the Leader and shall sign a Club waiver for that drive;
- (c) Each non-member/driver at a Club-sanctioned drive shall contribute \$10 toward costs that shall be collected by the Leader and shall sign a Club waiver for that drive;
- (d) Any monies received in excess of immediate expenses shall be deposited in the Club's account within five (5) business days of the end of the event or project;
- (e) If the Club is dissolved or otherwise ceases operation, and if there are funds or other Club assets remaining after Club obligations are paid for which the last Board has made no provision, the Financial Officer shall pay such funds to active (dues paying) members in equal portions.

## *Section 3 - Expenses*

- (a) The Financial Officer and President shall have the authority to make expenditures of One Hundred Dollars (\$100.00) or less without prior approval;
- (b) Other Board members shall have the authority to make expenditures of Fifty Dollars (\$50.00) or less without prior approval;
- (c) Expenditures in excess of One Hundred Dollars (\$100.00) per occurrence or event require a majority approval of the Board;
- (d) Receipts shall be submitted for expenditures over \$5. Any expenditure not so receipted shall not be reimbursed;
- (e) Any expenditure that does not comply with subsections (a) through (d) above shall be cause for investigation by Board members not associated with the reason for the expenditure. If the expenditure is found to be unjustified by a 60% majority vote of the remaining Board members, that member shall be permanently removed from the Club and not reinstated.

## *Section 4 - Financial Reporting*

- (a) Within 30 days of budget approval by the Board, the Financial Officer shall post the budget of expected revenue and expenses on the Club website;
- (b) The Board shall be provided a financial report showing all expenditures;
- (c) The Financial Officer shall post a summary of the Club operating report (budget vs. actual revenue and expenditures) on the Club website within

30 days of the end of each quarter (March/June/September/December) of the fiscal year;

- (d) The financial records of the Club shall be audited at least once each year;
- (e) The auditors:
  - (i) Shall be named by the Board;
  - (ii) Must be familiar with financial statements and should reconcile bank statements (if necessary) and conduct tests of revenue and expenditures for the past year;
  - (iii) May be Club members, but shall not be a member of the Board.
- (f) A copy of the auditor's report shall be provided to the current Board and made available to any Club member upon request.

## **Article IV - Club Elections**

### *Section 1 - Nominations*

The President shall open nominations for the Board by notifying the membership, both through the Club newsletter and by posting an announcement on the Club website, at least 45 days prior to the election date.

- (a) Candidates
  - (i) A current member may self-nominate or may be nominated by another member for any of the Board positions to be chosen in the current election;
  - (ii) Nominations shall be received by the Board at least thirty (30) days prior to the election date.
- (b) Obligation of Nominees

Each nominee is required to make himself/herself aware of the duties of the office being sought.
- (c) Posting of Candidates

The President shall cause the name of each nominee to be published on the Club website within 48 hours of receipt of the nomination.

### *Section 2 - Elections and Tenure*

- (a) Starting in 2011, Club officers shall be elected by the membership in accordance with the procedures outlined in these Bylaws. Prior to that, the Founding Members shall act as the Club Officers.
- (b) Election for all Club officers shall be held yearly on the second Wednesday in February.
- (c) All newly elected officers shall take office on March 1.
- (d) The President and the Vice-President shall be limited to two consecutive full terms.
- (e) All Officers upon election become members of the Executive Board of the Club for the duration of their service.
- (f) An Officer who misses three consecutive Board meetings, or more than 50 percent of the yearly meetings, or who fails to fulfill the responsibilities of the elected office, may be subject to removal at the discretion of the membership.

- (i) Members shall be able to call for the removal of a Board member via a petition signed by at least 30 percent of the voting membership and submitted to the Board.
- (ii) Within 10 days of receipt of the petition, the Board members shall schedule a vote of the membership within 30 days and post details of the scheduled vote on the Club website.
- (iii) The Officer shall be immediately removed from office if 60 percent of the membership voting votes for removal.
- (g) Any Officer who is removed from office or resigns voluntarily shall be ineligible to run or hold any Club office for three years following the date of removal or resignation.

#### *Section 3 - Vacancies*

- (a) Vacancies in the Board caused by any reason shall be filled by a vote of the majority of the remaining Officers at the first Board meeting after such vacancy occurs and at which there is a quorum.
- (b) In the case of a tie vote, each of the two top vote-getters shall be asked to make a statement to the Board, after which a second ballot shall be taken. If the vote is still tied, a coin toss shall determine the winner.
- (c) Each Officer so selected shall serve the unexpired portion of the term.

#### *Section 4 - Election Procedures*

- (a) The Founding Members shall facilitate administration of the election and the posting of results.
- (b) Officers shall be elected by popular vote via email or mail-in ballots.
- (c) All members in good standing are eligible to vote.
  - (i) All ballots must contain the member's membership number.
  - (ii) The Membership committee shall ensure that the member is current.
  - (iii) Each ballot shall contain only one vote for each office.
- (d) Ballots shall include all nominees listed under the office to which they aspire.
- (e) Write-in candidates shall be allowed for all offices.
- (f) Any member wishing to vote by mail-in ballot shall notify the Communications Officer at least thirty (30) days prior to the date of the election.
- (g) To be counted, a ballot shall be received via USPS or email to founders@ssmini.org at or before 8:00 PM (Pacific Standard Time) on the day of the election.
- (h) The current President shall announce the winning candidates within 48 hours of the close of the election by causing them to be posted on the Club website.
- (i) Should no candidate receive 50 percent plus one (1) of the total votes cast for that office, a runoff election shall be conducted within 30 days under the above procedures.

### **Article V - Club Officers and Responsibilities**

- (a) President
  - (i) Preside over Club meetings and vote only in the event of a tie;

- (ii) Together with the other Board members, formulate meeting themes and set meeting agendas;
  - (iii) Consult with any and all committees as a non-voting member;
  - (iv) Maintain a file of monthly financial reports as received from the Financial Officer;
  - (v) Write a column for each issue of the newsletter.
- (b) Vice-President
- (i) Assist the President with Club activities and events;
  - (ii) Preside over Club meetings when the President is absent;
  - (iii) Succeed the President if he/she is unable or unwilling to serve for the full term;
  - (iv) Ensure the Club complies with all requirements of Chapter 24.03 of the Revised Code of Washington (Washington Non-Profit Corporation Act).
- (c) Financial Officer
- (i) Implement financial policy that is in the best interest of the Club;
  - (ii) Maintain the Club's financial accounts and records;
  - (iii) Provide a financial report for review and approval of the Board each month;
  - (iv) Provide a financial report to the membership at all regular meetings;
  - (v) Provide the Webmaster with the quarterly financial report to be published on the members-only pages of the Club website.
- (d) Communications Officer
- (i) Record minutes at all Club meetings;
  - (ii) Provide the minutes to the Board for approval prior to publication on the Club website;
  - (iii) Communicate with former members to understand why they did not renew their membership;
  - (iv) Maintain the Club mailing address for their complete term of office;
  - (v) Act as the Chairperson of the Membership Committee.

## Article VI - Appointed Positions

The following positions are voluntary and may be filled by any member interested in supporting the Club and approved by a majority of the Board.

Upon election of a new President, all holders of the appointed positions shall be subject to retention or replacement at the discretion of the Board. Any appointed member still in that position at the conclusion of the second Board meeting after elections is deemed to be re-appointed to that position by the new Board.

- (a) Safety Coordinator
- (i) Must be qualified to serve as a Safety Officer according to Article VII, Section (b), Paragraphs i and ii;
  - (ii) Submit a list of four (4) recommended Events Committee members to the Board for approval;
  - (iii) Chair the Safety Committee;
  - (iv) Coordinate with the Events Coordinator on providing at least one Safety Officer for each Club run or drive.

(b) Events Coordinator

- (i) Act as a liaison between the Club and other Mini/MINI clubs to coordinate mutual events;
- (ii) Coordinate Club events, approve 'Drive Leaders' as needed, and coordinate with Safety Officer on drives;
- (iii) Act as the moderator for the events calendar;
- (iv) Act as the Chairperson of the Events Committee;
- (v) Submit a list of four (4) recommended Events Committee members to the Board for approval;
- (vi) Keep the Board informed of any and all incidents that occur during Club events;
- (vii) Assist the Vice-President with securing event sponsorships.

(c) Technical Officer

The Technical Officer shall oversee the maintenance and coordinate the content of the Club website, [www.ssmini.org](http://www.ssmini.org), in accordance with the objectives of the Club and with the input of the Board. The website shall have content for non-members and password-access content for members only.

(d) Editor

- (i) The Editor shall oversee the creation of a quarterly newsletter aimed at furthering the objectives of the Club. It shall contain:
  - 1) Articles for the newsletter written by the membership and other outside sources;
  - 2) The names and email addresses of all Club elected and appointed officials;
  - 3) A calendar of Club events scheduled for the upcoming quarter, including all known National MINI events and events of other regional non-MINI clubs;
  - 4) A list of all new members since the last newsletter;
  - 5) Notice of any proposed changes to the Bylaws;
  - 6) Notice of upcoming Board or membership meetings.
- (ii) The newsletter shall be distributed via email and provided to the Webmaster for inclusion on the Club website;
- (iii) A copy of the newsletter shall be sent via USPS to any member upon request;
- (iv) Printed copies of the newsletter shall be provided to all area franchised MINI dealerships for their customers, and copies sent to MC2 magazine and vendors.

(e) Regalia Coordinator

Shall purchase, maintain, stock, and sell Club regalia such as t-shirts, jackets, hats, and grille badges to members with all proceeds going to the Club treasury. All items (including their design, cost, and selling price) must be approved by the Executive Board prior to purchase.

(f) Historian

- (i) Shall maintain an electronic archive with copies of all Club newsletters, available photographs submitted by members, and all routes (turn-by-turn instructions) of Drives made by the Club;



- (ii) Upon request, any member in good standing shall be able to obtain a copy of the electronic file of any Drive route or photograph in the Club archives.

## **Article VII - Standing Committees**

### (a) Membership Committee

- (i) Process and maintain files containing membership applications and signed Liability Waiver and Release Agreements as received by the Communications Officer;
- (ii) Maintain the Club membership database;
- (iii) Provide membership and general information about the Club to prospective members;
- (iv) Provide the Membership Committee with the application and the signed Liability Waiver and Release Agreement before a new member is been approved for membership;
- (v) Distribute the New Members packet to new members;
- (vi) Provide information to the Board about why members who do not renew their membership chose to leave the Club;
- (vii) Maintain the Club Register of active members.
  - 1) This Register shall include names, addresses, phone number, membership number, screen name or tag, and email address of each current member;
  - 2) Only Board members shall have access to the entire unedited list;
  - 3) Members shall be able to opt into inclusion in the published Members' Register sent annually to every member;
  - 4) The Club Register shall never be published on-line or made available to any non-member;
  - 5) Vendor members shall receive member information only from members who specifically opt in to a Vendors Register.

### (b) Safety Committee

- (i) Safety Committee members (a.k.a. Safety Officers) shall consist of Club members who have successfully completed one or more advanced driving courses such as those proved by the:
  - Pacific Northwest Region Porsche Club of America
  - BMW Car Club of America Puget Sound Region
  - Northwest Region of the Sports Car Club of America
  - International Conference of Sports Car ClubsSuccessful completion is defined as the receipt of the appropriate club-issued certificate that shall be presented as a condition of committee membership.
- (ii) Club members who lack an advanced driving course and have successfully completed a defensive driving course shall be eligible to become members of the Safety Committee;
- (iii) The Safety Committee shall develop and maintain the safety rules to be observed for Club-sanctioned events;
- (iv) The Safety Committee shall provide a Safety Officer for each Club sanctioned activity to oversee safety requirements and concerns;

- (v) The designated Safety Officer on a Club drive shall have the authority to require any member or guest who is in violation of the Club Safety Rules to immediately comply with the Rules or leave the event—as is appropriate;
  - (vi) Any and all corrective actions prescribed for any member shall be carried out by the Executive Board.
- (c) Sponsorship Committee
- (i) The Sponsorship Committee members shall foster relationships with existing Club sponsors and solicit business for new Club sponsorships;
  - (ii) Responsible for initiation and management of sponsorship agreements;
  - (iii) Works with Event Coordinator for event sponsors.
- (d) Events Committee
- (i) Events Committee members shall, with input from other members, schedule and do the initial planning for Club events;
  - (ii) A calendar of events shall be available on the Club website.
- (e) Technology Committee
- (i) Determine the technical requirements for the Club;
  - (ii) Make recommendations to the Executive Board for technology expenditures.
- (f) Ad Hoc Committees
- The Executive Board shall, from time to time, designate Ad-hoc Committees as they deem necessary to support the goals of the Club.

#### **Article VIII - Amendments to Bylaws**

- (a) Amendments to the Bylaws shall be proposed by any current member at any regular meeting or by emailing at least three members of the Executive Board and including the Club President.
- (b) Upon review by the Executive Board, notice of the proposed amendment shall be posted by the President on the Club website and in the next issue of the Club newsletter—along with the date, time, and place the proposed changes will be considered for adoption.
- (c) Each member shall have 30 days from the posting date to comment and propose changes to the proposed amendment. All changes must be approved by the proposing member.
- (d) A vote on the proposed amendment shall occur within 20 days of the close of the comment period.
- (e) Approval by 60% of those members voting is necessary for adoption.
- (f) Amendments submitted may be withdrawn by the proposing member within 30 days of posting on the website.
- (g) Approval by 60 percent of those members voting is necessary to adopt the proposed amendment;
- (h) An amendment shall become effective immediately upon approval by the membership and notice of said change shall be published both on the members-only pages of the website and in the next issue of the newsletter.

## **Article IX - Liabilities of Members**

- (a) No member of the Club shall be personally liable to the Club's creditors for any indebtedness or liability;
- (b) All creditors of the Club shall look only to the assets of the Club for payment;
- (c) All members of the Club, in accordance with Washington State law, have their own automobile insurance. Members shall participate in Club events and activities at their own risk and shall look to their own insurance company with regards to any personal liabilities.

End of Bylaws - Approved on 06 February 2010