

Constitution and Bylaws of PDX MINI CONSTITUTION

ARTICLE I

NAME AND MISSION STATEMENT

This organization shall be called PDX MINI.

PDX MINI is a non-profit 501(c)(7) corporation formed primarily as a social club for the enjoyment of the MINI brand automobile among a group of like-minded enthusiasts. It has no political, religious or financial agenda beyond enjoying the MINI and the camaraderie of its supporters.

ARTICLE II

AREA OF OPERATION

The area of operation of the Club is concentrated in northwest Oregon and includes the greater northwest area of the United States.

ARTICLE III

CLUB OBJECTIVES

The objectives of the Club are to provide an opportunity for MINI owners and aficionados to exchange ideas and information and participate in group events.

ARTICLE IV

MEMBERSHIP

A. DIVERSITY

PDX MINI is open to all persons regardless of gender, race, religion, creed, national origin or sexual orientation.

B. DUES

Payment of annual dues, as set for in the bylaws, is a prerequisite to membership.

C. MINI OWNERSHIP

Ownership of a MINI brand automobile is encouraged but not required.

D. MEMBER SCOPE

One family member or affiliate, per paid membership, shall also be considered a member as described in the Bylaws, Article III, Section A (2) and Section B (2), with all the rights and privileges of Club membership.

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ARTICLE V *OFFICERS AND BOARD*

A. OFFICERS

Officers of the Club shall consist of President, Vice President, Financial Officer (Treasurer), Communications Officer (Secretary) and Events Director. These elected positions and all appointed positions constitute the Board. Elected Officers are the only voting members of the Board.

B. NOMINATIONS, ELECTIONS AND TENURE

1. Officers shall be nominated from the membership under the guidelines of the Bylaws of the Constitution.
2. Officers shall be elected by popular vote of the membership in accordance with the procedures outlined in the Bylaws of the Constitution and serve for a term of one calendar year.
3. Outgoing Officers shall assist in the transition of newly elected Officers as outlined in Article VI Section A (8) of the Bylaws.

C. RESPONSIBILITIES OF THE OFFICERS

1. PRESIDENT

- a. Preside over Club meetings as defined in the Bylaws of the Constitution.
- b. Formulate meeting themes and set agendas.
- c. Maintain a file of monthly financial reports as received from the Financial Officer.
- d. Appoint individuals to complete the unexpired terms of office when vacancies occur.
- e. Appoint a Web Master to oversee the maintenance, preparation and operation of the Club Web Site.
- f. Appoint a Membership Director to manage all facets of Club membership activities.
- g. Appoint other positions as needed for the furtherance of the Club objectives.

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2. VICE PRESIDENT

- a. To assist the President as needed with sponsorship activities and any other club related events.
- b. Preside over meetings when the President is unable to attend.
- c. Fulfill Presidential duties if he/she is unable to fulfill his or her responsibilities.

3. FINANCIAL OFFICER / TREASURER

- a. Maintain the Club's financial records and account.
- b. Implement fiscal policy as prescribed in the Bylaws of the Constitution.
- c. Provide a financial report at each Club meeting.

4. COMMUNICATION OFFICER / SECRETARY

- a. Record and prepare meeting minutes for distribution.
- b. Gather and distribute Club information and publish Updates on a regular basis.

5. EVENTS DIRECTOR

- a. Liaison between other regional car clubs to assist in coordinating mutual events.
- b. Assists in sponsorship needs.
- c. Coordinates events and appoints "Event Coordinators" as needed.
- d. Maintain events calendar.

6. PAST PRESIDENT

- a. A non-voting advisory position
- b. Filled by the previously elected President to provide continuity between administrations.

7. WEB MANAGER (Appointed Position)

- a. Shall oversee and manage the web site, coordinate and assemble the content.

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- b. Responsible for posting Club events and information onto the web page.
8. MEMBERSHIP DIRECTOR (Appointed Position)
- a. Responsible for advertising and marketing the Club to potential members.
 - b. Solicit, organize, compile and update the member database.
 - c. Assemble and distribute the Member Directory upon request.
 - d. Design and distribute New Member Packets.
 - e. Forward dues payments to the Financial Officer.
9. MEMBER AT LARGE (APPOINTED POSITION)
- a. A long time member in good standing
 - b. Adds the experience of history and continuity to club decisions and activities.
10. OTHER APPOINTED POSITIONS
- a. Appointed positions may be adopted for the furtherance of the Club objectives.
 - b. Any position appointed by the President must have the approval of the majority of the Officers.

ARTICLE VI FINANCIAL

The club shall be a nonprofit organization as defined under the nonprofit laws of the State of Oregon. Dues shall be paid as a condition of membership. Dues shall be used for the support of Club operations.

ARTICLE VII AMENDMENTS AND ADDENDUMS

Amendments and Addendums to the Constitution and Bylaws shall be proposed by a Club Officer at a regular meeting. Notice of the proposed changes will be posted by the President in the Club Update along with the date, time and place the proposed changes will be considered for adoption. Approval by 60% of those members present at the subsequent meeting is necessary for adoption.

Constitution and Bylaws of PDX MINI BYLAWS

ARTICLE I ***MEETINGS***

A. ANNUAL BUSINESS MEETING

- 1 Shall be an annual business meeting held by the Club in the last quarter of the calendar year to hold elections of new Officers.
- 2 The date shall be determined by the Officers and included on the Club calendar.
- 3 Notice shall be posted by the Officers in the Club Update and Event Calendar.
- 4 The meeting may be held in conjunction with other planned events.

B. GENERAL BUSINESS MEETINGS

1. The Club shall meet at the Officer's discretion. These meetings shall be held to carry out the objectives of the Club.
2. Special Meetings: Members may meet under the name of the Club at any time or place as long as the following conditions are met:
 - a. Notification of the meeting is given to the President in advance.
 - b. Notification of the meeting is given to the Communication Officer in sufficient time for posting in the Club Update and Events Calendar.
 - c. Within a reasonable time, not to exceed one month from the date of the meeting, the sponsor of the meeting will provide a copy of the meeting minutes to the Communications Officer for distribution to those who desire them.
 - d. No member may be excluded.

ARTICLE II ***FINANCE***

A. DUES

1. Dues shall be established by a vote of the Officers.
2. Dues shall be billed on a calendar year and be due January 31. Members who join on October 1 or later shall have dues carried over and applied to the following calendar year. Members who join on or before September 30 shall renew payment by January 31 of the following calendar year to remain current.

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B. FINANCIAL REPORTS: A financial report shall be provided by the Financial Officer or his/her designee at each Club meeting.

C. EXPENDITURES

1. The President and the Financial Officer shall have signature power for all Club expenditures.
2. Expenditures in excess of Two Hundred Dollars (\$200.00) per occurrence require majority approval of the Club Officers.

ARTICLE III MEMBERSHIP

A. PRIVILEGES OF MEMBERSHIP

1. Club Updates shall be sent electronically to members.
2. Members in good standing may run for office, vote in elections; and join in all Club activities.
3. Guests of the club may participate in events with a “pay-per-event” fee. Members and guests are required to adhere to all protocol for said event.
4. Guests may not run for office or vote in any elections.

B. PREREQUISITES

1. Execution of a waiver signed by all participants and guests is a prerequisite for participating in events.
2. “Membership in good standing” is defined as one who has fulfilled the obligations identified in Article IV of the Constitution. “Pay-per-event” guest is defined in Article III, Section A (3) of the By-Laws. Member’s guests, while accompanying a member in good standing, are exempt from this requirement.

ARTICLE IV PUBLICATIONS

A. CLUB UPDATE

1. A Club Update will be distributed at least monthly in furtherance of the objectives of the Club.
2. The Communication Officer shall compile, organize and distribute to the general membership all information in the Club Update.

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3. The Club Update shall be financed by the Club treasury and shall be exempt from the requirements of approval established under Article II, Section C of the Bylaws.

B. WEB SITE

1. A web site will be produced and maintained in furtherance of the objectives of the Club.
2. A Web Manager shall be appointed by the President and approved by the Officers to oversee the web site, coordinate the content, and assemble staffing required to keep it current and timely.

C. ANNUAL CLUB DIRECTORY

1. An annual Club Directory of members in good standing at the time of publication shall be distributed to all members upon request.
2. The Membership Director shall oversee the Directory and maintain it in a current and timely manner.
3. The Directory is for the use of Club Members only and may not be sold, shared or duplicated without permission voted on by the Club general membership.

ARTICLE V NOMINATION OF OFFICERS

A. NOMINATIONS

1. The President will notify the membership, through the Club Update and Website, of the time and place of the regular meeting at which nominations may be submitted.

B. LIST OF CANDIDATES

1. A list of candidates will be entertained under the title of each office established in Article V, Sections B and C of the Constitution.
2. Officers who express a desire to run for re-election will be listed.
3. Nominations from the floor will be listed.

- C. OBLIGATIONS OF THE NOMINEES:** Nominees are required to make themselves aware of the obligations of office as listed in Article V of the Constitution and Addendums and Amendments thereof.

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- D. POSTING OF CANDIDATES: The President may elect to have the list of nominees published in the Club Update and Website along with their submitted summaries and qualifications prior to the date and time set for elections along with the time, date and location of the meeting at which the election of Officers will take place.

ARTICLE VI ELECTIONS

A. ELECTIONS PROCEDURE

1. The President shall have the responsibility of overseeing the election which will be held during the annual business meeting in the last quarter of the calendar year.
2. Voting
 - a. Voting will be by secret ballot except under conditions expressed in 5 and 6 herein stated.
 - b. Voting will be by members in good standing as described in Article IV in the Constitution and Article III, Section A (2) and Section B, (2) of the Bylaws, present at the time and place of the meeting designated for the election and as stipulated in c. below.
 - c. Absentee ballots may be obtained by contacting the President prior to the election, but must be returned and in the possession of the Communication Officer prior to the meeting at which the election takes place.
 - d. Officers: One selection may be made for each office.
3. Ballots will include all nominees listed under the office to which they aspire.
4. Ballots will be collected and votes recorded by the Communication Officer or his/her designee.
5. Certification: The President will verify the results and present the slate of new Officers at the election meeting. New Officers shall assume their duties on January 1.
6. Officers: One officer will be elected from the candidates listed for each office. If only one candidate is standing for election then their election to that office may be confirmed by majority approval of those present by voice vote.
7. Runoff: Should it become necessary, a runoff election shall be conducted prior to certification.

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8. Transition of Officers: During the time period between the election and the installation of the new Board, the outgoing Board shall assist the newly elected Officers to provide a smooth transition between administrations.

ARTICLE VI

AMENDMENTS AND ADDENDUMS

A. AMENDMENTS

1. Amendments to the Bylaws will be made in accordance with Article VII of the Constitution.

B. ADDENDUMS

1. Addendums to the Constitution and Bylaws will be made in accordance with Article VII of the Constitution.

Constitution and Bylaws of PDX MINI ADDENDUMS - AMENDMENTS

ADDENDUM TO THE CONSTITUTION AND BYLAWS OF PDX MINI MARCH 2005

1. REMOVAL OF APPOINTEES
 - a. Appointees will not be required to stand for re-election nor be subject to term limits as required in Article V, Section B of the Constitution.
 - b. Appointees may only be dismissed after: A majority vote of the Officers present at a regularly scheduled meeting; Being notified, in a timely manner and in writing, by the President of the pending action; Being given an opportunity to defend themselves against the action before the Officers and Directors at a regularly schedule meeting.
2. The Club Constitution and Bylaws have evolved over time to suit the current needs of the Club. The latest version, final revision created 3/4/05 and voted on by general membership and approved by majority vote on 3/9/05, supersedes all prior versions.

AMENDMENT TO THE CONSTITUTION AND BYLAWS OF PDX MINI

The Club Constitution and Bylaws have evolved over time to suit the current needs of the Club. The latest version, final revision created 3/4/05 and voted on by general membership and approved by majority vote on 3/9/05, supersedes all prior versions.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS OF PDXMINI JANUARY 2007

1. CHANGE OF CLUB NAME -From PDX MINI COOPER CLUB (Article I of the Constitution – Name and Mission Statement) Due to the future expansion of MINI models, (Cooper being only one) the name of the club is changed to “PDX MINI”
2. CHANGE OF BOARD POSITIONS TITLES
 - a. Event Coordinator(s) shall now be called the Event Director. (Article V Section C, (5) of the Constitution Officers and Board) Event Coordinators will be appointed by the Event Director.
 - b. In Article IV of the Bylaws section C, (2), stated “The Membership Coordinator...” and in the Constitution, Article V, section C, (8), it

Constitution and Bylaws of PDX MINI ADDENDUMS - AMENDMENTS

states "Membership Director". Both shall now reflect that this position is "Membership Director".

3. CHANGES IN MEMBERSHIP PRIVILEGES

- a. In Article III of the Bylaws, section A (2), the words "run for office, vote in elections" have been added.
- b. Article III of the Bylaws, section A (4) has been added to limit voting and running for office, to members only.

ADDENDUM TO THE CONSTITUTION AND BYLAWS OF PDX MINI

ADDITION OF BOARD POSITIONS -Article V, Section C, (6 & 9) of the Constitution

1. Past President, (non-voting) advisory position, filled by previously elected president to provide continuity between administrations.
2. Member At Large -(Appointed position) A long time member in good standing, who adds the experience of history and continuity to club decisions and activities.

APPROVED BY A MAJORITY VOTE ON JANUARY 20, 2007.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS OF PDX MINI APRIL 2009

CHANGE OF TERMINOLOGY - Article III, Section A, (3 & 4) and Section B, (2) of the Bylaws

1. Change the designation of non-member to club guest as described in Article III, Section A, paragraphs 3 and 4 and Section B, paragraph 2 of the Bylaws.

APPROVED BY A MAJORITY VOTE ON APRIL 9, 2009.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS OF PDX MINI SEPTEMBER 2009

CHANGE OF TERMINOLOGY - Article I, Mission Statement of the Constitution

1. Change the designation of the club from an organization to a 501(c)(7) corporation

Constitution and Bylaws of PDX MINI ADDENDUMS - AMENDMENTS

CLARIFICATIONS OF TERMINOLOGY - Article V, Section B (2) and Section C (8 c and e) of the Constitution

1. Change the term from one year to one calendar year
2. Change the membership directory distribution to be upon request
3. Remove the paragraph pertaining to organizing and maintaining a "Buddy System"

CLARIFICATION OF MEMBERSHIP - Article III, Section A (1 & 2) of the By Laws

1. Change the delivery method of club updates to electronic
2. Remove the specific types of activities

CLARIFICATION OF PUBLICATIONS - Article IV, Section A (2 & 3) Section B (3), Section C (4) of the By Laws

1. Remove the paragraph that allows the club update financials to be exempt from the requirements of approval.
2. Remove the paragraph that allows the club website financials to be exempt from the requirements of approval.
3. Remove the paragraph that allows the club directory financials to be exempt from the requirements of approval.

CLARIFICATION OF CERTIFICATION - Article IV, Section A (5) of the By Laws

1. Clarify that the board officers assume duties on January 1

APPROVED BY A MAJORITY VOTE ON SEPTEMBER 10, 2009