

BYLAWS
of
Dynamic Mini Collective

ARTICLE I: NAME

Dynamic Mini Collective is incorporated as a non-profit social club under the laws of the State of Arizona and shall conform to all rules and regulations of the Internal Revenue Service Code Section 501(c)(7), registered on April 6, 2004 with the Department of State, State of Arizona, Trade Name No. 316728 under the name Dynamic Mini Collective hereinafter called the Club.

ARTICLE II: OBJECTIVES

The Club is incorporated to bring owners and enthusiasts of MINI/Mini automobiles together in the common promotion and enjoyment of their automobiles through education, driving, and social activities.

ARTICLE III: MEMBERSHIP

Section 1.

Membership is limited to Membership consistent with the Articles of Incorporation and Bylaws of the Club. Prospective Members shall complete a Club application as provided by the Club.

Section 2.

There shall be two (2) types of Members of the Club:

- 1) Individual Members
- 2) Family Members

Section 3.

Individual Membership will be limited to one (1) vote on any issue at Annual, General or Special Meetings of the Club. An Individual Member is entitled to:

- 1) Attend any Club event of their choosing
- 2) Attend and vote on any issue at any Annual, General or Special Meetings of the Club
- 3) Stand for election to any elected office in the Club as hereinafter provided

Section 4.

Family Membership may be granted when more than one (1) Member resides in a household and chooses not to join as separate individual Members. Family

Memberships will be limited to one (1) vote per family membership on any issue at any Annual, General or Special Meetings of the Club. Before any vote not taken via ballot, the person conducting the meeting shall remind the membership that only one family member should vote for the entire family.

A Family Member is entitled to:

- 1) Attend any Club event of their choosing
- 2) Attend and vote on any issue at Annual, General or Special Meetings of the Club
- 3) Stand for election to any elected office in the Club as hereinafter provided

Section 5.

Any Member who resigns from the Club during the Membership year is not entitled to a refund of any prorated annual dues for the remaining portion of the year.

Section 6.

Members must be at least eighteen (18) years of age with legal rights to sign any event disclaimers, or provide a signed letter from a guardian providing permission to join the Club or attend Club events. An adult must accompany minors attending Club events.

ARTICLE IV: MEMBERSHIP DUES

Section 1.

Membership Dues shall be for a period of twelve (12) months, commencing on the month the Member's application and dues are received by the Club Treasurer and/or an individual designated to oversee Membership issues/dues.

Section 2.

Membership Dues may be paid by personal check and/or via any electronic payment method established by the Club. Membership Dues shall be payable to Dynamic Mini Collective.

Section 3.

Renewal of Membership Dues shall be due and payable on the first day of the anniversary month of a Member's original payment to the Club. Membership expires on the anniversary date of the Member's original payment to the Club, as noted in Club records.

Section 4.

Membership Dues shall be in the amount of Twenty-Five Dollars (\$25.00) for the period of twelve (12) months.

ARTICLE V: MEMBER CODE OF CONDUCT

Section 1.

The Member Code of Conduct is as follows:

Members shall not conduct themselves at any Club function, event, Meeting and/or forum in a manner that reflects poorly on the Club's Membership and/or the Club.

- 1) Members will not use registered logos/trademarks or offensive material in the promotion of the Club or on any public forum operated by the Club.
- 2) Members will abide by any and all rules as defined by the Club.
- 3) At the discretion of Club Officers, Members who do not follow and/or abide by the Club Rules may have their Membership revoked.
- 4) Members may invite one (1) Prospective Member to drive in any Club event. Prospective Members will be limited to one (1) event unless otherwise agreed to by the Club officers. A Prospective Member is defined as anyone who has never been a Member of the Club at any time in the past. The DMC does invite non-resident, non-members to join us for events when they happen to be in the area.

Section 2.

Club Officers shall define a Member in Good Standing as a Member who abides by the above Member Code of Conduct and is not facing conduct review.

ARTICLE VI - MEETINGS

Section 1.

Annual Meeting.

The Board of Directors, hereinafter called the Board, shall set the time, date and location of the Annual Meeting. The Annual Meeting shall be held as close to mid-July as possible.

Section 2.

General Meetings.

The time, date, and location of the general Meetings shall be set by the Board. Meetings will be scheduled at least one (1) month in advance.

Section 3.

Special Meetings.

Special Meetings may be called if so voted by a simple majority of the Board, or by a petition signed by ten percent (10%) of the voting Members. The date, time

and location of any Special Meeting shall be set by the Board. A Special Meeting shall be held within thirty (30) days of a Member-submitted petition.

Section 4.

Notice.

Not less than ten (10) days prior to any Special or Annual Meeting notice shall be given to each voting Member, by electronic mail. Members without an email account shall be notified by telephone, US mail, or in another manner as decided by the Board or agreed upon with a specific member. Notices are also posted on the Members Only section of the DMC Forum on the website. It is the responsibility of each member to keep updated contact information with the DMC.

Section 5.

For scheduling purposes, it is requested that any Member wishing to address a General Meeting should contact the Secretary to be placed on the agenda. Any Member of the Club will be given time to address issues to the Board during General Meetings. Time limits may be imposed if the agenda is full.

ARTICLE VII: OFFICERS

Section 1.

The Officers of the Club, hereinafter referred to as Officers, shall consist of five voting Members, including three (3) Co-Chairs, a Secretary, and a Treasurer.

Section 2.

Officers shall be elected by Members in good standing at the Annual Meeting, in accordance with Article IX.

Section 3.

Officer's term of office for shall be one (1) year immediately following the conclusion of the Annual Meeting at which they are elected.

Section 4.

The Co-Chairs, Secretary and Treasurer may be re-elected for multiple consecutive terms of one (1) year. There is no limit to the number of terms for which the officers may be reelected.

Section 5.

If a vacancy should occur in an elected office, the Board may convene a Special Meeting to appoint a Member to fill the vacant office on an interim basis until the following annual election of Officers.

Section 6.

The job descriptions for the officers are as follows:

- A. The Co-Chairs shall share responsibilities normally assigned to a single president. Division of duties may be split among the Co-Chairs. The duties include, but are not limited to:
 - (1) Be responsible for conducting the business of the Club.
 - (2) Preside at all Meetings of the Board and Membership.
 - (3) Have the authority to appoint Volunteer Committees with the approval of the Board.
 - (4) Sign, with the Secretary, all contracts and documents authorized by the Club in accordance with Article X.
 - (5) Delegate one Co-Chair as Co-Signer, as needed, to co-sign checks for authorized disbursements on behalf of the Club.
 - (6) Be ex-officio Member of all Committees.
 - (7) Keep officers informed of the activities of the Club.
 - (8) Have oversight of all Committees.
 - (9) Delegate to the Secretary and Treasurer duties as needed.
- B. The Secretary's duties include, but are not limited to:
 - (1) Act as the Club's representative for all correspondence.
 - (2) Maintain all Club correspondence files.
 - (3) Keep a record of the proceedings of the Club.
 - (4) Keep and have available for reference at all Meetings one book in which the Club's Articles of Incorporation, Bylaws, Member Code of Conduct and Annual Reports are kept current.
 - (5) Preserve Committee Reports, among other records.
 - (6) Prepare and maintain a current inventory of all legal documents, records and equipment belonging to the Club.
 - (7) Keep and prepare minutes of Board Meetings, mailing copies to Board Members so that they are received a week before Board Meetings at which they are to be approved.
 - (8) Prepare and submit the Annual Corporation Commission Report.
 - (9) Oversee Club newsletters.
 - (10) Oversee Club Webmaster.
 - (11) Assist Officers as needed.
- C. The Treasurer's duties include, but are not limited to:
 - (1) Serve as custodian of all funds of the Club and deposit them in insured financial institutions.

- (2) Co-Sign checks as needed for authorized disbursements on behalf of the Club.
- (3) Maintain and make all financial records available for audit.
- (4) Prepare and present a financial statement at each Meeting of the Board and at Annual Meetings.
- (5) Receive and record all financial transactions including Membership dues.
- (6) Prepare and present annually a financial report covering the previous year.
- (7) Maintain current Membership Directory and oversee any Membership committee.
- (8) Implement financial policy.
- (9) Assist Officers as needed.
- (10) Serve as custodian of Club checks and debit card.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1.

The Board shall be comprised of the following: any immediate past Board Members who may serve for one year as non-voting consultants to the Board, and the five elected officers of the Club.

Section 2.

Each voting Member of the Board shall have one (1) vote for each motion brought before the Board.

Section 3.

At any Meeting of the Board a quorum shall consist of a majority of the Members of the Board, three (3) of whom shall be elected officers of the Club.

Section 4.

The Board shall meet at least four (4) times a year to conduct the business of the Club.

Section 5.

The Board shall meet within sixty (60) days prior to the Annual Meeting and within thirty (30) days following the Annual Meeting.

Section 6.

Any Member of the Board who is absent from two (2) consecutive Meetings of the Board may be required to furnish adequate explanation of his or her absence, failing which the Board may declare the office vacant.

Section 7.

Minutes of the Board Meetings shall be made available to Members of the Club on request.

Section 8.

The Board may establish Committees and may make appointments to said Committees as deemed necessary for the effective operation of the Club.

Section 9.

Any Officer, Member of the Board, or Committee appointee, upon retiring from an Office or Appointment shall pass to his or her successor or to the Secretary of the Club, any material pertinent to the Office or Position and any equipment or supplies belonging to the Club.

Section 10.

Each Officer, Member of the Board, or Committee Appointee shall be an Individual or Family Member of the Club at the time of assumption of the Office or Appointment and shall cease to hold the Office or Position if his or her Membership should lapse by failure to pay dues or by any other means.

Section 11.

If an elected or appointed Office or Committee position is declared vacant by the Board for reasons outlined in Section 5 of this article, the vacancy shall be filled by the method outlined in Article VII, Section 5.

ARTICLE IX: NOMINATIONS AND ELECTIONS

Section 1.

The Members of the Club shall elect the Club Officers at the Annual Meeting. A Nominating Committee shall prepare a list of nominees for the offices to be filled, and shall administer the nominations and election process with the cooperation of the Board.

Section 2.

The Nominating Committee shall consist of a Chair elected by the Membership at the Annual Meeting and a Member from each Chapter appointed by the Chapter Officers or elected by the Chapter Members, as defined in the Chapter's bylaws.

Section 3.

The term of office for the Committee Chair shall be one (1) year commencing with the Chair's election at the Annual Meeting. The term of office for the Members shall terminate at the time of the election of the Chair for the coming year. The Chair may be elected to a second consecutive term as Chair, and the

Members may be appointed to a second consecutive term as Members of the Committee.

Section 4.

If the position of Committee Chair becomes vacant before the completion of the Committee's duties, the Committee shall notify the Board and elect from among its Members a Chair to fill the vacancy. If the Committee is unable to elect a Chair, the Board shall appoint a Chair.

Section 5.

Each nominee shall be a Member in good standing and shall have consented to serve in the office for which he or she is nominated. All nominees shall have been Members of the Club for at least one (1) year at the time of the election. In the event that a write-in candidate should win an election, they may take office and serve only if they meet the requirements in Section 5 above. Should they not meet those requirements, the candidate with the next greater number of votes and meeting the requirements of Section 5 shall take office.

Section 6.

The Nominating Committee shall notify the Board of its list of nominees sixty (60) days prior to the election and shall announce its list twice preceding the election in a manner approved by the Board.

Section 7.

The published announcement shall include a candidate-provided resume for each nominee, a mail-in ballot, and appropriate instructions relative to any approved method of voting. All election ballots shall include spaces for a write-in candidate for each position.

Section 8.

The Committee shall collect and validate all ballots, and in arrangement with the presiding officer at the Annual Membership Meeting, count all ballots cast and report the results to the Board.

Section 9.

If any office cannot be filled by election at the Annual Meeting, the Incumbent, if desired, may serve until the vacancy is filled in a manner determined by the Board.

Section 10.

In the event of a tie for any elected office, attending Members will vote for the position in a run-off election at the Annual Meeting.

Article X: COMMITTEES

Section 1.

The Board at its discretion will form and dissolve committees to assist in the running of the Club.

Section 2.

The term of office for all Committee Chairs shall be the same as that of the appointing Board, but any Chair may be reappointed to the same position at the discretion of the presiding Board, with the exception of the nominating committees as defined in Article V herein.

Section 3.

Upon his or her departure from the office the Chair of a Committee shall deliver to the Secretary all files and materials which pertain to the position being vacated.

Section 4.

Volunteer Committees. Officers may appoint volunteers for special committees. A Club Officer will oversee said committees. Any Member may become a volunteer.

ARTICLE XI: CHAPTERS

Section 1.

A chapter shall be defined as a fellowship of like-minded Members who wish to organize under the guidelines set forth herein.

Section 2.

The Club will recognize Chapters who wish to organize in common fellowship and under the guidelines outlined within the Club's Articles of Incorporation and Bylaws. At inception, a Chapter must have at least five (5) Members.

Section 3.

Prospective Club Chapters must submit to the Board its Chapter Bylaws for review prior to a Chapter being granted Chapter status. The Board reserves the right to Amend said Chapter Bylaws and or reject Chapters that are non-conforming to the Club's Articles of Incorporation and Bylaws and requirements of IRS Section 501(7)(c). The decision of the Board shall be communicated in writing to the applicants.

Section 4.

A Chapter may plan its own Meetings, projects, and programs of activity without requiring approval of the Board, but will at all times conform to the objectives of

the Club and its Bylaws. Prior notification of such events shall be presented to the board at least seven days prior to the event.

Section 5.

Members of Chapters will make Membership Dues, as outlined in Article III, payable to Dynamic Mini Collective and a prorated share, as agreed to by the Board of Directors, of said Membership Dues will be reimbursed to Chapter on a Quarterly basis.

Section 6.

All Chapter expenses shall be paid directly to firms, institutions, suppliers or individuals by checks drawn on the Club's bank account with prior Board approval. Funds accruing to Chapters through any activity shall be handled under guidelines established by the Board. Any expenses incurred by a Chapter shall be the responsibility of the Club, provided approval is granted for said expenses from the Board. Chapters, their officers and Members must always adhere to and protect the Club's non-profit status.

Section 7.

In the event that any Chapter becomes dormant or is dissolved, the Officers of such Chapter shall forward to the Club's Secretary all records, accounts, library, other physical property, and files of such Chapter. These shall be returned should the Chapter be revived within a period of five years.

Section 8.

Should there be complaints about a Chapter from Members, said complaint should be directed to the Board.

Section 9.

Once Chapter status is granted, the Board reserves the right to revoke a Chapter if in the view of the Board, the Chapter is not conforming to the Chapter's Bylaws, the Club's Articles of Incorporation and Bylaws, and to the requirements of IRS Section 501(7)(c).

Section 10.

Revocation of any Chapter for reasons stated above will be immediate and placed in writing to Chapter officers.

ARTICLE XII: EXECUTION OF INSTRUMENTS

Any contract, document, or instrument in writing of a legal nature or involving an amount of money in excess of One Hundred Dollars (\$100), required to be executed on behalf of the Club, shall be signed by two of the officers, one of who shall be a Co-Chair. Other documents may be signed by an Officer singly with the consent of the Board, which may be polled by telephone for that consent.

ARTICLE XIII: FISCAL YEAR, ANNUAL BUDGET AND AUDIT

Section 1.

The Club's fiscal year shall be from July 1 to June 30. The Treasurer shall submit to the Board a financial report for the preceding fiscal year within forty-five (45) days of the Annual Meeting.

Section 2.

At the end of each calendar year the Board shall receive an audit of the Club's financial records. The audit shall be conducted by a qualified person or persons, and shall cover the period of July 1 to June 30. A summary of the results shall be reported to the Board by August 15 and to the Membership at the Annual Meeting.

The qualified person or persons to conduct the audit shall be defined as those who have been Members in good standing for at least one full year at the time of commission. They shall schedule the audit to be conducted within a reasonable timeframe at the convenience of the Treasurer and return all materials to the Treasurer promptly.

Section 3.

The annual budget for the fiscal year shall be submitted to the Board for approval no later than May 1.

ARTICLE XIV: AMENDING BYLAWS AND MEMBER CODE OF CONDUCT

Section 1.

Bylaws and Member Code of Conduct may be reviewed at the Annual Meeting.

Section 2.

Comments from Members unable to attend the discussion of proposed Bylaws or Member Code of Conduct changes can be submitted by mail or e-mail. These comments will be read at the Meeting.

Section 3.

The Bylaws and/or Member Code of Conduct may be altered, abrogated, or added to either generally or for any particular occasions at any Annual, General or Special Meeting by a vote of a majority of two-thirds of those Members voting including voting in a postal ballot, or by a unanimous vote of the Board. It shall be the duty of the Board to ensure that any new Rule or amendment to the Rules is

registered in accordance with the Acts and no new Rule or amendment to the Rules will be valid until so registered. Proposed Bylaws or Member Code of Conduct changes will be adopted immediately and will be reflected in the Bylaws or Member Code of Conduct within 45 days.

Section 4.

Any Member wishing to propose any alterations, abrogations or additions to the Rules at the Annual, General or Special Meeting shall provide to the Board notice in writing detailing any proposed alteration. Such notice shall be given not less than one week prior to said Meeting. The only exception shall be the review of the Bylaws at the Annual Meeting, at which members may propose changes to the Bylaws.

Section 5.

If the Board fails to unanimously adopt a proposed change to the Bylaws or Member Code of Conduct, the proposing member may request a vote of the membership present at the meeting. The Bylaws and/or Member Code of Conduct may be altered by a vote of a majority of two-thirds of those members present.

Section 6.

Discussion and consensus decisions related to proposed Bylaws or Member Code of Conduct changes will be included in the minutes of the Meeting.

Section 7.

Any dispute concerning the implementation or interpretation of the Club's Bylaws or Member Code of Conduct and/or any matter that may arise affecting the Club not provided for by the Club's Bylaws or Member Code of Conduct shall be determined by the Board whose decision shall be final.

ARTICLE XV: DISSOLUTION

Upon the dissolution of the Club, the Board shall, after paying all liabilities, transfer all of its assets to another non-profit organization in accordance with IRS section 501(7)(c) requirements.

A 7/8 (seven-eighths or 87.5%) majority of the current number of the Members in good standing for at least a year and a day (requiring one renewal) at the time of the proposal, shall agree at a membership meeting to dissolve the club. At this time, they shall also decide upon other non-profit organizations to which to transfer the club's liquidized assets as described above. To be eligible to receive the assets of the DMC, an organization will not have a current DMC officer, board member, or member on its board.