

## Appalachian Region - Porsche Club of America

### Bylaws

#### **ARTICLE I. Name**

The name of the Club shall be the Appalachian Region - Porsche Club of America, and here within referenced as the "Club."

#### **ARTICLE II. General Objectives**

The members of this Club are joined together and are mutually pledged to the furtherance and promotion of the following:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- D. The establishment and maintenance of mutually beneficial relationships with Porsche AG (Corporation), Porsche Cars North America (PCNA), Porsche Dealers and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- E. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be mutually desirable.
- F. The establishment of such mutually cooperative relationships as may be desirable with other sports car clubs.
- G. To engage in charitable activities, including the conducting of fundraising events for Internal Revenue Code Section 501(c)(3) organizations, but in no way endorsing the establishment of a 501(c)(3) organization associated or affiliated with the Club.

#### **ARTICLE III. Policy, Powers and Registered Agent**

- A. This Club shall be politically non-partisan.
- B. This Club shall have the power to do all things and conduct all business, not for profit, as authorized under the North Carolina General Statutes, in particular the North Carolina Nonprofit Corporation Act found at Chapter 55A, as amended, necessary to carry out the general purposes set forth in the Articles of Incorporation and in these Bylaws.
- C. All obligations incurred by this Club are incurred solely as corporate obligations.
- D. No personal liability whatsoever shall be attached to or incurred by any member or officer of this Club by reason of any corporate obligation or liability.
- E. The registered agent of the Club shall be the Club President and the principal office of the Club shall be the residence of the Club President or of any elected Club Officer to be designated by the Club President. The Club Secretary shall keep all such information current with the North Carolina Secretary of State by making the required filings.
- F. The Club shall be authorized to establish such bank accounts as the Board of Directors deems appropriate for the orderly and efficient operation of the Club. Each such account

will have a minimum of two members of the Board of Directors authorized as signatories, two of which will be the Treasurer and President, both of whom will have electronic access to the accounts.

## **ARTICLE IV. Memberships**

### **Section 1 - Membership**

- A. Any Porsche owner or co-owner is eligible for membership in one of the membership classes as prescribed in the Bylaws of the Porsche Club of America, Inc., here within referenced as “PCA” or “National Club”, and the membership application processes of PCA.
- B. In accordance with these Bylaws, membership of any member may be revoked for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.
- C. All members must be active members in good standing in the Porsche Club of America, Inc.

### **Section 2 – Classes of Membership**

- A. **Active Member.** Any owner, lessee or co-owner of a Porsche acceptable to the Club, who is 18 years of age or older, may become a member of the Club, provided he or she is also a member in good standing of the Porsche Club of America, Inc.
- B. **Family-Active Member.** An individual requested by an active member as his or her family – active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- C. **Honorary Member.** Any person who merits recognition for outstanding interest in or service to the Club may be elected to Honorary Membership by a majority vote of the Board of Directors. Such membership shall be limited to one year but may be renewed at the option of the Board of Directors.
- D. **Affiliate Member.** Any person 18 years of age or older, named by the Active Member at time of joining or at renewal of membership, in lieu of a Family-Active Member.
- E. **Associate Member.** An Active Member who ceases to own, co-own or lease a Porsche while in good standing, or any person employed by a Porsche-oriented business, interested in the Club and its objectives provided he or she is also a member in good standing of the Porsche Club of America, Inc. A person of the Associate Member’s family who has been a Family – Active Member as in (C) above, may continue as a Family – Associate Member, similarly.

### **Section 3 – Privileges**

Members, including family members, in good standing shall be entitled to all the privileges of the Club, except that Honorary Members, Associate Members and Affiliate Members shall be entitled neither to vote nor hold elective office. Electronic voting will allow for space for the vote of the Family-Active Member. A member may cast only one vote in any election or referendum. One family member may not vote on the behalf of another family member, unless a written and signed proxy is given the representing family member. Accordingly, an elected officer in good standing whose membership

classification changes from Active or Family - Active during their term in office shall not cease to serve in their elected office due to that change in membership classification.

#### **Section 4 – Suspension of Membership**

Any member may be suspended by a two-thirds vote of the Club's Board of Directors for infractions of PCA or Club rules or regulations or for actions inimical to the general objectives or best interests of PCA or the Club. Upon written notice by the Club's Board of Directors of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the PCA Board of Directors or a committee appointed by the PCA Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the 45 day appeal window. In the event of an appeal, the PCA Board of Directors may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of Active and Associate Members are also applicable to Family-Active, family Associate and Affiliate Members.

#### **ARTICLE V. Officers**

- A. **Leadership.** The leadership of the Club shall be vested in the Board of Directors and shall consist of the President, Vice President, Secretary, Treasurer, and the most immediate past President continuing to be an Active Member of the Club.
- B. **Terms.** The term in office for each member of the Board of Directors shall be for two years and shall end on December 31<sup>st</sup>, or until his or her successor for the following term is elected and takes office. The President and Vice President shall be limited to two consecutive terms (4 consecutive years, in total) in the same office. The Secretary and Treasurer shall have no term limitation.
- C. **Duties.**
  1. **President.** The Club President shall preside at all meetings of the Board of Directors. The President shall call at least 6 meetings of the Board of Directors per calendar year. The President may call meetings of the Board of Directors as the President may see fit and shall call such a meeting at the request of a majority of the Board of Directors. The President shall perform the duties usually pertaining to the President's office, to include the personal accomplishment, or delegation and supervision to accomplish:
    - a). Maintain Club relations with the National Club, the Zone 3 Representative, and the other Regional Clubs within Zone 3.
    - b). When possible, represent the Club by attending the National Club's annual business meeting at the national Porsche Parade and attend Zone 3 meetings.
    - c). Maintain communications with the Club members through routine and frequent communications.

d). Timely submit all required Club documentation to the National Club on an annual basis.

e). Identify and appoint with Board of Director concurrence, Club members with the required specific skills and abilities to fill the defined appointed Committee positions; to serve during the President's term of office or as needed. Appointment shall be made within 30 days of the President assuming office. Announce the appointment of these positions to the Club membership via email or the Club website, following the appointment.

f). The President shall perform all duties incident to the President's office required by law.

**2. Vice President.** The Club Vice President shall assume the responsibilities of the Club President in the event of the President's absence, disability, disqualification, resignation, or death. Additional specific Vice President responsibilities include:

a). Assume specific Club responsibilities as assigned by the Club President.

b). Assist the President in the conduct of the administrative affairs of the Club.

c). Represent the Club in facilitating commitments.

d). The Vice President shall perform all duties incident to the Vice President's office required by law.

**3. Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast there at. In the event of a meeting absence, the Secretary shall arrange for the necessary assumption of responsibility. The Secretary shall cause to be posted on the Club's website notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the Club's records, unless the Club has arranged for the records to be archived. The Secretary shall perform all duties incident to the Secretary's office required by law.

**4. Treasurer.** The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause for electronic access to all bank accounts, with access provided to the President. The Treasurer shall cause the preparation of an annual budget. The Treasurer shall cause to be posted in the Club's official publication a full and correct report annually on the financial status of the Club, including income and balance sheets. The Treasurer shall also give a full and correct report on the financial status of the

Club at all meetings of the Board of Directors. The Treasurer shall cause to be maintained books of account, which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer, or by designees approved by the Board of Directors. As established by the Board of Directors, the Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Club expense, at the close of the fiscal year for a written review and the filing of applicable tax returns. The Treasurer shall perform all duties incident to the Treasurer's office required by law.

**D. Committees.** The President shall establish committees as are necessary for the performance of the Club's business with the majority consent of the Board of Directors. The President with the advice and majority consent of the Board of Directors shall appoint or replace the committee chairpersons. The committee chairpersons will be responsible for committee member composition.

**E. Officer Succession.** In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term. In the event of the death, resignation, disability or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or elected but not yet seated, the Board of Directors shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

#### **ARTICLE VI. Financial Accounts and Audits**

- A. **Fiscal Year.** The fiscal year of the Club shall begin on the first day of January each year and shall terminate on the following 31st day of December.
- B. **Financial Books.** The books of record shall be properly maintained to reflect financial receipts, disbursements, balances and assets of the Club.
- C. **Financial Audit.** An Audit committee consisting of one member of the Board of Directors and one active member appointed by the President with the advice and majority consent of the Board of Directors, or by a CPA (if the Board of Directors so requests) shall audit the books of the Club annually.

#### **ARTICLE VII. Meetings**

- A. **Annual Membership Meeting.** The annual membership meeting shall be held at such time, date and place during the month of December of each year as the Board of Directors may determine. If, for any reason, the annual meeting is not held at such time, the Board of Directors shall cause to be held an annual meeting of the members called as soon prior or thereafter as convenient.
- B. **Meetings of the Board of Directors.** At least six (6) meetings of the Board of Directors shall be held annually. The Board meetings shall be held at such time, date and place as the President may determine, and notice shall be sent at least 2 weeks previous and all materials to be discussed 1 week previous thereto to each Board member. Notice may be sent via any reasonably reliable mechanism. Board meetings shall be open to the Club membership and the schedule will be posted on the Club's website calendar. The

President may provide a time and place for holding additional meeting(s) without other notice than such resolution.

- C. **Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Board members. Notice of any special meeting of the Board of Directors shall be sent at least 3 days prior to each Board member and the notice posted on the Club's website.
- D. **Notice – Member Meetings.** A notice stating the time, date, place and purpose of any meeting of the members shall be sent to the Club membership not fewer than 15 days nor more than 90 days prior to such meeting via email, and posted on the Club's website.
- E. **Meeting Proceedings.** Roberts' Rules of Order, Revised, shall govern all meeting proceedings, and as required by law. Attendance at meetings shall be in person, unless allowed by proxy as stated in these Bylaws, or as required by law.
- F. **Manner of Acting.** The act of the majority of Board members at a Board meeting or Members at a Member meeting, at which a quorum is present, shall constitute a valid act of the Board of Directors, or Members, respectively.
- G. **Action by Directors without a Meeting.** Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or electronic means, setting forth the action so taken shall be agreed to by a majority of the Board members, or as required by law.
- H. **Meeting Minutes.** The Secretary will post the minutes of any meeting of the Club on the Club's website.

#### ARTICLE VIII. Elections

- A. **Nominating Committee.** One member of the Board of Directors, and two active members appointed by the Board of Directors shall constitute the Nominating Committee responsible for nominating a slate of officers to serve the following year.
  - 1. The Nominating Committee shall be appointed no later than August 15th of each election year.
  - 2. The Nominating Committee report and a call for additional nominees from membership shall be posted on the Club's website by September 15th.
- B. **Additional Nominations.** Any 10 (ten) Active Members of the Club may nominate in writing an active member of the Club for office with the written approval of that member. Such nomination must be submitted to the Nominating Committee by October 15th, as posted on the Club's website. Nominations made in this manner shall be included on the ballot.
- C. **Candidates.** For the information of the membership, a summary of PCA activity, qualifications, and general information, preferably written by each candidate, and not exceeding 250 words, shall be posted on the Club's website by November 1st.
- D. **Voting.** By November 1st, notice of voting, and provisions for electronic voting shall be established and posted by the Board of Directors on the Club's website. The ballot facilitated by electronic voting shall contain all nominees and the office for which they stand. The deadline for voting shall be December 1st.
- E. **Tellers, Results and Announcement.** A Teller Chair, along with two other Tellers, all voting members appointed by the Board of Directors, shall function to certify the

validity of the electronic voting process and tabulation within one (1) week of the close of voting. The candidate receiving the greatest number of votes for the office nominated shall be declared elected. The Secretary shall be notified of the results and shall cause the posting of the election results on the Club's website immediately thereafter.

**ARTICLE IX. Amendments**

- A. **Amendment of Bylaws.** The power to make or amend the Bylaws of the Club shall be vested in the membership, so long as such amendment is not inconsistent with the law or the Articles of Incorporation.
- B. **Proposed Amendments.** The Board of Directors, or ten percent or more of voting members of the Club, may propose amendments to these Bylaws. Amendments proposed shall be submitted to the Board of Directors via any Board member and shall be in writing, and shall be signed by each such member. A majority of the Board of Directors must approve the proposed amendment to be classified as recommended by the Board of Directors.
- C. **Notice of Proposed Amendments.** The Secretary shall cause proposals for Bylaws amendments to be posted on the Club's website at least 30 days prior to any vote on them, setting forth the bylaw provisions sought to be changed, the proposed new portion, rationale for the change and announcing the date of the proposed vote on their adoption.
- D. **Voting and Incorporation of Amendments.** Voting by the membership will be by electronic ballot. Provisions for electronic voting shall be established and posted by the Board of Directors on the Club's website. An amendment will be adopted if approved by majority of the total of votes cast. The deadline for voting shall not be less than two weeks from the date of notification, nor more than three. The Secretary will record the vote and cause the results to be announced on the Club's website.

**ARTICLE X. CERTIFICATE OF ADOPTION**

Adopted this day \_\_\_\_ of \_\_\_\_\_, 2015

Signature: \_\_\_\_\_  
Printed: \_\_\_\_\_  
President

Signature: \_\_\_\_\_  
Printed: \_\_\_\_\_  
Vice President

Signature: \_\_\_\_\_  
Printed: \_\_\_\_\_  
Secretary

Signature: \_\_\_\_\_  
Printed: \_\_\_\_\_  
Treasurer