

## ***Bylaws***

### **Porsche Club of America, Delaware Region - Updated 10/10/2002**

#### **ARTICLE I**

##### Name, Office and Territory

###### Section 1 – Name

The name of the Club shall be the Porsche Club of America, Delaware Region, Inc.

###### Section 2 – Office

The office of the Club shall be the residence of its duly elected President or his successor.

###### Section 3 – Territory

The Club's territory shall include the State of Delaware, Wicomico, Worcester, and Somerset Counties in the State of Maryland, which are embraced within the pertinent Region of the Porsche Club of America, Inc.

#### **ARTICLE II**

##### General Objectives

###### Section 1

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be 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 or 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 the Porsche factory, 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 such cooperation as may be desirable. The establishment of such mutually cooperative relationships with other Sports Car Clubs as may be desirable.

#### **ARTICLE III**

##### Policy

###### Section 1 - Political Activity

The club shall be politically non-partisan.

#### Section 2 - Powers

The club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the objectives of the club as set forth in the certificate of Incorporation, issued under the statutes of the State of Delaware, and in these Bylaws.

#### Section 3 - Obligations

All obligations incurred by the Club will be incurred solely as corporate obligations. No personal liability whatsoever will be attached to or be incurred by any officer or member of the Club, by reason of any corporate obligation or liability.

### **ARTICLE IV**

#### Membership

##### Section 1 - Members

Membership in the club shall be restricted to owners or co-owners of Porsches who are 18 years of age or older and to such other persons interested in the Club and its objectives as provided in Sections 2(b), (c), and (d) of this Article.

##### Section 2 - Non-Discrimination Policy

The Club does not discriminate against any person on the basis of race, color, national origin, disability, sex or age in admission, treatment, or participation in its programs, services and activities.

##### Section 3 - Classes of Membership

- a. Active - Members are defined as those persons listed in the National PCA membership list.
- b. Honorary - Any person who, on the affirmative vote of three-fourths of the Executive Committee at any regular or special meeting of the membership, is deemed worthy of recognition for outstanding interest in or service to the Club or the marque.

##### Section 4 - Membership Applications

All applications for membership shall be made to the National Club.

##### Section 5 - Privileges

- a. All members and their immediate family shall be entitled to attend Delaware Region activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.
- b. Only active members shall be entitled to hold elective office or to vote for officers or upon issues before a meeting.
- c. All members may hold appointive offices.

##### Section 6 - Expulsion

Membership will automatically lapse for non-payment of dues. Any member, so expelled may appeal to the Executive Committee and, upon the payment of such penalty as is determined by that committee, may be reinstated. A member may be expelled by a two-thirds vote of the Executive Committee for violations of the rules of the National or Regional Club, for unsportsmanlike or ungentlemanly behavior inconsistent with the best interests of the Club. Any expelled member shall have the right to appeal to the membership of the club, at any regular or special meeting of the Club, whose decision shall be final.

#### Section 7 - Suspension

Members may be suspended for reprehensible behavior, which, in the opinion of the Executive Committee does not warrant expulsion. Suspended members may appeal to the Executive Committee for reinstatement. Failing to receive a favorable decision by the Executive Committee, suspended members may appeal to the membership at any regular or special meeting. The membership may continue the suspension for a definite period of time or terminate the suspension.

#### Section 8 - Resignation

Any member may resign by addressing a letter of resignation to the Secretary. His resignation shall become effective on the date stated by him, and his privileges shall terminate as of that date.

### **ARTICLE V**

#### Meetings

##### Section 1

- a. A regular meeting of the membership will be held monthly, unless otherwise recommended by the President and approved by a plurality vote of the Executive Committee. In lieu of the December meeting, an annual banquet may be held.
- b. A quorum will be constituted by the membership present at a regular meeting.
- c. The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

### ARTICLE VI

#### Officers and Executive Committee

##### Section 1 - Officers

- a. The elected officers of the club will be President, Vice President, Secretary, and Treasurer.
- b. Upon nomination and election by the general membership, there may be more than one person in any given position, but that position will have only one vote in the business and affairs of the Executive Committee.
- c. All officers will be Active members of Delaware Region. Officers who become associate members during their term of office will continue to serve out their present term. No officer of Delaware Region shall hold office in any other region of Porsche Club of America.
- d. The officers shall be elected by secret ballot to serve for one year in accord with the fiscal year prescribed herein.

e. In the event of a vacancy in the office of President, the Vice-President will assume the office of President. In the event of a vacancy in any other office, the Executive Committee will fill such vacancy by appointment.

## Section 2 - Executive Committee

The elected officers and the immediate Past- President will constitute the Executive Committee. The Executive Committee will manage the business and affairs of the Club. The Executive Committee shall be subject to the orders of the Club and none of its acts shall conflict with action taken by the club.

### a. Duties

1. The President shall preside at all meetings of the Club. He/She shall supervise and coordinate the duties of the other officers. He/She shall be the chief spokesperson for the Club in all dealings with the public or other sports car clubs.

2. The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned by the President.

3. The Secretary shall keep full and complete minutes of all meetings of the Club or of the Executive Committee. He/She shall be responsible for notice to the membership of all regular and special meetings. He/She shall, at suitable intervals, inform the membership of coming club events, standings in Club activities, and other matters of interest to the members.

4. The Treasurer shall run his office in accord with Article IX (Accounts).

b. Failure of a member of the Executive Committee to perform the duties of his office will be considered grounds for removal from office. Such removal will require a written motion of removal published in a Club publication and a majority vote of the membership attending the next regular meeting after publication. Any elected officer or special appointment, having been removed from office as set forth in these Bylaws, is no longer a member of the Executive Committee.

c. The Executive Committee may make special appointments deemed advisable to insure the proper operation of the Club. The appointee will be a voting member of the Executive Committee. If the appointee fails to perform the duties of office, the Executive Committee may terminate the appointment.

d. Unless otherwise recommended by the President and approved by a plurality vote of the Executive Committee, regular meetings of the Executive Committee shall be held monthly.

## **ARTICLE VII**

### Election of Officers

#### Section 1 - Nominations

a. The executive committee will appoint a nominating committee. The duties of the nominating committee are as follows:

1. Notify the club members when nominations are open and closed.
2. Ensure that there is at least one nominee for each position.
3. Verify that all nominees will serve if elected.

4. Notify the club members of the nominees.

b. The nominating committee shall notify the club members in the September issue of Der Auspuff and at the September meeting that nominations are open.

c. Active members may make nominations from the floor at the October meeting of the Club. No second is required. Nominations from active members may be submitted to the nomination committee while the nominations are open.

d. Any member declining a nomination may be re-nominated only through one of the procedures prescribed in these Bylaws. Such re-nomination must occur before the close of nominations.

e. Nominations will close one week after the October meeting.

#### Section 2 - Notice of Elections

All members will be sent notice of the election and the candidates in a club publication 10 days prior to the November meeting.

#### Section 3 - Election Procedures

a. The annual election of officers will be held by secret ballot at the November meeting of the Club.

b. A provision for absentee ballots will be provided.

c. The candidate who receives the greatest number of votes cast for the office for which he/she is a candidate shall be declared elected. In the event of a tie, the Zone 2 representative will make a tiebreaker vote.

d. A vote must be taken for each office, even if the position is uncontested. Write-in candidates are acceptable.

e. Active members as defined in Article IV are eligible to vote.

#### Section 4 - Notice of Election Results

Names of the elected officers will be announced at the November meeting and published in the next issue of der Auspuff.

### **ARTICLE VIII**

#### Committees

The Executive Committee may establish any committee, necessary for the performance of the Club's business and affairs. The President, with the advice of the Executive Committee, will appoint the Chairperson and members of any such committee, and, in like manner, may dismiss or replace the Chairperson or members. Committees may include, but not be limited to, Bylaws, Audit, Membership, Newsletter, Track Events, Technical and Program, Entertainment and Activities, and Liaison among others.

### **ARTICLE IX**

#### Accounts

##### Section I

- a. Fiscal year: The fiscal year of the Club will begin on the first day of January and end on the thirty-first day of December.
- b. Books: The books of record will be properly maintained to reflect financial receipts, disbursements, balances, assets and liabilities of the Club.
- c. Audit: The Executive Committee will select a Certified Public Accountant or audit committee to perform an annual audit of the books of the Club.
- d. Financial Statement: At the next regular meeting or by Club publication, following the annual audit of the books, the Treasurer will submit the financial statement of the Club to the membership.
- e. Funds: The funds of the Club will be deposited in a bank recommended by the Treasurer and designated by vote of the Executive Committee.
- f. Financial Orders: the President or Treasurer will sign Checks and other financial orders for the payment of monies in the name of the Club. Checks for payments in excess of \$250 will be reviewed and approved by two members of the Executive Committee prior to disbursement. The Executive Committee must approve expenses or commitments in excess of \$1,000.

## **ARTICLE X**

### Amendment of the Bylaws

#### Section I

- a. Notice of proposed amendment(s) to the Bylaws must be presented in a Club publication prior to the regular meeting at which the amendment(s) will be considered.
- b. The Bylaws may be amended by a two-thirds vote of the membership at a regular meeting.
- c. Amendments to the Bylaws may be proposed by the Executive Committee, or by petition signed by any five members and addressed to the President or Secretary.