

**KEYSTONE REGION**

**PORSCHE CLUB OF AMERICA**

28 July 1997

**C O N S T I T U T I O N**

**ARTICLE I: NAME AND HEADQUARTERS**

**Section 1: Name**

The name of this club shall be the "Keystone Region, Porsche Club of America, Inc.", hereinafter referred to as "the Club."

**Section 2: Principle Office**

The principle office of the Club shall be at the residence of its duly elected President or at the residence of his/her predecessor.

**ARTICLE II: OBJECTIVES**

**Section 1: 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, Porsche Cars North America, Porsche dealers, and service and supply sources to the end that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history and on road and track.
- 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 cooperative relationships with other sports car clubs as may be mutually desirable.

**ARTICLE III: POLICY AND POWERS**

**Section 1: Policy**

- a. The Club shall be politically non-partisan.
- b. The Club shall operate strictly as a not-for-profit organization,
- c. The Club shall have a separate statement of policies and operating procedures.

**Section 2: Powers**

- a. The Club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in the certificate of incorporation, in this Constitution, and in the By-Laws of the Club.
- b. All obligations incurred by the Club are incurred solely as corporate

obligations. No personal liability whatsoever shall be attached to or be incurred by any member or officer of the Club by reason of any corporate obligation or liability.

#### **ARTICLE IV: MEMBERSHIP**

##### **Section 1: Eligibility for Membership**

- a. Any person who owns, co-owns, or leases a Porsche is eligible for membership as prescribed in the By-Laws.
- b. In accordance with the By-Laws, 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 Club members must currently be members in good standing of the national organization, Porsche Club of America, Inc.

#### **ARTICLE V: OFFICERS, ELECTIONS, AND MEETINGS**

##### **Section 1: Officers**

- a. The leadership of the Club shall be vested in the Board of Directors, consisting of a President, Vice President, Secretary, Treasurer, and two Board Members At-Large. The immediate Past President shall serve as an ex-officio member of the Board of Directors.
- b. In the event that any officer or board member is unable to complete his/her term in office, the following succession will prevail. For President, the Vice President will succeed. Any office or board position, other than that of the President, which becomes vacant between elections will be filled by Presidential appointment with the advice and consent of the Board of Directors.

##### **Section 2: Elections**

- a. The members of the Board of Directors will hold office for one year, or until their successors for the following year are elected. No member will serve continuously for more than two consecutive terms in the same office. No member will serve continuously for more than a total of four consecutive years in elected offices without a break of at least two years.
- b. In the event that there are no candidates available for an elective position, the Board of Directors may recommend nomination of a current officer or board member for an additional term beyond the limits described in Section 2(a) above.
- c. Results of the election shall be announced in the Club newsletter and at the Annual Meeting of the Club. Such Annual Meeting will be held each year at a time and place to be determined by the Board of Directors. Publication in the Club newsletter of the time and the place of the Annual Meeting at least 30 days prior to such meeting shall be deemed sufficient notice to the membership.

##### **Section 3: Meetings**

All meetings for the conduct of Club business shall be conducted with usual parliamentary procedures as specified in Roberts Rules of Order.

#### **ARTICLE VI: AMENDMENTS**

This Constitution may be amended as prescribed in the By-Laws.

**KEYSTONE REGION  
PORSCHE CLUB OF AMERICA, INC.  
28 July 1997**

**BY - LAWS**

*These shall be the By-Laws of the  
Keystone Region, Porsche Club of America, Inc.,  
as approved 28 July 1997*

**ARTICLE I: MEMBERSHIP, DUES, AND PRIVILEGES**

**Section 1: Active, Family, and Affiliate Members**

- a. Active Member: Any person 18 years of age or older who owns, co-owns, or leases a Porsche may become a member of the Keystone Region, Porsche Club of America, Inc. (hereinafter referred to as "the Club"), provided that person is also a member in good standing of the Porsche Club of America, Inc. (hereinafter referred to as "PCA National"), and also provided that he/she makes an application for membership and is approved by the Membership Committee of the Club. Active Membership may include, if requested by the Active Member, one other person to be designated as a Family Member or as an Affiliate Member, as prescribed in these By-Laws, whether that Family Member or Affiliate Member would be otherwise qualified for Active Membership by ownership of a Porsche or not.
- b. Family Member: Any member of the immediate family of an Active Member, who is 18 years of age or older and who is designated by the Active Member as his/her Family Member. This category of membership is restricted to a wife, husband, brother, sister, daughter, son, mother, or father of the Active Member, whether otherwise qualified for Active Membership by ownership of a Porsche or not.
- c. Affiliate Member: Any person 18 years of age or older, designated by the Active Member at time of joining the Club or at renewal of membership in lieu of a Family Member.

**Section 2: Other Categories of Membership**

- a. Associate Member: An Active Member who ceases to own, co-own, or lease a Porsche while in good standing, or any person who is employed by a Porsche-oriented business, is interested in the Club and its objectives, and has paid Club dues and fees as required.
- b. Honorary Member: Any person who merits recognition for outstanding interest in or service to the Club may be elected to Honorary Membership by a two-thirds 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.
- c. Lifetime Member: Any person who is deemed to have performed extraordinary service to the Club may be honored as a Lifetime Member by a two-thirds vote of the Board of Directors. Lifetime Memberships shall provide for a waiver of regional dues and shall accord such members the full benefits and privileges available to Active Member as long as the designated

Lifetime Member shall maintain membership in good standing with PCA National.

**Section 3: Termination of Membership**

- a. Termination: Membership **Club will automatically lapse** for non-payment of dues PCA National.
- b. Suspension: In the event it is recommended by a member that a Club member's membership be suspended, and after discussion among the Board of Directors, the President shall appoint a Special Disciplinary Committee of at least three disinterested Club members to determine facts and make recommendations to the Board of Directors. After considering the report of the Special Disciplinary Committee, the Board of Directors may, upon two-thirds vote, suspend the membership of a Club member for violation of National or Regional Club rules and regulations or for other action inimical or detrimental to the general objectives or best interests of the Club. Upon suspension, the expelled member shall be given a reasonable opportunity to be heard by the Board of Directors. The member shall have the right of appeal to the hip of the Club at any regular or special meeting. The decision by a majority of the members assembled at this meeting will be final.

**Section 4: Dues**

- a. Annual Regional Dues: Each Active Member and Associate Member of the Club shall pay such annual regional dues as may be recommended by the Board of Directors. Any change in dues amount must be approved by a majority of the membership assembled at a regular meeting. A notice of the proposed dues change must be published in the Club newsletter prior to the regular meeting at which the membership will vote on the change.
- b. Payment of Regional Dues: The annual regional dues are payable with submission of application for membership in the Club and in PCA National. Thereafter, the dues become due and payable by each Active and Associate Member within 30 days from date of issue of dues notice.

**Section 5: Privileges**

All members in good standing, including Active, Associate, Family, Affiliate, Honorary, and Lifetime Members, shall be entitled to all of the privileges of membership in the Club, to include but not be limited to voting in elections. All classes of members may hold appointive or elective offices

**ARTICLE II: MANAGEMENT, OFFICERS, DIRECTORS, AND COMMITTEES**

**Section 1: Officers and Board of Directors**

The Board of Directors of the Keystone Region, PCA, shall be its President, Vice President, Secretary, Treasurer, and two Board Members At-Large. The immediate Past President of the Club shall serve as an ex-officio member of the Board of Directors. The members of the Board of Directors shall serve terms as specified in the Constitution of the Club. Terms of office of officers and board members shall expire on December 31 of each year.

**Section 2: Management**

The management of the Keystone Region, PCA, shall be by its Board of Directors. The duties and responsibilities of the officers and board members shall be determined by the President according to parliamentary practices and with the advice and consent of the Board of Directors. The President and the Board of Directors shall insure the proper conduct of the administrative affairs of the Club by the officers and board members, the fulfillment of duties by the officers and board members, and compliance with these By-Laws and the Constitution of the Club. Each member of the Board of Directors shall have one vote.

**Section 3: Committees**

The President shall establish such committees as are necessary for the performance of the Club's business. Committee chairs shall be appointed by the President with the advice and consent of the Board of Directors. A majority vote of the Board of Directors shall be necessary and sufficient to appoint or to

dismiss a committee chair.

### **ARTICLE III: DUTIES OF OFFICERS AND DIRECTORS**

#### **Section 1: Duties of the President**

The President shall preside at all meetings of the members and the Board of Directors and shall perform all duties pertaining to his/her office. The President shall be the chief executive of the Club. The President, with the advice and consent of the Board of Directors, shall have the power to appoint committee chairs. The President shall have the power to choose the location of Board meetings, subject to concurrence of the Board.

#### **Section 2: Duties of the Vice President**

The Vice President shall perform the duties of the President in the absence of the President as directed by the Board of Directors. He/She shall assist the President and the Board of Directors in performing such duties as may be assigned by the President.

#### **Section 3: Duties of the Secretary**

The Secretary shall attend all meetings of the members and Board of Directors and shall record full and complete Minutes of the proceedings and all votes. The Secretary shall perform such other duties incidental to this office as required by these By-Laws. The Secretary shall have custody of the Club records for the current and preceding years.

#### **Section 4: Duties of the Treasurer**

- a. The Treasurer shall have custody of all monies, debts, obligations, and assets belonging to the Club. The Treasurer shall receive all monies of the Club and deposit them to the Club's account in the bank selected by the Board of Directors. The Treasurer shall have direct control and supervision over the Club's assets and of payment of the Club's debts and obligations.
- b. At its discretion, the Board may require the Treasurer to give bond at the Club's expense in a sum decided by the Board.
- c. The Treasurer shall give a report of the financial status of the Club at the Annual Meeting.

#### **Section 5: Duties of the Board Members At-Large**

The Board Members At-Large shall be voting members of the Board of Directors. They shall assist the President and the Board of Directors in performing such duties as may be assigned to them by the President.

### **ARTICLE IV: ACCOUNTS**

#### **Section 1: Fiscal Year**

The fiscal year of the Keystone Region, Porsche Club of America, Inc., shall correspond to the calendar year, and shall begin on January 1 each year and shall terminate on the following December 31.

#### **Section 2: Books**

The financial books of record shall be properly maintained to reflect financial receipts, disbursements, balances, assets, and liabilities of the Club.

#### **Section 3: Audit**

The financial books of the Club shall be audited annually by a committee appointed by the President with the advice and consent of the Board of Directors, or by a CPA if the Board of Directors so requests.

### **ARTICLE V: ELECTION OF OFFICERS AND BOARD MEMBERS**

#### **Section 1: Nominating Committee**

- a. Each year, the President, with the advice and consent of the Board of Directors, shall appoint the Nominating Committee, which shall select candidates for each elected office. The Nominating Committee shall be

chaired by the immediate Past President and shall consist of at least two other current Club members, of which not more than one may be a member of the Board of Directors. The names of the members of the Nominating Committee shall be announced in the Club newsletter not later than September 1 of the election year.

- b. Any member may also place in nomination the name of one or more candidates, if sponsored by at least fifteen (15) members, provided such nomination, properly executed, is received by the Nominating Committee at least sixty (60) days before the election.
- c. Additional nominations may be made by the membership from the floor in accordance with usual parliamentary procedure as specified in Roberts Rules of Order.
- d. 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 published in the Club newsletter prior to the Annual Meeting.
- e. The report of the Nominating Committee shall be published in the Club newsletter at least thirty (30) days before the election.

#### **Section 2: Elections**

- a. Election of the officers and board members shall be by mailed ballot of a form similar to the Sample Ballot attached to these By-Laws. A majority vote of members submitting valid ballots shall be sufficient to elect a candidate. Write-in votes shall be permitted. Ballots may either be mailed to all members or inserted in the Club newsletter, and, by either means, must be delivered to the members at least thirty (30) days before the announced cutoff date for return of ballots (which shall be a "received by" date and not a postmark date).
- b. Signed ballots shall be returned by mail to an Election chairman appointed by the Board of Directors who, along with two other current members appointed by the Board of Directors, shall function as an Election Committee to certify the validity of the ballots and report the election results to the membership at the Annual Meeting. Ballots must be in the hands of the Election Chairman at least two days prior to the Annual Meeting.
- c. Ballots not in accordance with the above shall be invalid. All ballots received by the Election Committee shall be kept for recounting and/or verification as necessary for at ninety (90) days after the announcement date for the results of the election.
- d. All Club members in good standing, including Active, Family, Affiliate, Honorary, and Lifetime Members, shall be entitled to one election of officers and board members.
- e. Election results will be published in the Club newsletter, to include names of all nominees and others receiving votes, and the number of votes received by each.

#### **Section 3: Removal from Office**

Should an elected officer or board member be deemed by other officers to be improperly fulfilling the responsibilities of office, to be not following the Region's policies and procedures, and/or be engaging in conduct unbecoming an officer of the Club, other officers or board members may bring a motion to dismiss before the Board. Such motion will carry with a two-thirds vote of the full Board. Written votes in absentia will be permitted.

#### **Section 4: Emergency Succession**

Should the President resign or be dismissed during his/her elected term, the Vice President will succeed, as specified in the Constitution of the Club. Should any other officer or board member resign or be dismissed during his/her elected term, a replacement will be voted upon by the Board of Directors at the first opportunity, that person to serve out the term to December 31 of that year, after which a duly elected officer will resume the responsibilities.

## **ARTICLE VII: MEETINGS**

### **Section 1: Regular Meetings of Members**

Regular meetings will be held throughout the year. The date and place of such meetings will be determined by the Board of Directors and the Activities Chair, and the members will be duly notified. Notification of meetings in the Club newsletter shall be sufficient notification.

### **Section 2: Annual Meetings of Members**

The annual meeting of the Club shall be held at a time and place determined by the Board of Directors and the Activities Chair. Notice of the time and place of the annual meeting shall be sent to the members through the mails at least two weeks prior to such meeting and/or by publication notice in the Club newsletter at least two weeks prior to the meeting.

### **Section 3: Special Meeting of Members**

Special meetings may be called at any time by the Board of Directors. Upon the signed petition of any fifteen (15) members, the Board of Directors shall, within three weeks within receipt of such petition, schedule and announce a special meeting.

### **Section 4: Quorum for Meetings of Members**

At any meeting of the members, those members in attendance constitute a quorum.

### **Section 5: Board of Directors Meetings**

The Board of Directors shall meet at least quarterly to conduct the business of the Club. Members are welcome to attend, by may not vote at such meetings.

### **Section 6: Quorum for Board of Directors Meetings**

For the normal conduct of business, those Board member present shall constitute a quorum.

## **ARTICLE VIII: AMENDMENTS**

### **Section 1: Amendments to the Constitution**

Notice of proposed amendments to the Constitution of the Club must be presented in writing to the membership at least twenty (20) days prior to a meeting for the purpose of voting on such amendments. The Constitution may be amended by a majority of those members assembled at a regular or special meeting.

### **Section 2: Amendments to the By-Laws**

The By-Laws of the Club may be amended by a majority vote of the membership assembled at a regular or special meeting after proper presentation as required in Section 1 above.

### **Section 3: Proposing Amendments to Constitution or By-Laws**

The Board of Directors may propose amendments to the Constitution or By- Laws. A petition signed by any five Club members and addressed to the Secretary proposing an amendment shall be subject to the same provisions of notice and voting as above. At the time of notification and/or voting, the Board of Directors may, at its discretion, make known its agreement or lack of agreement with the petitioned amendment(s).

### **Section 4: Mailed Ballots**

For amendments to the Constitution or to the By-Laws, the Board of Directors may, alternatively, decide to have such amendments submitted for approval by mailed ballots to the full membership. If the Board chooses a mailed ballot, procedures will be in accordance with the mailed ballot procedures in these By-Laws governing elections.

### **Attachment**

Sample Election Ballot

**SAMPLE BALLOT**  
**BALLOT FOR 20XX OFFICERS AND BOARD MEMBERS**

**KEYSTONE REGION**  
**PORSCHE CLUB OF AMERICA, INC.**

<u>Position</u>	<u>CANDIDATE</u>	<u>MEMBER</u>	<u>AFFILIATE or FAMILY MEMBER</u>
President			
Vice President			
Secretary			
Treasurer			
Board Member (vote for two)			

Please indicate your choices above and mail this ballot to:

\_\_\_\_\_

Signatures: \_\_\_\_\_ , Member

\_\_\_\_\_ , Family/Affiliate Member

Date: \_\_\_\_\_