

**B Y L A W S**  
**P O R S C H E C L U B O F A M E R I C A**  
**N O R T H F L O R I D A R E G I O N , I N C .**  
**As Amended on the 1st of April, 2011**

**ARTICLE I: NAME AND PRINCIPAL OFFICE**

Section 1---Name

The name of the Club shall be PORSCHE CLUB OF AMERICA, NORTH FLORIDA REGION, Inc.

Section 2---Principal Office

The principal office of the Club shall be located at the address of the current President, as established by the annual submission of Region Officers to the Executive Office of the Porsche Club of America.

**ARTICLE II: GENERAL OBJECTIVES**

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, as established in Article II of the National Bylaws:

- 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 safety, technical and mechanical information.
- D. The establishment and maintenance of mutually beneficial relationships with Porsche dealers and other service sources.
- E. The interchange of ideas and suggestions with other PCA regions, members and clubs throughout the world and in such other cooperation as may be desirable.
- F. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

## **ARTICLE III: POWERS, CORPORATE SEAL AND LOGO**

### Section 1---Powers

The Club shall be empowered to do all things and conduct all business, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Florida and in these Bylaws.

### Section 2---Corporate Seal

The Corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year of incorporation.

### Section 3---Logo

The logo of the Club shall be of a form appropriate as a Regional insignia.

## **ARTICLE IV: MEMBERSHIPS, MEMBERSHIP AREA, DUES AND FEES**

### Section 1---Memberships

Membership in the Club shall be restricted to members in good standing of the Porsche Club of America (National Club).

### Section 2---Classes of Membership

- A. Active -- The member of record; any owner, lessee, or co-owner of a Porsche, acceptable to the Membership Committee, who is 18 years of age or older, having paid such National dues as required.
- B. Family Active -- Any member of an Active member's immediate family who is 18 years of age or older, having been named by the Active member as his or her Family Active member.
- C. Affiliate Member -- An interested person, other than, and in lieu of a family member, who has been named by an Active member to be his or her Affiliate member.
- D. Associate -- Any Active member who ceases to own, lease or co-own a Porsche while in good standing, or any person employed by a Porsche-oriented business who is supportive of the Club and its objectives and has paid Club dues as required. A member of the Associate member's family who has been a Family Active member may similarly continue as a family Associate member.
- E. Honorary -- Any person who, on the affirmative vote of the National Executive Council, has been deemed to merit recognition for outstanding interest in or service to the Club.

Section 3---Area of Memberships

Members shall be accepted in conjunction with membership in the National Club. Memberships will be accepted primarily from the following counties of Florida, which comprise the NORTH FLORIDA REGION:

COUNTIES OF NORTH FLORIDA REGION					
1	Bay	7.	Jackson	13.	Taylor
2	Calhoun	8.	Jefferson	14.	Wakulla
3	Franklin.	9.	Leon	15.	Walton
4	Gadsden	10.	Liberty	16.	Washington
5	Gulf	11.	Madison		
6	Holmes	12.	Okaloosa		

In addition, members may be accepted from counties in Georgia or Alabama.

Section 4---Membership Applications

Applications are to be made using PCA application procedures to the National Club and accompanied by the dues as set forth in Section 5, following.

Section 5---Dues

National dues shall be set by the National Club. Initial dues are submitted through the National Club, and renewal dues shall be invoiced and collected by the National Executive Office.

Section 6---Membership Year

An individual's membership year shall begin and terminate on the anniversary date as established in National records.

Section 7---Privileges

Members in good standing shall be entitled to all the privileges of the Club, except that honorary members, associate members and affiliate members shall not be entitled to vote or hold elective office, and except further that Family-Active, Affiliate, and Family-Associate members shall not be entitled to receive duplicate newsletters or

Porsche Panorama separately. Club ballots will be sent to Active members only, with space for the vote of a Family-Active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Office. A member may cast only one vote in any election or referendum

#### Section 8---Resignation, Termination or Suspension

Membership in the North Florida Region may be terminated by:

- A. Resignation submitted in writing to the Region Club Secretary or to the National Executive Secretary.
- B. Termination for failure to pay annual dues as provided in Section 5, preceding, and
- C. Suspension by a two-thirds vote of the Board of Directors of the National Club or by a Regional Club in accordance with its Bylaws for infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Club. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and its decision shall be final. Suspensions of Active and Associate members are also applicable to their Family-Active, Family-Associate, or Affiliate members.

### **ARTICLE V: MEETINGS**

#### Section 1---Annual Meeting

An annual meeting of the members shall be held once per calendar year at such place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the Club and the transaction of such other business as may properly be brought before the membership. Notice of such annual meeting shall be distributed to an address as shown for each active member on the membership roll, which notice shall be sent not less than thirty (30) days prior to the date of the annual meeting.

#### Section 2---Regular Meeting

Regular meetings shall be held periodically at such place and time as the Board of Directors may determine, direct, and cause to be announced to the membership.

### Section 3---Special Meetings

Special meetings of the members for any purposes whatsoever may be called at any time by the Chairperson of the Board of Directors, or by a majority of the Board of Directors, or by any ten (10) Active members in good standing. Notice of special meetings shall be given in the manner heretofore prescribed for annual meetings, except that the notice of special meetings must be distributed not less than fourteen (14) days prior to the date set for the special meeting and shall include the purpose for which the meeting is called.

### Section 4---Quorum

A quorum of any meeting of the members hereof shall consist of whichever is less: (a) ten (10) Active and/or Family-Active members in good standing or; (b) twenty percent (20%) of such membership in good standing. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

### Section 5---Voting

At all meetings of the members, each Active member and each Family-Active member in good standing shall be entitled to one vote on any matter which may properly be brought before the membership. Such vote may be by voice, or by written ballot. No absentee voting or any proxy shall be permitted.

### Section 6---Conduct of Meetings

The Chairperson of the Board of Directors, or the Vice Chairperson in his/her absence, or such other member of the Board of Directors as the Chairperson may appoint, shall preside at all meetings. Unless otherwise provided in these Bylaws, "Robert's Rules of Order" shall prevail.

### Section 7---Minutes

Minutes of all meetings shall be recorded by the Secretary of this Club or by such person as may be appointed by the Secretary. At each general meeting the minutes of the previous meeting shall be read unless waived by the members present.

### Section 8---Guests

Guests are permitted at the annual and all regular meetings.

## **ARTICLE VI: DIRECTORS**

### **Section 1---Number and Qualifications**

The Board of Directors shall consist of eight (8) persons, all of whom must be Active or Family-Active members in good standing.

### **Section 2---Term of Office**

The term of office of each Director shall be two calendar years beginning on January 1<sup>st</sup> of even numbered years and ending on December 31 of the next odd number year. A member appointed to fill a vacancy on the Board of Directors shall serve out only the unexpired term of his/her immediate predecessor.

### **Section 3---Carry Over of Directors**

No Director shall be eligible to serve more than three (3) consecutive terms of office including terms served by appointment.

### **Section 4---Nomination**

By the first day of July, in odd numbered years, the President shall appoint one (1) of the club members as a Chairperson of the Nominating Committee. The Chairperson of the committee shall select two (2) Active members in good standing and these three (3) shall constitute the Nominating Committee.

By the first day of August, the Chairperson of said Nominating Committee shall provide the club Secretary a slate composed of not less than eight (8) Active or Family-Active members willing to serve as Directors.

Nominating petitions from the general membership must be received by the Secretary on or before the first day of August. Such petitions shall bear the signatures of no less than four (4) Active members in addition to that of the nominee.

### **Section 5---Election**

By the first day of November, the club Secretary shall distribute to each Active member in good standing, a secret ballot. Due notice shall be given therein that only ballots postmarked or electronically dated on or before midnight November 15 shall be considered valid. Each ballot shall include the names of all qualified nominees and shall include not less than eight (8) candidates.

The ballot shall carry an instruction to vote for not more than eight (8) candidates. Incumbent candidates shall be so noted on the ballot.

Before the 25th day of November, the Secretary and at least two (2) members of the Nominating Committee not running for office, shall open, count, and tally all valid ballots and certify the results. As soon as the count has been completed, the Secretary shall notify the presiding Chairperson of the Board of Directors of the results, who shall immediately cause to be notified all successful candidates of the fact of their election to the Board of Directors.

#### Section 6---Vacancies

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, removal or disqualification of any Director. The Board of Directors may also declare vacant the seat of any Director who shall absent himself or herself from three (3) successive meetings of the Board of Directors. Vacancies so occurring shall be filled by a vote of the Board of Directors at its next succeeding meeting. The Director or Directors so elected shall hold office until the expiration of the term of office as provided in Section 2 of this Article.

#### Section 7---Meetings

A combined meeting of the incumbent Board of Directors and the elected Board of Directors shall be held prior to the end of January of even numbered years, at such place as may be designated by the Board of Directors. The purpose of the meeting shall be the election and installation of officers in accordance with Article VII and the appointment of standing committee chairpersons as hereinafter provided. All records and matters pending before the Board shall be transferred from the old Board to the new Board at this time.

The Board may conduct meetings in person or via electronic means.

#### Section 8---Quorum

Five Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There shall be no proxy voting by any Director. Every act of a majority of at least five (5) Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the entire Board of Directors.

#### Section 9---Powers

Subject to any limitations in the Articles of Incorporation, these Bylaws, the general nonprofit law of the State of Florida, or any other law of the State of Florida or the United States, all corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be conducted by the Board of Directors.

## Section 10---Compensation

Directors shall not receive any salary or other compensation for their services.

## Section 11---Recall of Directors

Any member of the Board of Directors may be recalled from office in the following manner:

- A. Recall Petition -- Recall proceedings must be initiated by submitting a recall petition to a Club Officer. Said recall petition must bear the signature of not less than ten (10) Active members in good standing of this corporation.
- B. Recall Voting -- Upon receipt of said recall petition, the Board of Directors shall cause to be transmitted to each Active member, before the expiration of fourteen (14) days, a secret recall ballot. Due notice shall be given therein that only ballots bearing postmarks or electronically dated within thirty (30) days subsequent to the date of which the recall petition was received will be considered as valid. Within seven (7) days after the expiration of the thirty (30) day period, dating from the day the recall petition was received by the Board of Directors, at least three (3) Active members appointed by the Board shall open, count and tally all valid ballots.
- C. Certification of the Recall Vote -- As soon as the count has been made, the Board of Directors shall notify the presiding Chairperson of the Board of Directors of the results. The Director or Directors shall be recalled by a two-thirds majority of the ballots cast. The results shall be read into the minutes of the next succeeding membership meeting.

## Section 12 --- Adjournment

A quorum of the Directors may adjourn any meeting of the Board of Directors.

## **ARTICLE VII: OFFICERS**

### Section 1---Officers

The first official act of the newly-elected Board of Directors following their installation as heretofore provided, shall be to elect from among its members the following officers:

- President (also Chairperson of the Board of Directors)
- Vice-President (Vice-Chairperson of the Board of Directors)
- Treasurer
- Secretary

These persons shall be the officers of the club and shall continue to serve as such until (1) a



successor is elected by the Board of Directors; or (2) s/he ceases to be a Director of this corporation; or (3) s/he resigns. No member may serve two consecutive terms as President.

#### Section 2---Duties of the President

- A. To prepare the agenda for and preside at all meetings of the Board.
- B. To prepare the agenda for and preside at all meetings of the general membership.
- C. To act as an ex-officio member of all standing committees and temporary committees except the Nominating Committee.
- D. To execute all documents and correspondence in the name of the corporation as authorized by the Board of Directors and/or the membership.
- E. To cosign all drafts in excess of \$250.00 on the accounts of the corporation, and any corporate documents which obligate the corporation financially. For good cause shown, the President may temporarily designate an authorized cosigner.
- F. To obtain insurance or assure insurance is obtained from Porsche Club of America or its insurer for all driving events and other events which may require insurance.

#### Section 3---Duties of the Vice President

- A. To preside at meetings of the Board of Directors in the absence of the President or when ordered to do so by him or her.
- B. To preside as Vice President at meetings of the membership, either regular or special, in the absence of the President or when ordered to do so by him or her.
- C. To assist the President in any manner that s/he may direct.

#### Section 4---Duties of the Treasurer

- A. To keep and preserve the records and books of account reflecting the financial condition and operation of this corporation.
- B. To sign or cosign, as applicable, all drafts on the accounts of the corporation, and any corporate documents which obligate the corporation financially.
- C. On request of the Board of Directors, to furnish to the auditor designated by them all financial reports and/or books and statements as provided by the Bylaws.
- D. To receive all monies paid to the corporation and deposit same to its credit with the bank designated by the Board of Directors.

E. To provide a written financial report annually to the membership of the region, and provide any additional financial reports as required by the Board of Directors. Financial reports may be provided through publication in the regional news letter.

F. The Treasurer may be bonded in an amount determined by the Board of Directors and at the expense of the corporation.

#### Section 5---Duties of the Secretary

A. To send all notices to the Directors and members relative to any regular or special meetings.

B. To keep and preserve all records of the corporation except financial records, which shall be maintained by the Treasurer.

C. To receive all ballots, count them (in accordance with Article VI, Section 5 hereof), and cause to be published the results thereof and keep them for inspection for a period of thirty (30) days after the results are announced.

D. To record the minutes of the meetings and to present and read such minutes upon demand.

### **ARTICLE VIII: OBLIGATIONS AND INDEBTEDNESS**

#### Section 1---Authority to Incur Obligations or Indebtedness

A. Only the elected Officers or persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Officer of the Club by reason of any such corporate obligations or liability.

B. No elected officer or any other person authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of the sum of \$50 in aggregate without approval of a majority of the Board of Directors, except for the normal operation of the Club and other appropriate purposes determined by a majority of the Board of Directors to be for the benefit of the Club. All reimbursements must be approved by a majority of the Board of Directors.

C. Any expenditure or obligation of the Club that would exceed a sum that exceeds five (5%) percent of the revenues from dues of the Club in the preceding fiscal year, must be approved by a majority of the Board of Directors.

## Section 2--- Unauthorized Obligations

No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

## Section 3---Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

# **ARTICLE IX: COMMITTEES**

## Section 1--- Standing Committees

There shall be not less than four (4) standing committees, which shall report directly to the Board of Directors, namely: Membership, Activities, Newsletter, and Safety and Technical. The chairperson of these committees shall be appointed by the President. The individual committee chairpersons shall appoint the members of their committees.

## Section 2 --- Membership Committee

The Membership Committee shall consist of a chairperson and such committee members as s/he may appoint, none of whom shall be members of the Board of Directors of the club. The powers and duties of this committee shall be as follows: to receive monthly membership updates from National and forward changes to the President and Newsletter Editor monthly and to present a tally of the membership at each business meeting of the club.

## Section 3 --- Activities Committee

The Activities Committee shall consist of a chairperson, and may have a co-chairperson and such committee members as s/he may appoint, and shall be responsible for:

- A. Compiling, enforcement and interpretation of competition rules under which events are conducted.
- B. Collection and distribution of all fees and monies within a budget approved by the Board of Directors in connection with club events.
- C. Scheduling of events.
- D. Negotiation for and procurement of suitable sites for club events.

- E. Coordination with other organizations in connection with conducting and participating in club events.
- F. Issuance of press releases concerning club events.
- G. Final ruling on all protests.
- H. Procurement of awards for competition.
- I. Recording of participation points, annually scored, which will include all activities of the North Florida Region, if and when a membership participation reward program is established.

#### Section 4---Newsletter Committee

The Newsletter Committee shall consist of an Editor as chairperson of the committee and such committee members as s/he appoints. The powers and duties of this committee consist of preparing the Regional Newsletter and such other publications as the Board of Directors may direct.

#### Section 5---Safety and Technical Committee

The Technical Committee shall consist of a chairperson and such committee members as s/he appoints. The powers and duties of this committee are:

- A. To perform any necessary safety and technical inspections of vehicles in connection with competition events put on by the club.
- B. To contribute technical notes to the Editor of the Regional Newsletter.

#### Section 6 --- Special Committees

Special Committees may be appointed at any time by the Chairperson of the Board of Directors for a special purpose, and discharged from further service when their report on the special duty to which assigned *is* accepted. There is no limitation as to the number of committees or committee members.

### **ARTICLE X: AMENDMENTS AND REVISIONS TO BYLAWS**

The Bylaws of this corporation may be amended or revised at any time in the following manner:

- A. Upon recommendation by not less than five (5) Directors or by a written petition signed by at least ten (10) voting members in good standing, a Parliamentary Committee shall be appointed by the President to prepare the suggested amendment or revision in such manner that it may be legally incorporated in these Bylaws. The properly prepared amendment or revision shall be sent to each Active member in good standing with a ballot for approving or disapproving the amendment or revision. Thirty (30) days from the sending date, the Secretary shall

count the valid returned ballots, and if a majority of said ballots are in favor, the amendment shall be deemed adopted. Thereupon the Secretary shall cause it to be included in the next succeeding Newsletter. In any case, the Secretary shall announce the results of the ballot by reading it into the minutes of the membership meeting next succeeding the counting of the ballots, and the amendment or revision shall become effective at that time.

B. A copy of the Bylaws in effect shall be provided to any active member in good standing upon request.