



Central Pennsylvania Region
cpa·pca
Porsche Club of America

PORSCHE CLUB OF AMERICA, CENTRAL PENNSYLVANIA REGION, INC. BYLAWS

ARTICLE I

Name, Principal Office, and Territory

Section 1: Name:

The name of the club shall be Porsche Club of America, Central Pennsylvania Region, Inc.

Section 2: Principal Office:

The Principal office of the Club shall be located at the residence of its duly elected President, or at the residence of his successor, in the event of the President's death, resignation, disability, or disqualification.

Section 3: Territory:

The region's territory shall be that established by the Porsche Club of America, Inc., hereafter referred to as PCA.

ARTICLE II

General Objectives

The general objectives of the Club, to which its members are joined together and mutually pledged, on a regional basis, shall be the following:

- A. Establishing, maintaining, and promoting the highest standards of safety and courtesy on the roads;
- B. The establishing, maintaining, and promoting 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. Participation in charitable activities and donations to charities identified by the Board of Directors and the Charity Committee;
- D. Establishing, maintaining, and promoting maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information;
- E. Establishing, maintaining, and promoting of mutually beneficial relationships with the Porsche works, 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;
- F. Establishing, maintaining, and promoting of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable; and
- G. Establishing, maintaining, and promoting mutually cooperative relationships with other Sports Car Clubs as may be desirable.

ARTICLE III

Policy

Section 1: Powers

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in these Bylaws, and in the Certificate of Incorporation issued under the statutes of the Commonwealth of Pennsylvania.

Section 2: Political Activity

The Club shall be politically non-partisan and maintain such non-partisanship when communicating with other clubs, other entities, and communications among club members.

Section 3: Badges/Member/Club Identification:

The official badge of the Club shall be any such appropriate badge as may be designed from time to time for the membership and approved by the Executive Board in accordance with Article VII. The badge shall not infringe upon copyrights, trademarks, or registered marks.

ARTICLE IV

Membership and Dues, and Fees

Section 1: Memberships

Membership in the region shall be restricted to members in good standing of PCA

Section 2: Classes of Membership

A. Active:

Any owner, co-owner, lessee, or co-lessee of a Porsche, who is eighteen (18) years of age or older, having paid such National and Regional Club dues and /or fees as required.

B. Family Active:

One (1) member of an Active Member's family, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified by ownership of a Porsche or not, but also eighteen (18) years of age or more, may be included as a Family-Active Member at the request of the Active Member.

C. Associate:

Any active member who ceases to own or co-own a Porsche while in good standing, having paid Club dues and /or fees as required. A person of the Associate Member's family, who has been a Family-Active member as in (b) above, may continue as a Family-Associate member similarly.

D. Special:

Any member within the area served by the Region who is deemed by PCA to be worthy of Honorary or Life membership shall be extended the courtesies of such membership while remaining in the area.

E. Affiliate:

A person, 18 years of age or older, named by an active member at the time of joining or at any renewal of membership in lieu of a family-active member shall be an affiliate member.

Section 3: National and Regional Club Memberships

No Active, Family-Active, Associate, Special, or Affiliate member may hold membership in the CPA without being a member in good standing of PCA, and vice-versa.

Section 4: Membership Applications

All applications for membership made to or forwarded to PCA shall be processed in accordance with the By-laws of PCA. The CPA Membership Chairperson will approve all new members.

Section 5: Membership Dues

PCA shall set the membership dues and with the membership dues being paid in accordance with PCA guidelines. The CPA may establish such dues or fees as it deems necessary, which shall be determined by the CPA Board of Directors.

Section 6: Privileges

- A. All members and their immediate family shall be entitled to attend Region activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.
- B. Only active members and family active members shall be entitled to hold elective office or to vote for officers or upon issues before a meeting except as noted below.
- C. All members in good standing may hold appointive offices.

Section 7: Suspension of Membership

- A. Any member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by 2/3 of the CPA PCA Board of Directors, for infraction of National or Regional Club rules or regulations, or for actions inimical to the general objectives or best interest of the National or Regional Clubs.
- B. Upon written notice of such suspension, the suspended member shall be afforded 60-days from date of notice to be heard, in person and may be represented. The CPA Board of Directors shall appoint a committee for the purpose, concerning the alleged misconduct.
- C. The CPA 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.
- D. Suspension of Active or Associate members are applicable also to their Family-Active and Family-Associate members.

Section 8: Resignation

Any member may resign by addressing a letter of resignation to the Secretary of the CPA. Their resignation shall become effective on the date stated by the member. Upon effective date of said resignation, the member's privileges shall terminate. In the event the resigning member is the Secretary, the letter of resignation shall be sent to the President.

Section 9: Liabilities of Membership

No officer or member of this Club shall be personally liable for any of its debts, obligations, or acts, unless said debts, obligations, or acts were incurred outside of the terms or procedures established by these By-Laws or without the approval of the Board of Directors and/or the membership.

ARTICLE V

Directors, Executives and Officers

Section 1: Officers:

The elected officers of the Club shall constitute the positions of **President, Vice-President, Secretary, and Treasurer**. The terms of these elected officials shall be for one (1) year and shall be in accord with the fiscal year of the Club. No officer shall serve in the same office more than two (2) consecutive terms, except for the office of **Treasurer** who may serve four consecutive (4) terms. If the Nominating Committee cannot find a suitable candidate for an elected position, said incumbent of the position would be eligible to serve another term.

No member shall hold more than one office at a time unless the Executive Council has reviewed and approved the situation and with the proposed candidate being approved via the voting process of the membership. The member considered for this situation shall **not** be permitted to vote on the approval/disapproval of matter.

The elected officials of the club shall also reside within the Central Pennsylvania region or CPA region, which consists of the following counties: Adams, Bedford, Blair, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Montour, Northumberland, Perry, Snyder, Union, York

Section 2: Executive Council:

The Executive Council shall constitute or be defined as the **President, Vice-President, Secretary, Treasurer and the most recent active Past President**. The Executive Council shall be responsible to the Board of Directors for the following:

- A. proper conduct of the administrative affairs of the Club;
- B. the proper functioning of the committees;
- C. compliance with these bylaws;
- D. and compliance with the Articles of Incorporation of the Club under the laws governing such nonprofit corporations in the Commonwealth of Pennsylvania.

All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these By-laws.

Section 3 Board of Directors:

The Board of Directors of the Club and shall serve for one (1) year in accord with the Club's fiscal year and shall consist of the following members or positions:

- A. **President, Vice-President, Secretary, Treasurer, the most recent active Past President** and four (4) **Directors** elected by the membership of the Club.
- B. The Board of Directors shall have the responsibility to determine all matters of Club policy not otherwise determined by the members at a regular meeting.
- C. The Board of Directors, through the Executive Council, shall insure the compliance with these By-laws.
- D. All decisions of the Board of Directors involving major policy considerations shall be by a majority vote of the entire Board.
- E. Five (5) members of the Board of Directors shall constitute a quorum. A quorum is required for action on policy matters. The Board of Directors will normally meet at monthly intervals, at their discretion; however, in the event of an emergency the President may conduct by mail, or telephone, or by electronic means, a canvas of the entire Board.

Section 4 Elections.

- A. The nominating committee will consist of the President and the three most recent Active Past-Presidents, who are still members in good standing. The Chair shall be the Most Recent Past President.
- B. At the September executive council meeting, which shall be the first Tuesday of September, the nominating committee will present nominees for each office. The names and positions they were nominated for will be recorded and published in the minutes in the newsletter.
- C. Active and family- active members may make nominations from the floor at the October meeting. No second is required. Nominations from active and family-active members may be submitted in writing, to be received by a member of the Executive or Nominating Committee prior to the October executive council meeting.
- D. Nominations will be closed at the October executive council meeting
- E. The elections of officers shall take place by mailed **and/or emailed** secret ballot. Ballots will be published in the official Club newsletter. Completed ballots will be mailed **or emailed** to a board member as designated by the executive council. In order for a completed emailed ballot to be considered a valid ballot, it must be received from the active email address, on file with CPA, of the

member casting said electronic ballot. **Emailed ballots from email addresses not on file with the CPA shall be considered invalid and not counted.** All ballots must be postmarked **or emailed** by **November 30th** of the year in which the election is held. The designated recipient of the ballots, in the presence of any two (2) members of the board of directors, will open and canvas the ballots cast. The candidate who receives the greatest number of votes cast for the office for which they are nominated shall be declared elected. The results of the election shall be presented at the next executive council meeting, or at the holiday party, whichever comes first.

Section 5 Vacancies.

A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, removal by the Board of Directors or disqualification of any director or officer. Vacancies so occurring shall be filled by election of the Board of Directors at its next succeeding meeting. The directors or officers so elected shall hold office in accord with the Club's fiscal year.

ARTICLE VI

Duties of Officers

Section 1 President

The President shall:

- A. Preside at all meetings of the members, the Executive Council and the Board of Directors, and shall perform the duties usually appertaining to his/her office.
- B. Be the chief executive of the Club. He shall report to the members at regular meetings the plans and programs and policy decisions reached by the Executive Council and the Board of Directors, and other pertinent matters dealing with the affairs of the Club. As CPA is now part of PCA Zone 2, the President shall also attend all Zone 2 Meetings and brief the Executive Counsel, the Board of Directors, and the General Membership present at meetings, the results, or items of interest from the Zone 2 meetings.
- C. Not be permitted to serve, in any fashion, on any of the standing or special committees.

In the absence of the President, or in the event of his death, or resignation, disability or disqualification, the Vice President shall perform his or her duties.

Section 2 Vice President

The Vice President shall:

- A. Preside over meetings of the membership, either regular or special, or PCA Zone 2 meetings in the absence of the President or when requested to do so by him or her.
- B. Assist the President, the Executive Council, and/or the Board of Directors in any manner that may be required.
- C. Be the custodian of the records of the Club including, but not limited to historical documents, minutes of meetings, Operating Manuals for Club created/sponsored events (CPA Porsche Swap Meet/Crab Feast, Porsche Corvette Challenge) and other Club related events and other pertinent documents determined through the course of normal business.

Section 3 Secretary

The Secretary shall:

- A. Cause to be recorded and preserved the Minutes of meetings of the membership, the Board of Directors and the Executive Council.
- B. Handle correspondence and assist the Executive Council as required.

Section 4 Treasurer

The Treasurer shall:

- A. Keep and preserve the records and books of accounts reflecting the financial condition and operation of the Club.
- B. Sign all drafts on the accounts of the Club and any documents, which obligate the Club financially.
- C. Be bonded to an amount determined by the Board of Directors, at the expense of the Club.
- D. Insure that all financial obligations of the Club are satisfied.
- E. At the request of the Board of Directors, furnish to the Auditor designated by them all financial reports and/or books and statements.
- F. Furnish the Board of Directors with monthly financial reports showing the condition of the Club.
- G. Receive all monies paid to the Club and deposit same to its credit with the bank designated by the Board of Directors.
- H. Shall prepare or cause to be prepared and signed all necessary tax forms for the region. The Treasurer shall also retain, with approval of the Board of Directors, an accountant to assist in the preparation of such documents.

ARTICLE VII

Meetings

Section 1 Board of Director Meetings

Board of Director Meetings shall be held each month at such place and time as the Board of Directors may determine, direct, and cause to be announced to the membership.

Section 2: General Membership Meetings.

Membership meetings may be held in conjunction with Board of Directors meetings.

Section 2 Special Meetings

A majority of the Board of Directors may call special meetings of the members of the Club for any purposes whatsoever at any time. Notice of special meetings shall be announced to the membership by email and/or other electronic or social networking systems (Facebook, Twitter, CPA Website, etc).

Section 3 Quorum

- A. A quorum for the Board of Directors shall consist of a majority of the Board of Directors or the Executive Committee.
- B. A quorum of any meeting of the members hereof shall consist of whichever is greater: (a) Ten (10) Active or Family-Active members in good standing, or (b) Ten (10%) of the 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 4 Voting

At all meetings of the members, each Active member and each Family-Active member in good standing shall be entitled to one (1) vote on any matter which may be properly brought before the membership. Such vote may be viva voice, or by written ballot. There shall be no cumulative voting, nor shall any proxy be permitted.

Section 5 Conduct of Meetings

The President shall preside at all meetings. Unless otherwise provided in these Bylaws, **Roberts' "Rules of Order"** shall prevail.

ARTICLE VIII

Committees

Section 1 Standing Committees

There shall be a minimum of nine (9) standing committees whose chairpersons are to be appointed by the President, with advice and consent of the Executive Committee or the Board of Directors. The appointed Chairs shall report directly to the President. The nine committees shall mainly consist of the following:

1. Membership,
2. Social,
3. Communications,
4. Technical,
5. Central Pennsylvania Porsche Club Swap Meet,
6. Autocross, and
7. Driver Education
8. Charity
9. Safety
10. Special Committees as appointed or deemed necessary.

Each Chairperson shall appoint the members of his/her committee from the membership.

Section 2 Membership Committee

This committee shall encourage membership participation in club events and engage new members.

Section 3 Social Committee

This committee shall plan, arrange, and manage social and entertainment events for the benefit of the membership.

Section 4 Communications Committee

This committee shall:

Prepare and distribute the Club News Letter and such other publications as the Board of Directors may authorize and direct including electronic forms of media.

Section 5 Technical Committee

This committee shall:

- A. Perform any necessary safety inspection of vehicles in connection with competition events put on by the Club.
- B. Contribute technical notes to the Editor of Regional publications and/or National Publications.
- C. Direct discussions, displays, exhibits, and such other technical events as may be of interest to the membership.

Section 6 CPA Swap Meet

This committee shall plan, coordinate, and execute the annual Porsche Only Swap Meet.

Section 7 Auto Cross

This committee shall plan, coordinate, and execute autocross events for the membership.

Section 8 Drivers Education

This committee shall plan, coordinate, and execute Drivers Education events for the membership.

Section 9 Safety Committee:

The committee shall be responsible for obtaining insurance coverage from PCA for all club events requiring insurance. The committee shall also coordinate with the other committees to ensure track and driver events are properly assembled in terms of insurance, participation in selection of track venues, ensuring proper tech inspections of the participating vehicles is completed by the Auto Cross and Drivers Education Committee, walking the established courses, as well as coordinating with Autocross and Drivers Education Committee to ensure workers and volunteers are properly trained and selected for the events.

Section 10 Special Committees:

The Board of Directors or the Executive Council may appoint special committees at any time for any special purpose. There is no limitation as to the number of committees or committee members. Special Committee Chairmen shall not have a vote at Executive Council Meetings or Board of Director

Section 11 Voting of Committee Chairs:

Appointed chairs of standing committees are entitled to vote upon committee issues before an Executive Council meeting with the exception of votes pertaining to issues concerning their committees.

ARTICLE IX
Fiscal Year, Obligations, and Indebtedness

Section 1 Fiscal Year.

The fiscal year of the Club shall be the calendar year.

Section 2 Obligations and Indebtedness

Only the Executive Council or persons authorized by the Executive Council 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 because of any such corporate obligation or liability.

No elected officer or other person or persons authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of the sum of \$100.00 without prior approval of a majority of the Executive Council.

Section 3 Unauthorized Obligations

No elected officer or any 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 membership at large of the Club, nor shall the Executive Council or the Board of Directors approve the incurring of any such obligation or indebtedness.

The Executive Council or the Board of Directors may explicitly approve expenditure for a gift up to \$100.00 in value for the recognition of an individual member's overall contribution to the Club.

Section 4 Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any 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 obligation or indebtedness, which the Club may be required to pay including but not limited to legal fees and/or other damages or fines, etc associated with the event in question.

ARTICLE X

Amendments to Bylaws

Section 1 Amendments to Bylaws

The Bylaws of this Club may be amended at any time in the following manner:

- A. Upon recommendation by not less than four (4) member of the Board of Directors or by a written petition signed by at least ten (10) members in good standing, the Executive Council shall prepare the suggested Amendment in such manner that it may be legally incorporated in these Bylaws.

B. The properly prepared amendment shall be mailed or emailed to each Active or Family Active member in good standing in the form of a ballot. Forty-Five (45) days from the mailing 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 next executive council meeting.