

Bylaws of the Porsche Club of America, Gold Coast Region

ARTICLE I: NAME

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

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:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of goodwill 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 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.
- E. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- F. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
- G. The preservation of the independence of the Porsche Club of America (PCA) and the Gold Coast Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Porsche Club of America, Gold Coast Region is and shall remain a totally member -driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE III: POWERS AND BADGE

Section 1 ó 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 the Certificate and/or Articles of

Incorporation, issued under the statutes of the state of Florida, Porsche Club of America, Gold Coast Region, and in these Bylaws.

Section 2 ó Logo/Badge

The logo/badge of the Club shall contain at least the words "PCA" and "Gold Coast Region". The logo/badge for the Club shall be as shown on exhibit A to these Bylaws. No substantial alteration to the logo/badge may be adopted by the Club unless approved by a majority vote of its Officers and Board Members.

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 ó Membership

Membership in the Club shall be restricted to owners, lessees, 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 Section 2 (B), (C), and (D) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche AG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned. The word "co-owner", in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

Section 2 ó Classes of Membership

A. **ACTIVE** ó Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Club dues and fees as required.

B. **FAMILY-ACTIVE** - 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. **ASSOCIATE** ó 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, interested in the Club and its objectives having paid Club dues and 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. **HONORARY** ó Any person who, on the affirmative vote of the Officers and Board Members, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Officers and Board Members be renewed.

E. **LIFE** ó Any person who, on the affirmative vote of the Officers and Board Members, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each Region President, upon termination of the President's elected term, shall

automatically be a life member of the Region without such vote, so long as they remain an active member of the National Organization. A life member shall be considered as an active member, may name a family member under (A) above.

F. AFFILIATE MEMBER ó A person, 18 years of age or older, named by the active member at the time of joining or at any renewal of membership in lieu of a family-active member.

Section 3 ó National and Regional Club Membership

No active, family-active, associate, family-associate, or affiliate member may hold membership in the Gold Coast Region without at the same time being a member in good standing of a National Club which are each a separate legal entity.

Section 4 ó Membership Application

Applications for membership may be made either through the National Office or Gold Coast Region, either of which may reject it.

Section 5 ó Dues

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to Gold Coast Region such part thereof as shall have been set by the Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

Section 6 ó Membership Year

The membership year for members in Gold Coast Region shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

Section 7 ó Privileges

Active, family-active, associate, family-associate and affiliate Members in good standing shall be entitled to all the privileges of the Club, including voting for Officers and Directors, holding elective office, and serving as Directors. Family-active members and family-associate members shall not be entitled to receive any duplication of any mailing to the active member of the family. Each active, family active, associate, and family-associate member in good standing may cast one vote in any election or referendum.

Section 8 ó Suspension

Any member may be suspended by a two -thirds vote of the Board of Directors or by a National Club in accordance with its Bylaws for infractions of Regional Club or National rules or regulations or for actions inimical to the general objectives or best interests of Club or PCA.

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 PCA National Board of Directors or a committee appointed by the National 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 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.

Section 9 ó Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate member. An active member may terminate the membership of an affiliate member named by written notification to the Executive Director of the National Office.

Section 10 ó Transfers

Any member may request for transfer out of Gold Coast Region to another region within the PCA. This request shall be submitted in writing to the National office.

Section 11 ó Termination

An Active member or Associate member may terminate or change the Family-Active, Affiliate or Family-Associate membership by written notice to the National office.

ARTICLE V: ELECTED OFFICERS

Section 1 ó Elected Officers

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be two years and shall end on December 31. No officer shall serve in the same office more than two consecutive terms. No officer may continue in office if the officer shall move the officer's residence beyond the borders of the Club.

Section 2 ó Eligibility

Active, family-active, associate, and family-associate members in good standing are eligible to serve as elected officers of the Club.

ARTICLE VI: ELECTED OFFICERS AND BOARD OF DIRECTORS

Section 1 ó Board of Directors

The elected officers of the Club shall be a President, Vice President, Secretary and Treasurer. Their terms of office will be two years and will end on December 31. An elected officer shall not serve in the same office for more than two consecutive terms. There will be four elected directors and their terms of service shall be two years. The elected officers, the elected directors and the last Past President continuing to be an active member of the Club shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors for the government of the Club. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall insure compliance with these Bylaws. All decisions of the Board of Directors shall be by a majority vote unless otherwise provided in these Bylaws and shall determine all matters of Club policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the Club, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 ó Duties of President

The President shall preside at all meetings of the Board of Directors and shall perform the duties usually appertaining to the President's office. The President shall call at least 9 meetings of the Board of Directors per calendar year. The President may call meetings as the President may see fit and shall call such a meeting at the request of any 5 members of the Board. The President shall cause to be published in the Club's official publication a quarterly report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club. In the absence of the President, the Vice President shall preside, and act as President. In case of the President's death, resignation or disqualification, the Vice President shall become President.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

Section 2 ó Duties of Vice President

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 to the Vice President by the President.

Section 3 ó Duties of 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 thereat. The Secretary shall cause to be

published in the Club's official magazine 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 or cause to be kept by the Club's National Charter and all non-financial records. The Secretary shall perform all duties incident to the Secretary's office required by law.

Section 4 ó Duties of 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 will always have administrative rights to Club Registration, or any other website used to collect member payments. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official magazine a full and correct report annually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained double-entry 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 such other person(s) as designated by the Board of Directors, and who is (are) overseen by the Treasurer.

The Treasurer shall submit the Treasurer's books of account and records to an accountant, at Club expense, at the close of the fiscal year as directed by the Board of Directors. The Treasurer shall have custody or cause to be kept by the financial records of the Club.

Section 5 ó Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Board of Directors as needed for the improvement and advancement of the Club's objectives.

Section 6 ó Vacancies / Interim appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the President shall make an interim appointment to the office so vacated for the balance of the unexpired term and must be approved by the majority vote of the Board of Directors.

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 current Board of Directors shall make an interim appointment to that office for the balance of the unexpired term.

Section 7- Financial Accounts

The Board of Directors will specify a minimum of two additional Elected Officers other than the Treasurer as signature authority on the Club's accounts. None of the signors may be related to another or be their family-active, associate or affiliate member.

ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES

Section 1 ó Appointment of Standing Committee Chairs

Standing Committee Chairs may be nominated or dismissed by the President and are subject to review and approval by a majority vote of the Board of Directors except the chair of the Nominating Committee shall be the immediate Past President who may be dismissed by the President subject to approval by a majority vote of the Board of Directors.

Any voting member of the Club may serve as a member or Chair of a Standing Committee.

Section 2 ó Number

There shall be 11 standing committees of the Club, as follows:

- 1) Nomination
- 2) Historian
- 3) Membership
- 4) Website and Electronic Media
- 5) Official Publication
- 6) Autocross
- 7) Driver's Education
- 8) Social
- 9) Club Race
- 10) Safety
- 11) Bylaws

Section 3 ó Standing Committee Members

Standing Committee members must be a member in good standing of the Club and may vary in number as required to accomplish the work of each committee. Committee members will be appointed by Standing Committee Chairs with the exception of the Nominating Committee. Committee members may be dismissed or replaced by a majority consent of the Board of Directors.

Section 4 ó Duties and Responsibilities

Committee Chairs are responsible to the Board of Directors and shall submit a written budget of all anticipated expenses and income in connection with each event a minimum of sixty days prior to the event.

Section 5 ó Special Committees

The Board of Directors may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives.

Section 6 - Term

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year unless terminated by a majority vote of the Board of Directors.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 - Nominating Committee

The Nominating Committee will be appointed by the President on or before the date of the May Board meeting. The Nominating Committee shall consist of three active, family-active, associate and/or affiliate members in good standing including the immediate Past President who shall chair the Committee. A member running for election in the current year may not be a part of the Nominating Committee. The Committee shall submit its proposed Slate of Officers to the Board of Directors at the July Board meeting. No person may be nominated without his or her permission. The Secretary shall verify that the person has given permission for the nomination if that person is not present at the time of the nomination. The Nominating Committee, in conjunction with the Secretary will verify that each nominated member conforms to the standards of these Bylaws in order to be considered a candidate. The Nominating Committee shall recommend to the Board of Directors at least one, preferably two, or more candidates for each elected Officer position.

Section 2 - Nominations by the Members

Active and Family Active members in good standing may nominate eligible candidates for each office from the floor at the August or September Board or general meeting. Such nominations must be submitted to the Nominating Committee.

No member may be nominated or placed on the ballot without their consent. The Secretary shall verify the proposed candidate has given their permission.

Section 3 - Qualification of Officers

The potential nominee must have attended at least 3 Board of Director Meetings in the 12 months prior to when they are nominated. Proof of attendance shall be determined by the Secretary as recorded in the Minutes of said meetings.

Section 4 - Notice of Elections

In the official publications (Newsletter and Website) for the Club of any election year, the Secretary shall cause to be published a notice of election during September with the names of all currently submitted nominees for office. Each candidate will be requested to submit a statement

for candidacy and/or biographical profile to be published for the benefit of the membership.

Section 5 ó Ballots

Preferably, all voting shall be by done by secure, electronic form although traditional, non-electronic paper ballots may be used as well to supplement where needed. Each GCR member in good standing at the time of the elections may log into the designated web address between October 15 and November 15 and after accessing the site using the necessary and individually specific security keys, he/she shall proceed to fill in the different choices in the electronic ballot. There will also be a space for a write-in vote. Electronic voting will only allow each member to vote once. In the case that an active, family-active, associate or family associate member requests it, the Secretary will send one non-electronic, write-in ballot to that member by the U.S. Postal Service.

The Secretary shall prepare a written ballot listing the names of all the nominees for each of the offices for which there will be a vote taken and that ballot will be replicated in electronic form at the voting website. If only one nominee is submitted for any office, then that nominee is deemed to be elected. The name of any such unopposed nominees will appear on the ballot but no voting will be required for their election. Non electronic, write-in ballots must be returned to the U.S. Postal Service address indicated on the ballot and postmarked no later than November 15th. Ballots shall remain sealed until opened all together at the same time by the Nominating Committee for tabulation.

Section 6 ó Tellers

The Nominating Committee along with the Secretary in attendance shall tabulate the votes cast, retrieve the electronic tally and report the combined results of the election to the Board of Directors within one day and to the general membership within five days. The nominee who receives the greatest number of votes cast for the office for which he or she is a candidate will be declared to be elected. In the event of a voting tie, the following methods in the order of priority as presented shall be used to break the tie: The position goes to the nominee who has not held that particular office; the position goes to the nominee who has not held any office in Gold Coast Region; and the position goes to the nominee who has been a member of the Gold Coast Region for the longest period of time. After the necessary Board positions are filled the next person with the highest number of votes will become the first alternate and the person with the next highest number of votes will be the second alternate.

Written protests shall be directed to the Board of Directors within 15 days of the results being announced. The Board of Directors has 15 days to hear the objection and determine a resolution. The Board of Directors' decision will be final.

Section 7 ó Notice of Election Results

The Secretary shall cause to be published within 30 days the results of the election in the Club's official magazine and/or on the Club's website.

Section 8 ó Duties of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted

Board of Directors for the purpose of appointment of the Committee Chairs whose terms are to start at the first of the next year, as well as other appointments which may be required. At the discretion of the President-Elect, the meeting described above may be by telephone or mail, or electronic means.

ARTICLE X: FISCAL YEAR

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

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1 ó Authority to Incur Obligations or Indebtedness

Only 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 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 obligation or liability.

No elected Officer or Director authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$200.00 without prior approval of a majority of the Board of Directors, except for the following purposes:

- Printing, mailing, postage and stenographic expenses of the Club's official publication.
- Stationery and postage for ordinary administrative use.

Section 2 ó 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 ó 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.

Section 4 ó Signatories

Checks in the amount of \$500 or less may be signed by one authorized signer. Checks in the amount of more than \$500 shall be signed by any two authorized signers. No signatory shall be related to another or be their family-active, associate or affiliate Member.

Section 5 ó Conflict of Interest

No Officer or Director shall engage in any transaction that could create a conflict of interest with the Club. Officers and Directors shall disclose to the Board of Directors any potential conflicts between their personal interests and the Club's. No Officer or Director shall vote on any matter in which they have a material financial interest or conflict of interest. No Officer or Director shall use their position within the club for financial gain. Officers and Directors are required to pay the same dues and/or fees for any event as any regional member would for the specific level of entry.

Section 6 - Financial Oversight

All Committee Chairs, Special Appointees and individual members of the Board of Directors shall prepare and submit a budget for each event a minimum of sixty days prior to the event to the Treasurer for collective review and approval by the Board of Directors.

The Treasurer shall submit and the Board of Directors shall internally review and audit quarterly reports on the Club's finances.

The Treasurer shall give a full and correct report on the financial status of the Club at any meeting of the Board of Directors.

The Treasurer shall cause to be published in the Club's official magazine a full and correct annual report on the financial status of the Club.

The Treasurer shall submit the Club's financial records to an independent accountant, at the Club's expense and at the close of the fiscal year, for audit as directed by the Board of Directors.

ARTICLE XII: MEETINGS

Section 1 ó Board of Directors Meetings

Meetings of the Board of Directors may be called at any time, but at least a minimum of 9 times annually, by the President or by a majority of the Board of Directors members. Each Board of Director member shall be notified of such meeting at least seven days prior to the time set for the meeting. A simple majority of the Board of Directors is required to pass a voting issue, with the required quorum (a minimum of six members) in attendance.

Meeting attendance may be in person, electronically or telephonically.

Section 2 ó Club General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Board of Directors. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the club's website or via other electronic notice that reaches the entire membership.

Special meetings of the members may be called by the President, by a majority of the Board of

Directors, or by a petition signed by five (5) percent of the members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least twenty days before such meeting.

A quorum at any special meeting of the members shall consist of five percent of the members in good standing, or fifty members in good standing, whichever is larger.

Voting ó At all meetings of the members, active, family-active, associate and affiliate Members in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot.

Conduct of Meetings ó The President, or in his/her absence the Vice President, shall preside at all meetings and will manage the agenda, discussion and voting.

Guests - Guests shall be permitted at all meetings unless a closed meeting is declared by a majority vote.

ARTICLE XIII ó OFFICIAL PUBLICATION

The Club will publish an official publication to announce upcoming events, official notifications, stories about activities, etc.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1 ó Review

Bylaws will be reviewed annually by the Board of Directors in January.

Section 2 ó Amendment of Bylaws

These Bylaws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted in the same fashion as the yearly elections.

Proposed amendments may be adopted only in the manner set forth in the ARTICLES of this Corporation.

Section 3 ó Approval of Proposed Amendments

Proposed bylaws amendments must be presented and approved at a regularly scheduled meeting of the Board of Directors. The Secretary shall cause to be published in the Club's official publication, on the Club's Website and/or special mailing, any proposed amendment submitted to him/her by the Board of Directors within thirty (30) days thereafter, together with an explanation of the amendment and the need therefore by its sponsor. The Secretary shall give written notice to the members not less than thirty (30) days before the date which such amendment is to be voted upon.

Section 4 ó Ballots

Voting upon amendment(s) shall be conducted in the same fashion as the Board of Directors elections, but do not need to occur at the same time. Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the membership. A 5 percent quorum of the total membership in ballots must be received if the amendment is to be passed. Members, if they so choose, can vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Club or on the Club's website at the time of publication of the proposed amendment(s).

Section 5 – Tellers

The Secretary, the Bylaws Committee Chair and one Active or Family Active member appointed by the President shall open, count, review, and/or tally all ballots, and certify the results.

Section 6 – Notice of Vote or Referendum Results

The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Club or published on the Club's website within seven (7) days.

Section 7 – Standing Acts

The Secretary shall record actions by the Board of Directors which have standing effect on a separate page to be kept with the official copies of the Club Bylaws maintained by the President and the Secretary.

ARTICLE XV: MISCELLANEOUS PROVISIONS

SECTION 1: Rules of Order

Except as is otherwise provided in the Articles of Incorporation of this Corporation or in these Bylaws, all meetings of members shall be conducted in accordance with the current edition of Robert's Rules of Order.

February 1969 Revised
November 1989 Revised
November 1999 Revised
September 2012 Revised
_____ 2019 Revised