

Porsche Club of America-Arizona Region, Inc.

BYLAWS

Effective March 3, 2021

Article I - Name and Principle Office

- 1.1 Name - The name of the Club shall be the Porsche Club of America – Arizona Region, Inc. (AZPCA). The Club is a regional chapter of the Porsche Club of America (PCA).
- 1.2 Principal Office - The Club's principal office shall be the residence of the President.
- 1.3 Boundaries - The boundaries of the Club shall be the following counties in the State of Arizona: Maricopa, Yuma, Pinal, La Paz, Gila, Graham and Greenlee.

Article II - General Objectives

- 2.1 The general objectives of the Club shall be to encourage the highest standard of safety and courtesy on the highways, to increase the enjoyment of Porsche ownership by exchanging technical information and to participate in such automotive and social events as may be agreeable to the members.

Article III - Powers, Corporate Seal, and Badge

- 3.1 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 the Certificate of Incorporation, issued under the statutes of the State of Arizona and in these Bylaws.
- 3.2 Badge - The corporate badge of the Club shall be circular in form, being inscribed with the name of the Club around the circumference with a yellow background. The center shall be a drawing of a golden phoenix arising out of red flames.

Article IV - Membership, Dues, and Privileges

- 4.1 Membership - An individual who meets the qualifications for membership in the PCA, and who is of good moral and social character, may apply for membership in one of the classes defined in 4.2 below. Membership in the Club shall be restricted to owners, lessees or co-owners of a Porsche who are 18 years of age or older, and who are interested in the Club and its objectives as provided in Article II. A Porsche is defined as an automobile body and suspension which is basically, as manufactured by or designated as a Porsche automobile by Porsche AG, or its successor, which is powered by an engine which was installed in such bodies by Porsche AG, although not 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.
- 4.2 Classes of Membership - There shall be two (2) classes of membership: Active and Family Active. For purposes of reference hereafter, Active and Family Active members shall be collectively referred to as "Regular Members."
 - a. ACTIVE - An owner, co-owner, or lessee of a Porsche, who is 18 years or older, having paid Club dues and fees as required, and who may include a Family Active Member.

- b. FAMILY ACTIVE - If requested by the Active member, is one other person of the Active member's immediate family, also 18 years or older, restricted to wife, husband, partner, sister, brother, daughter, son, mother or father, whether or not otherwise qualified for active membership by owning or leasing a Porsche.
- 4.3 Membership Application - Application for membership shall be made upon such forms as are prescribed by PCA and shall be accompanied by payment of all appropriate dues and fees.
- 4.4 Dues - National dues are set and billed by PCA on the anniversary of joining. AZPCA dues and assessments shall be established by the Board of Directors.
- 4.5 Membership Year - The membership year for PCA shall be for one year beginning with the date of acceptance of original application and shall be renewable each year on the membership anniversary date. The National Executive Secretary shall send each member one billing notice for renewal dues on the or about the due date. If dues are not paid before becoming delinquent, as determined by the National Office, membership shall thereby be terminated without further notice. AZPCA dues are based on the calendar year and become due on January 1st. AZPCA, if any, dues are prorated by quarters for those joining in the 4th quarter.
- 4.6 Privileges - Members in good standing, and whose dues, if any, are current, shall be entitled to all the privileges of AZPCA. To allow for mail delays, lapsed members whose dues have expired not more than 30 days before the ballot deadline shall be considered eligible, as shall prospective members whose applications and dues are received before ballots are mailed, even though AZPCA has not yet acknowledged them. Active and Family members are entitled to one (1) vote each on any and each issue arising.
- 4.7 Termination of Membership - Membership in the AZPCA may be terminated by:
 - a. Resignation.
 - b. Suspension by a two-thirds vote of the Board of Directors of either National or the Region for infractions of National or Regional rules or regulations, of for actions inimical to the general objectives of best interests of the National or Regional clubs. The Board shall determine the duration of any suspension. Suspension of any member is applicable to their respective Family or Affiliate member.
 - c. Request for transfer to another region within PCA submitted in writing to the National Executive Secretary.

Article V - Directors

- 5.1 Board of Directors - The elected Board of Directors shall constitute the ruling official body of AZPCA and shall be responsible for the proper conduct of the administrative affairs of AZPCA, the proper functioning of committees, and shall ensure compliance with these Bylaws and the Articles of Incorporation, in accordance with the laws governing such corporations in the State of Arizona. In fulfilling these responsibilities, the Board shall have the power to approve, modify, or disapprove all actions of committees or individuals appointed to represent AZPCA. All decisions of the Board shall be by a majority of the vote cast by those members present. The presence of a majority of the Directors shall constitute a quorum.
- 5.2 Number and Qualification - The Board of Directors shall consist of eight (8) elected Regular Members in good standing, and those nonvoting Directors as provided in

paragraph 5.3. Members related by matrimony, and those members related by blood and residing in the same household may not serve as voting Directors on the same Board. No Director may continue in office if he shall move his residence beyond the boundaries of the Club.

- 5.3 Nonvoting Directors - The Board of Directors, in order to provide continuity, shall also include the last Past President who continues as a regular member of AZPCA, and who shall be encouraged to continue in an advisory capacity in the year(s) following his/her term(s) until succeeded by the next Past President. The Past President is not eligible to vote except in case of ties.
- 5.4 Term of Office - The term of office of elected Director shall be from January 1 to December 31 of each year. Such Director shall serve for a term of two (2) years or until their successor is duly elected, except that a member appointed to fill a vacancy to the Board shall serve only the unexpired term of the Director being replaced. Only for elections held in 2017, the President, Vice President and two Directors at Large positions will be for an initial term of one year; thereafter those terms will be two years. For all other elections for other positions held in 2017, their initial and subsequent term(s) will be 2 years.

Article VI - Directors' Positions and Duties

- 6.1 Officers – The offices and duties of the Directors shall include:

PRESIDENT

- a. To chair the Board of Directors
- b. To serve as an ex-officio member of all committees, excepting the Nominating Committee and the Bylaws Committee.
- c. To preside at all meetings of the members and of the Board of Directors.
- d. To execute all documents and correspondence in the name of AZPCA as authorized by the Board of Directors and/or the membership.

VICE PRESIDENT

- a. To preside at meetings in the absence of the President, or when ordered to do so by the President.
- b. To act as parliamentarian.
- c. To chair the Bylaws Committee, keep and maintain the Bylaws and their changes.
- d. To manage all matters pertaining to insurance, including reporting of events to National PCA.
- e. To keep and maintain the official calendar of AZPCA events.

TREASURER

- a. To keep records and books of accounts reflecting the financial condition and operation of AZPCA.
- b. To sign all checks and drafts upon the account of AZPCA and all documents financially obligating AZPCA.

- c. To receive all moneys paid to AZPCA and deposit same to its credit with a bank insured by the Federal Deposit Insurance Corporation; to maintain direct control over, and supervision of, all Club assets and of all payments of the Club debts and obligations.
- d. To give a full and correct report on the financial status of the Club at every meeting of the Board of Directors.
- e. To secure from each standing and special committee chairperson a budget of the yearly anticipated income and expenses for all functions of AZPCA and to compile and submit a consolidated budget to the Board for approval. A progress report of said budget shall be submitted to the Board at least quarterly.
- f. To maintain a record of the physical assets of the Club and also maintain a Reserve fund equal to 100% of the total estimated values of the assets, so as to protect against a sudden and unforeseen loss of the physical assets. This record shall be updated annually and will coincide with the Club's tax filing date. Disbursements of any moneys from this reserve fund will require a minimum 75% approval by the Board.
- g. To oversee the filing of all appropriate State and Federal taxes, prepared by an independent CPA as required by the Club's business Filing Licenses.

SECRETARY

- a. To record and preserve the minutes of all meetings of the Board of Directors and to present and to read such minutes at the request of the President or any of the Directors.
- b. To record and preserve the minutes of all special meetings and to present and to read such minutes upon request.
- c. To receive all ballots, count them and cause to be published the results thereof, and keep them for inspection for a period of 30 days after the results are announced.
- d. To keep records of the Club.
- e. To cause to be published in the Club's official publication and/or Club website notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club.
- f. To submit the Corporation Annual Report to the Arizona Corporation Commission on or before its due date.
- g. To perform all duties incident to the office as required by law.

DIRECTORS AT LARGE

- a. There shall be four (4) elected Directors at Large who shall perform any duties as directed and agreed to by the Board. It is expected that key duties, including but not limited to Communication, Competitive Events and Social activities will be overseen by a Director at Large. It is also expected that the remaining Director at Large position's responsibilities will be determined by the Board.

6.2 Vacancies

- a. In the event of a vacancy of the President's position for whatever reason, the Vice President will immediately become President and his position will be filled as per Paragraph b, following.
- b. In the event of a vacancy of any position on the Board other than President, the remaining Directors shall elect a Regular Member, with their consent, to fill the vacancy at its next succeeding Board meeting. Any Director so appointed shall hold office until the next regular election of the Board of Directors.
- c. The Board of Directors may declare vacant the seat of any elected Director who is absent from three (3) consecutive meetings of the Board of Directors without reasonable cause.

ARTICLE VII - Election of Officers

7.1 Nomination Committee –

- a. Not later than May 1st of each year the Board of Directors shall elect one of its members as chairperson of a nominating committee. The Chairperson shall then select at least one (1) Regular Member in good standing, not members of the Board, to serve as the Nominating Committee. Not later than August 1 of each year, the Nominating Committee shall recommend to the Board at least one, preferably two, or more candidates for each Board position from among the Regular Members willing to serve as Directors.
- b. Active members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than September 1 of each year.
- c. No member may be nominated or placed on the ballot without their permission.
- d. Qualifications and pictures of the nominees may be submitted to the editor for publication in the October issue of the official publication of the Club and/or published on the Club's website at least 30 days prior to the election date.

7.2 Election –

- a. The October issue of the official publication and/or published on the Club's website at least thirty days prior to the election, shall include a ballot which contains the names of all the nominees. The ballot shall also contain the following:
 - 1) Instructions to vote for no more than one candidate for each Board position.
 - 2) Two columns: one for the Active member's vote and one for the Family member's vote.
 - 3) Space provided for write-in votes.
 - 4) Space provided for the signature of each voting member.
 - 5) A statement noting the calendar date deadline for the receipt of ballots.
- b. All ballots must be received by the Secretary no later than the date established. Ballots may be mailed or sent electronically.
- c. On or after November 1 the Secretary and a regular member in good standing who is not running for office in the election, shall open and count and tally all ballots received by the deadline.
- d. Ballots received after the deadline shall not be opened unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, the

Secretary shall flip a coin in the presence of the candidates or members present to determine a winner.

e. Protests shall be directed to the Board for resolution. The Board's decision will be final.

7.3 Notice of Election Results - The Secretary shall cause to be published the results of the election in the Club's official publication and/or on the Club's website.

7.4 Powers of the Newly Elected Officers - Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-elect may call a meeting of the newly constituted Board of Directors for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required.

Article VIII - Obligations and Authority

8.1 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 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.

b. No elected officer or any other person authorized to act in behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$1000.00 without prior approval of a majority of the Board of Directors, except for the following purposes:

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

8.2 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.

8.3 Personal Liability for Unauthorized Obligations - 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.

8.4 Conflict of Interest - No Director or person authorized by the Board of Directors to act on behalf of the Board shall engage in any transaction that could create a conflict of interest with the Club without specific approval of the Board. Directors and persons authorized by the Board of Directors to act on behalf of the Board shall disclose to the Board any potential conflict between their personal interests and the Club's. No Director shall vote on any matter in which they have a material financial interest.

8.5 Fiscal Year - The fiscal year of the Club shall be the calendar year.

Article IX - Meetings

- 9.1 Directors' Meetings - Meetings of the Directors may be called at any time, but at least once per quarter, by the President or by a majority of the Directors. Each Director shall be notified of such meeting at least seven (7) days prior to the time set for the meeting.
- 9.2 Special Meetings - Special meetings of the members may be called by the President, by a majority of the Board, 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 ten days before such meeting.
- 9.3 Members' Meetings - Meetings of the members shall be at such time and place as designated by the Board of Directors. Due notice of any meeting shall be given by publishing in the official publication and/or on the club's website.
- 9.4 Quorum - A quorum at any meeting of the Directors shall consist of a simple majority of those having voting privileges. A quorum at any special meeting of the members shall consist of ten (10) percent of the members in good standing.
- 9.5 Voting - At all meetings of the members, each regular member 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.
- 9.6 Conduct of Meetings - The President, or in his/her absence the Vice President, shall preside at all meetings. Robert's Rules of Order in its most recent edition shall be the rules for the conduct of all meetings.
- 9.7 Guests - Guests shall be permitted at all meetings, unless a closed meeting is declared by a majority vote of the Board of Directors.

Article X - Committees

- 10.1 Appointments - There shall be as many Special Committees appointed as required to carry out the activities and objectives of AZPCA. Any member(s) of AZPCA may be appointed Chairperson(s) of a Special Committee by any Director, subject to approval of the entire Board of Directors.
- 10.2 Duties and Responsibilities - Special Committee Chairpersons are responsible to their appointing Director and shall submit to such Director, if requested, a written budget of all anticipated expenses and income in connection with their function.

Article XI - Official Publication

- 11.1 Name - The name of the official publication of AZPCA shall be *Going Places*.
- 11.2 Circulation - *Going Places* shall be published and distributed monthly, or scheduled otherwise as approved by the Board of Directors, to each AZPCA member and to such others as approved by the Board of Directors.
- 11.3 Editor - The Editor shall be appointed by the Board of Directors.

Article XII - Amendment of the Bylaws

- 12.1 Proposed Amendments - Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors or by written

petition signed by at least ten (10) active members in good standing. The Board of Directors shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

12.2 Approval of Proposed Amendments

- a. The essence of the proposed amendment(s) shall be printed in the official publication of the Club and/or on the Club's website within sixty (60) days thereafter, together with an explanation of the proposed Amendment(s) and the need therefore by its sponsors, together with the date of the meeting at which any proposed amendment(s) will be voted upon.
- b. Voting upon amendment(s) to the Bylaws shall be by secret ballot. Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the membership. 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 and/or on the Club's website at the time of publication of the proposed amendment(s).
- c. The Secretary and one regular member appointed by the President shall open, count and tally all ballots, and certify the results. The results shall be read into the minutes of the meeting and either published in the next issue of the official publication of the Club and/or published on the Club's website within seven (7) days.