

Porsche Club of America

Palmetto Region

BY-LAWS

Charter Date May 23, 1969
Revised Sept 1990, Dec 2011

Article I: Name

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

Article II: Membership

Section 1: Membership

Membership of the Club shall be open 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 classified by the Articles of the Incorporation and By-Laws of the Porsche Club of America, Inc. (PCA), and who reside in one of the below listed counties of the state of South Carolina. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured or designed as a Porsche automobile by 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.

Berkeley, Charleston, Colleton, Dillon, Dorchester, Hampton, Horry, Georgetown, Marlboro, Marion, and Williamsburg

Section 2 – Classes of Membership

A. ACTIVE – Any owner, lessee, or co-owner of a Porsche, acceptable to the Region, who is 18 years of age or older, having paid Porsche Club of America (national) dues and fees as required, and may include (if requested by the active member) as a family active member, one other person of the active member's immediate family, also 18 years or older, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

B. ASSOCIATE – Any active member in good standing, who ceases to own, lease, or co-own a Porsche, or any person employed by a Porsche oriented business, interested in the Club and its objectives having paid Porsche Club of America (national) dues and fees as required. A person of the associate member's family who has been a family active member as in (A) above, may continue as a family associate member similarly.

C. HONORARY – Any person who, on the affirmative vote of the Executive Council, 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 Executive Council be renewed.

D. AFFILIATE MEMBER – 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 – National and Regional Club Memberships

No active, family active, or family associate member may hold membership in the Regional Club without at the same time being a member in good standing of the National Club.

Section 4 – Membership Application

All applications for membership may be submitted to the Region Membership Chairperson for forwarding to the Executive Secretary of the National Porsche Club of America, or to the National Porsche Club of America website directly, which shall then either accept or reject the application. Acceptance shall be by a National official, and thereupon the Secretary who shall enroll the applicant as a member in the National Club. In case of rejection, the applicant or a member on behalf of the applicant may appeal to the National Executive Council, whose decision shall be binding on the Region.

Section 5 – Dues

Annual dues shall be due and payable yearly from the date in which the member joined (anniversary date).

Section 6 – Membership Year

The Membership Year shall commence on the date of the acceptance of the member's membership application by the National Executive Secretary and shall be renewable annually on the anniversary of such acceptance.

Section 7 – Privileges

Members, including family members in good standing, shall be entitled to all the privileges of the Club, except that Honorary members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family active members, affiliate members, and family associate members shall not be entitled to receive the Club's official publication entitled the Palmetto Pipes, by any duplication of any mailing to the active member. Ballots will be available to active members only with space for the vote of the family active member.

Section 8 – Suspension

Any member may be suspended by a two thirds vote of the Board of Directors of the Region in accordance with these By-Laws, for infractions of National or Regional rules or regulations for action contrary to the general objectives or best interests of the 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 the family active and family associate members.

Section 9 – Resignation

Any member may resign by addressing a letter of resignation to the Secretary of the Club or to the Executive Secretary of the National Club. The recipient shall inform the other of the resignation. The resignation shall become effective upon receipt of the notice, and all Club privileges shall terminate as of that date. An active member may terminate the membership of an affiliate member by written notification to the Executive Secretary. Failing to re-new membership is the same as a resignation and all privileges are revoked until renewal.

Article III: National By-Laws

The by-laws of the Porsche Club of America, Inc. shall be an integral part of the by-laws of the club, except as hereinafter set forth. No by-law conflict with those of the Porsche Club of America, Inc. shall be valid.

Article IV: 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 and other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operations 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 AG, Porsche Cars North America, 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 chronicles.
- 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 sports car clubs as may be desirable.
- G. To promote the highest standards of courtesy and safety on the roads by encouragement of, and instruction in safe driving techniques by conducting seminars presented by skilled drivers and other experts on safe driving, conducting low speed autocross competitions, and driving schools held at road racing venues.
- H. Civic betterment objectives shall be to conduct fundraising events for Internal Revenue Code Section 501(c)(3) organizations or other similar charitable organizations providing charitable service to the disadvantaged, disabled, or needy.

Article V: Officers and Board of Director

Section 1: Officers

The elective officers of the club shall consist of a President, Vice President, Secretary, and Treasurer. No member shall hold office if that person is delinquent in either regional or national dues, or if the officer moves out of the area that comprises the Palmetto Region.

Section 2: Board of Directors

The Board of Directors shall consist of the following:

- A. Elected Officers: President, Vice-President, Secretary, and Treasurer.
- B. Appointed members. The Area Director(s), Membership Chair, Newsletter Editor, and Webmaster shall be members of the Board of Directors, and should be elected or will be appointed by the President.
- C. Past President. The previous year's Past President shall be a member of the Board of Directors.

Vacancies on the Board of Directors, except for the President, Vice-President, and Past President, shall be filled through appointment by the President, subject to approval of the Board of Directors.

A simple majority of the Board of Directors shall constitute a quorum.

Section 3: Committees

Committees may be appointed by the President as deemed necessary for the operation of the Club.

Article VI: Duties of the Officers and Board of Directors

Section 1: President

The President shall preside at all meetings of the Club and Board of Directors. The President may appoint committees as deemed necessary for the operations of the Club. The President, where possible, shall represent the Club at all Zone III meetings and at the annual business meeting held at the national Porsche Parade. The President should sign as co-signer all drafts on the account of the Club and any documents which obligate the club financially.

Section 2: Vice-President

The Vice-President shall co-ordinate ideas from the membership as to events, social functions, clinics, and meetings with other clubs. It shall be the responsibility of the Vice-President to act as chairperson and to supervise those meetings along with any of the membership he/she may direct, subject to the approval of the President. The Vice-President shall be responsible for the storage and delivery, to and from events, of club equipment, and otherwise accountable for club equipment necessary for club events. The Vice-President shall preside as President at any club function in the absence of the President.

Section 3: Secretary

The Secretary shall keep the minutes of all meetings and all notes taken concerning matters pertaining to the business of the Club, and should be published in the newsletter a report of the meetings and of other matters relating to the proper conduct of the Club at least semi-annually.

Section 4: Treasurer

The Treasurer shall have custody of all monies, debts, obligations, and assets of the Club. The Treasurer shall be responsible for all receipts and disbursements of the Club and shall maintain an accurate record of the same. The Treasurer shall give full and accurate report on the financial condition of the Club at any meeting of the Board of Directors. This report should be published in the newsletter at least semi-annually. The Treasurer shall file any necessary paperwork for tax purposes as required by law and shall perform all duties incident to the office as may be otherwise required.

Section 5: Area Director

The Palmetto Region may be divided into areas that require an area director to coordinate Club activities and business. One member from each area shall be designated as Area Director. The Area Director shall be elected by members of the area they represent or appointed by the Board of Directors.

- a. The Area Directors shall be responsible for coordinating social functions or events so as to promote interest and goodwill among the membership in their area. Financial support to cover expenses of events in the area shall be accommodated upon approval of the Board of Directors. The Area Directors may not incur any obligation or indebtedness without prior approval from the majority of the Board of Directors or President nor allow the establishment of a secondary treasury account.
- b. The Area Directors should attend all meetings of the Board of Directors. The Area Directors shall coordinate or relay ideas from the members of the area they represent as it applies to policies or procedures being considered or implemented by the Board of Directors. The Area Directors shall report any social functions, events, or current area news to the Board of Directors and submit for publication in the newsletter any current information or articles relating to activities from the area they represent.

Section 6: Newsletter Editor

The Newsletter Editor shall be responsible for the production of the regional newsletter and shall in as much as possible insure that all activities are given early publicity, obtain favorable exposure for the Club, its activities and membership and shall appoint any committees necessary to carry out these duties.

Section 7: Membership Chair

The Membership Chair shall be responsible for the correspondence related to matters of membership in the Club. Except as processed directly by national, the Membership Chair

shall process all membership applications that are generated within the Region. The Membership Chair shall maintain current membership records, an up to date mailing list of members, and a listing of names and addresses of prospective members. The Membership Chair shall contact prospective members and provides membership applications and literature regarding the benefits of membership in the Palmetto Region PCA. The Membership Chair should also contact new members to welcome them to the Club and give initial information as to meeting and upcoming events. The Membership Chair should also contact members whose membership expires to encourage renewal.

Section 8: Webmaster

The Webmaster shall be responsible to maintain the website to include updated current events and activities to promote positive publicity and favorable exposure for the Club. The Webmaster will also ensure proper licensing is obtained and maintained for domain and email addressing as appropriate.

Section 9: Board of Directors

The Board of Director shall establish and carry out policies and procedures as deemed necessary for the operations of the Club, which shall include but not limited to, the evaluation of the annual financial obligations of the club for activities, including awards, newsletter expenses, and web expenses; the establishment of fees dues or other revenues as may be necessary to defray these expenses; and the establishment of regional competition regulations. The Board of Directors shall cause to be published in the newsletter at the earliest possible date, notice of all policies and procedures so established.

A simple majority of the Board of Directors shall constitute a quorum.

Section 10 – Bank Accounts

The Club shall be authorized to establish such bank accounts as the Board of Directors deems appropriate for the orderly and efficient operation of the Club. Each such account will have a minimum of two individuals authorized as signatories, at least one of whom shall be a member of the Board of Directors. All expenditures should have the approval of the majority of the Board of Directors

Article VII: Meetings

At least six meetings of the Board of Directors shall be held each year, notice of which shall be provided to the membership in advance. Other special meetings of the Board of Directors may be called by the President upon proper notification of the membership of the board. Such notifications shall consist of either written notice, telephone contact, or email notification to each member of the Board of Directors, naming the time, place, and purpose of the special meeting.

There shall be an annual meeting of the membership, coinciding with the Club's Holiday party each year. The time and place of the annual meeting shall be announced in the newsletter.

Article VIII: Elections

Section 1 – Nominating Committee

The Board of Directors shall appoint a nominating committee to prepare a slate of Officers and Board of Directors for the upcoming year's election. The nominating committee should consist of three members of good standing in the club. The nominating committee must be appointed no later than October 1 of each year. The October Newsletter shall publish the upcoming elections and who the nominating committee members are so members seeking election have the opportunity to get on the slate.

Section 2 – Nomination by Members

The slate shall be presented to the Board of Directors no later than November 1 of each year. The slate and call for additional nominees from the membership shall be published in November's newsletter.

Section 3 – Notice of Elections

At the November meeting, the nominees will be announced for each office with one last call at the meeting for other candidates. Eligibility for office and voting is defined in Article II of these bylaws. If only one nominee for each office is submitted, then that slate will be deemed elected, and no ballot will be distributed or voting required.

Section 4 – Ballots

All balloting shall be by mail or by an approved Palmetto PCA website. The ballot shall contain an alphabetical listing of nominees of office. Votes shall be cast indicating the member's choice of candidates and the offices for which they stand, and must be signed by each voting member. Ballots shall be distributed or communicated via email to the membership no later than 15 days prior to the December meeting and must be received by nominating committee or other person(s) designated by the Board of Directors no later than two days before the December annual meeting. Unsigned ballots are invalid. The cost of return mailing of ballots shall be borne by the voting member.

Each member may cast only one vote. A simple majority of the voters will elect the Officers and Board of Director members. The President shall announce the results of the election at the December meeting. Run-off voting, if necessary, shall be conducted by members present at the December annual meeting and by secret ballot (if requested).

The officers-elect and Board of Director members-elect and will assume office January 1.

Article IX: Amendment of By-Laws

The By-Laws may be amended by a two-thirds vote in any one of the following ways:

1. By the members present at the annual membership meeting in December.

2. By the members present at any specially called membership meeting, such specially called meeting to be announced on the website and newsletter and mailed/posted at least fifteen days prior to the meeting. At least five percent of the Club's membership, including at least two members of the Board of Directors, must be present in order to vote on a by-law change
3. By a mail vote distributed to the membership in the newsletter. The deadline for voting shall not be less than two weeks from the date of mailing, and the outcome shall be determined from two-thirds of the votes received.

Palmetto Region Policies and Procedures

1. Competitive Event Regulations

The Porsche Club of America Parade Competition Regulations (PCR) will govern all Palmetto Region competitive events. The following additions and exceptions shall apply:

- a. Minor exceptions to the PCR's are acceptable as long as they are reasonable, safe, and passed by the Board of Directors.
- b. The Board of Directors shall have the discretion of opening a competitive event to members of other car clubs and any guests deemed a worthy entrant. A guest is considered a prospective member.
- c. A single entrant may compete in more than one car. The entrant must register each car, as required and designate upon registration which car will be the official run car. Trophy/award eligibility shall be only in the car designated as the official run car.
- d. Any point of dispute arising at a competitive event shall be decided by a protest committee made up of the chairperson of that event and two members of the Board of Directors.
- e. Car classifications shall be set forth by the competition committee, and as approved by the Board of Directors. It is recommended that a competition committee meet at least once per year to review classification rules and recommend needed changes

2. Dues, Fees and Financial Obligations

- a. The Palmetto Region, in accordance with the National PCA by-laws may charge regional dues. The amount charged will be determined by the Board of Directors. The fee will be used to help defray the costs of publishing and mailing the newsletter to each member.
- b. Event fees are determined by each event chairperson. Each event chairperson is responsible for producing a budget of expected costs and income for that event.
- c. In accordance with National by-laws, no member of the Palmetto Region, or any other person acting on behalf of the Club may incur any obligation or indebtedness in excess of an amount determined by the Board of Directors without the prior approval of a majority by the Board. This amount is currently set at \$50.00.

3. Committee Functions

Publicity: Develop a system of soliciting ads for the newsletter that can continue to serve the Club. Solicit ads from such parties as would be mutually beneficial to the Club and advertiser. Work with the Secretary, Treasurer, Newsletter Editor and Webmaster in keeping accurate records of ads (i.e. length of run, amount paid, etc)

Awards and Trophies: Assist the event chairperson in the acquisition of the best possible price and delivery of such awards and trophies as may be required for each event. The committee is encouraged to investigate and make recommendations to the Board of Directors concerning standardization and single source suggestions that are beneficial to the Club.

Competition: Develop a classification structure for Palmetto Region events that is consistent with the intent of the PCR's and the size and make-up of the region. The committee is responsible for implementing classification at event registration.

Historian: Collect and organize such Club data as necessary to form a scrap book or other record of regional activities which is readily accessible to the members and others for review. Prepare such material as required for entry for national awards. The committee should submit timely articles of historical interest to the newsletter.

Social: Assist the event chairperson in setting up social events, dinner meetings, etc. Work as coordinator in stimulating area interest, both in social activities and in local area events.

Technical: Insure that adequate vehicle inspection is carried out at each driving event and that articles of interest on technical subjects are submitted to the newsletter editor on a regular and timely basis.

4. Monthly Meetings

The monthly member and board meeting shall be open to all members and its location should be rotated as well. This allows members to attend meetings that may not otherwise be able.

5. Charity

Civic betterment objectives shall be to conduct fundraising events for Internal Revenue Code Section 501(c)(3) organizations or other similar charitable organizations providing charitable service to the disadvantaged, disabled, or needy. The President with the Board of Directors approval should donate to one of these organizations each year. The amount will vary based on the amount available through funds raising efforts throughout the year and other club financials.