

# **Porsche Club of America, Peachstate Region, Inc.**

## **By-Laws<sup>1</sup>**

### ARTICLE I: NAME

The name of the Club shall be the Porsche Club of America, Peachstate 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 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 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 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 sports car clubs as may be desirable.

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<sup>1</sup> Amended January 1979  
Revised March 1990  
Amended April 1993  
Amended March 2008  
Amended August 13, 2019

- 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 event(s) for Internal Revenue Code Section 501(c)(3) organizations or other similar charitable organizations providing charitable service to the disadvantaged, disabled, or needy.

### ARTICLE III: POWERS AND ATTRIBUTES

#### 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 the Certificate of Incorporation, issued under the statutes of the State of Georgia, and in the By-Laws.

#### Section 2 – Corporate Seal

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

#### Section 3 – Badge

The badge of the Club shall be circular in form, being inscribed with the name of the Club and the initials “PCA.”

#### Section 4 – Territory

The boundaries of Peachstate region shall be coincident with the borders of the State of Georgia north of the line delineating the southern boundaries of Carroll, Coweta, Spalding, Henry, Newton, Morgan, Green, Taliaferro, Wilkes, and Lincoln counties.

#### Section 5 – Bank Accounts

The Club shall be authorized to establish such bank accounts as the Executive Council 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 Executive Council.

## ARTICLE IV: MEMBERSHIP, DUES, AND FEES

### Section 1 – Membership

Membership of 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 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.

### 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 Club 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 Club 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.
- E. 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 qualified for active membership by ownership of a Porsche or not.

### Section 3 – National and Regional Club Memberships

No Active, Associate, Affiliate or 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

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

### Section 5 – 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. 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 – Membership Year

The membership year for members in Peachstate 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 – Privileges

Members, including family members in good standing, shall be entitled to all the privileges of the Club, except that only Active Members may be elected as an Officer, Honorary members and Affiliate members shall not be entitled to vote, 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 *Peachstate Presse*, by any duplication of any mailing to the Active member. Ballots will be mailed 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.

Any member suspended by the Board of Directors shall have a right of appeal to Porsche Club of America in accordance with its Bylaws.

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 either by mail or by email 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.

#### Section 10 – Quorum

At any general membership meeting, 15 Active members in good standing shall constitute a quorum. Every act taken or done at such a meeting held with due notice at which a quorum is present shall be regarded as an act of the entire membership.

#### ARTICLE V: ELECTED OFFICERS

The elected officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. Their terms of office shall be for one year, and shall end on December 31. No officers shall serve in the same office more than two consecutive terms. No person may hold more than one office at one time. No officer may continue in office if he shall move his residence beyond the borders of the Region.

There shall be Standing committees of the Club as follows:

1. Autocross	7. Safety
2. Concours	8. Social
3. Membership	9. Technical
4. Webmeister	10. Tours
5. <i>Presse</i> Editor	11. Track Driving Events
6. Rally	

The Executive Council may create such other committees from time to time, to exist at its pleasure, as it may see fit. The President, with the advice of the Executive Council, shall appoint the Chairman of each Standing and other committees, and he may dismiss or replace the Chairmen and members, all with the consent of the Executive Council.

## ARTICLE VI: EXECUTIVE COUNCIL AND BOARD OF DIRECTORS

### Section 1 – Executive Council

The President, the Vice-President, the last Past President continuing to be an active member of the Club, the Secretary, and the Treasurer shall constitute the Executive Council in which the government of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, and the proper functioning of the several committees. All decisions of the Executive Council shall be by a majority vote. The Executive Council shall review the Bylaws annually in January.

### Section 2 - Board of Directors

The elected Officers, Chairmen of the standing committees, 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 to determine all matters of Club policy. The Board of Directors shall ensure the fulfillment of the duties of the officers, and compliance with these By-Laws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by a majority of the vote cast by those present at a meeting of the Board of Directors. In the event that a Standing Committee has a Chair and Co-Chairs, the Committee shall have one vote which shall be exercised by the Chair but which the Chair may delegate to a Co-Chair in writing with a copy to the President. At any meeting of the Board of Directors, attendance of fifty-percent of the Board members shall constitute a quorum. The Board of Directors may exercise its decision-making power only when a quorum of its members is present.

### Section 3 – No Conflict of Interest

No member of the Executive Council or the Board of Directors or their advisors or others acting on behalf of the Club shall engage in any transaction that could create a conflict of interest with the Club, shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's, and shall not vote on any matter in which they have a material financial interest or conflict of interest..

## ARTICLE VII: DUTIES OF OFFICERS

### Section 1 – Duties of President

The President shall preside at all meetings of the Executive Council, the Board of Directors and membership of the Club, and shall perform the duties usually appertaining to its office. He shall call a meeting of the Executive Council and the Board of Directors one time each month during his term of office, and he may call a meeting at the request of any three members of the Board. It shall be his responsibility to appoint a Nominating Committee in compliance with these By-Laws by or before the July meeting of the general membership. In the absence of the President, the Vice-President shall preside and act as President. In the case of the death, resignation, or disqualification of the President, 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- 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 him by the President.

### Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Board of Directors and the Club membership, and shall keep full and complete minutes of the proceedings and of all votes cast there at. He shall cause to be published in the Club's official publication notices of proposed and adopted amendments to these By-Laws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the Club's non-financial records. He shall preside over all elections and be responsible for the preparation of ballots, dissemination of the ballots to the membership, and the collection of ballots.

### Section 4- Duties of Treasurer

The Treasurer shall have custody of all monies, debts, obligations, and assets belonging to the Club. He shall receive all monies of the Club and deposit them in the Club account in a bank insured by the Federal Deposit Insurance Corporation. He shall have direct control over and supervision of all Club assets and of all payments of the Club debts and obligations. He shall ensure strict compliance with the By-Laws in all matters pertaining to the financial affairs of the Club. He shall cause to be published in the Club's official publication a full and correct report as required by the Executive Council on the financial status of the Club. He shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors or the Club membership. The Treasurer shall cause to be maintained books of account which shall properly reflect the true and

correct financial status of all receipts, disbursements, balances, assets, and liabilities of the Club. The Treasurer shall cause the financial books and records of the Club to be reviewed by an external Certified Public Accountant at least once in any five year period unless determined otherwise by the Executive Council. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer.

#### Section 5 – Interim Appoints

In the event of the death, resignation, disability, or disqualification of the President, Vice-President, Secretary, or Treasurer, the Executive Council shall make an interim appointment to the office so vacated for the balance of the unexpired term.

### ARTICLE VIII: ELECTION OF OFFICERS

#### Section 1 – Nominating Committee

The Nominating Committee, which shall consist of three members, including a chairperson of choice, a member of the Board of Directors, and a representative of the general membership, shall submit to the Secretary by the first day of October a slate of one or more nominees for the offices of President, Vice-President, Secretary, and Treasurer.

#### Section 2 – Nomination by Members

Three active members in good standing shall constitute a nomination group and may nominate a qualified member for any office. Such nominations must be submitted to the Secretary by or before the first day of October, in writing, and signed by each nominating member and each nominated member.

#### Section 3 – Notice of Elections

At the October general membership meeting, the Secretary will announce the nominees for each office. If only one nominee for each office is submitted, then that slate will be deemed elected, and no voting shall be required.

#### Section 4 – Votes

Voting, if required, shall be conducted by the President at the November general membership meeting. Voting shall be by voice vote unless the President determines that written votes are necessary. Election of officers will be by majority vote of those present.

#### Section 5 – Tellers

If a written ballot is required, the Secretary, Membership Chairman, a member of the Nominating Committee, and a member of each nomination group will serve as Tellers,



whose responsibility it shall be to verify membership, count votes and determine election results. Unsigned written ballots are invalid. No person who is a nominee may serve as a Teller. The Secretary shall announce the results of the election in the next newsletter of the Club and at the December general membership meeting.

#### ARTICLE IX: FISCAL YEAR

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

#### ARTICLE X: OBLIGATIONS AND INDEBTEDNESS

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

Only the Elected Officers 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 By-Laws shall be incurred solely as corporate obligations. No personal liability whatever shall be attached to or incurred by any member or Elected Officer of the Club by reason of any such corporate obligation or liability. No Elected Officer or any other person authorized to act on behalf of the Club shall incur any obligation or indebtedness in name of the Club in excess of the sum of \$200 without the prior approval of a majority of the Executive Council, except to the following purposes:

- A. Printing, mailing, and postage expenses of the Club's official publication.
- B. Stationary and postage for ordinary administrative use
- C. Rennfest, Members Party, and the Holiday Party
- D. Year-End Awards
- E. Track Driving Events, including Club Races, Driver Education, and Autocross

Except as permitted below, no obligation shall be incurred in the name of the Club in excess of \$1,000.00, other than for the purposes numerated above, without the prior approval of the general membership of the Club in a vote cast in favor by a majority of those in attendance at any regular scheduled general membership meeting. The President shall have emergency authority up to \$1500 with the concurrence of any other Officer. Any contractual commitment for goods or services associated with subsections C or E, above shall be reviewed by the Club's legal counsel prior to approval by the Elected Officers or any person authorized by the Executive Council.

## Section 2 – Unauthorized Obligations

No elected officer or any other person authorized to act on 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 Executive Council approve the incurring of any such obligation or indebtedness.

## Section 3 – Personal Liability For Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any Elected Officer or member in contravention of these By-Laws 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.

## ARTICLE XI: AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

### Section 1 - Proposed Amendments

Any amendment to the Articles of Incorporation or to the Bylaws shall comply with the laws of the State of Georgia.

Proposed amendments may be considered upon recommendation by the Board of Directors. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in the Articles of Incorporation or the Bylaws.

### Section 2 - Approval of Proposed Amendments

If the Board of Directors approves the proposed amendment(s), it shall be printed in the newsletter of the Club or on the Club's website within sixty (60) days thereafter, together with an explanation of the proposed Amendment(s), together with the date of the general membership meeting at which any proposed amendment(s) will be voted upon.

### Section 3 - Ballots

Voting upon amendment(s) shall be by voice vote, unless the President determines that a written ballot is necessary.

Amendment(s) shall be approved by a simple majority of the votes cast by the membership.

### Section 4 - Notice of Vote or Referendum Results

The results shall be published in the next issue of the newsletter of the Club or published on the Club's website within seven (7) days.