

By Laws

BYLAWS

SUNCOAST REGION, PORSCHE CLUB OF AMERICA, INC.

ARTICLE I

Name, Principal Office & Boundaries

Section I

Name & Principal Office

The name of the club shall be: *Suncoast Region, Porsche Club of America, Inc.* The principal office of the club shall be located at the residence of its duly elected President, or at the residence of his/her successor.

Section II

Region Boundaries

The boundaries of the PCA, Suncoast Region shall be: SARASOTA, MANATEE, HARDEE, POLK, HILLSBOROUGH, PINELLAS, PASCO and HERNANDO counties, all in the State of Florida. While these counties are the general boundaries of the Region, a Porsche Club of America (PCA) member in good standing may choose his or her specific Regional affiliation without regard to location.

ARTICLE II

General Objectives and Powers

Section I

Objectives

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of, on a regional scale, the general objectives of the Porsche Club of America and, in addition, the following:

A. 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, and conducting ~~autocrosses and other~~ competitive, -educational and recreational driving events ~~and driver's education schools at road racing venues.~~

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 operation and performance of the marque by sharing and exchanging technical and mechanical information.

35 **D.** The establishment and maintenance of mutually beneficial relationships with Porsche
36 AG, Porsche Cars of North America, Porsche Dealers and other service sources to the
37 end that the marque shall prosper and continue to enjoy its unique leadership position in
38 the automotive world.

39 **E.** The interchange of ideas and suggestions with other Porsche Clubs throughout the
40 world.

41
42 **F.** The establishment of such mutually cooperative relationships with other Automobile
43 Clubs as may be desirable.

44
45 **G.** To continue support of charitable organizations whose mission is to provide for or
46 assist children and to utilize other resources of the Club to assist such other
47 charitable organizations as the Club may from time to time elect to support.

48 **H.** The preservation of the independence of the Porsche Club of America (PCA) and
49 the Suncoast Region, free of control or undue influence by any outside individual,
50 organization, company, or other entity, no matter how closely aligned to the Club in
51 interest or purpose. In furtherance of this goal, the Porsche Club of America
52 Suncoast Region is and shall remain a totally member-driven and primarily member-
53 financed independent entity allowing neither inappropriate nor undue influence,
54 financial or material, from outside its domain, owing allegiance only to its members.

55 **Section II**
56 **Powers**

57 The Club shall be empowered to take all actions and conduct all business necessary to
58 carry out its objectives as a non-profit corporation.

59 **ARTICLE III**
60 **Badges**

61 **Section I**

62 The official badge of the Club shall be the official badge of the Porsche Club of America,
63 Inc., along with the regional insignia of Suncoast Region.

64 **Section II**

65 The official regional insignia shall be of a form appropriate to its theme, inscribed with
66 the initials of the Club, and such other inscriptions, which are appropriate. Colors shall
67 be appropriate to the symbolic design established for the insignia.

68 **ARTICLE IV**

69 **Membership, Dues, Privileges, Suspension**

70 **Section I**

71 Membership in the Club shall be limited to members in good standing of the Porsche
72 Club of America, Inc.

73 **Section II**

74 There shall be no dues beyond those for membership in the National club, unless the
75 members vote otherwise. However, entry fees may be charged for events sponsored by
76 the Club.

77

78 **Section III**

79 Members in good standing are entitled to all privileges of the Club.

80

81 **Section IV**

82 Any member may be suspended by a two-thirds vote of the Board of Directors of the
83 Club, for any infractions of national or regional rules or regulations or for actions
84 unfriendly, hostile or harmful to the general objectives or best interest of the Club. Upon
85 written notice of such suspension, the suspended member shall be afforded reasonable
86 opportunity to be heard, in person or through a representative, by the Board of Directors
87 concerning the alleged misconduct. The Board of Directors may thereafter continue the
88 suspension for a definite time, terminate the suspension or expel the member, and its
89 decisions shall be final.

90

ARTICLE V

91

Officers

92 **Section I**

93 The elected Officers of the Club shall be the President, the Vice President, the
94 Secretary and the Treasurer. No person shall hold more than one office at one time.

95 **Section II**

96 The term of office of an elected Officer shall be ~~two~~ years and shall end on
97 December 31st. Elected Officers, other than the Treasurer and Secretary, may not
98 serve in the same office more than ~~2-1~~ consecutive terms and may repeat thereafter in
99 the same office after skipping one term. If the nominating process fails to identify
100 qualified replacements for an office, the current officer may remain in office for an
101 additional term or until a replacement is found. The Treasurer may serve for more than
102 ~~12~~ consecutive terms if an audit of the region's financial records is periodically
103 conducted and finds no irregularities.

104

ARTICLE VI

105

Board of Directors

106 **Section I**

107 There shall be ~~nineteen-fifteen~~ (15) Directors: four of these shall be the Officers of the
108 Club; one shall be the immediate past president; ~~seven-five~~ shall be elected Directors

109 (“Elected Directors”) and ~~seven~~five shall be non-elected Directors (“Non-Elected
110 Directors”).

111 The ~~seven~~five Elected Directors shall have primary duties and responsibilities as
112 follows:

- 113 Charitable Activities
- 114 ~~Competitive Activities~~
- 115 Social Activities
- 116 ~~Membership Activities~~
- 117 Insurance and Safety
- 118 Road Driving Activities
- 119 At-Large Governance
- 120 ~~At-Large~~
- 121 ~~At-Large~~

122 The Non-Elected Directors shall be appointed by the President with the advice and
123 consent of the Board of Directors and shall hold the following positions in the Club:

- 124 ~~Webmaster Director,~~
- 125 Drivers Education Director,
- 126 ~~PGA Club Race Director,~~
- 127 ~~Charitable Activities Director~~
- 128 Competitive Activities Director
- 129 ~~,~~Marketing/Communications Director
- 130 ~~,~~Driver’s Education Tech Director, and the _____
- 131 ~~Publications Director~~
- 132 Membership Development and Services Director
- 133 At-Large
- 134

135 The term of office of all Directors shall be one year and Elected Directors are eligible for
136 additional terms if re-elected; Non-Elected Directors may serve additional terms with the
137 advice and consent of the Board of Directors. All terms and shall end on December
138 31st. All Directors, elected or appointed, are entitled to vote at board meetings.
139

140 **Section II**

141 It shall be the responsibility of the Board of Directors to establish policies and see to the
142 proper conduct of the affairs of the Club in compliance with the Bylaws.

143 **Section III: Board Meetings**

- 144 1. **Monthly Meetings**: Directors shall meet monthly for not less than ~~10~~1 months a
145 year, and such meetings shall be open to any member who wishes to attend.
146 Regular monthly meetings may be In-Person or Virtual Meetings, ~~(conference~~
147 ~~telephone call, Facetime, Skype or other acceptable virtual means)~~. However, only

148 Directors may vote at such meetings. During a regular In-Person monthly meeting,
149 a Director may join the meeting by Virtual Means and that Director shall be
150 considered as present in determining a quorum.

- 151
- 152 2. **Quorum:** A quorum of the Board of Directors shall consist of a majority of the
153 Directors, but shall not be less than nine (9) Directors. If a quorum of Directors is
154 present, either in person or by Virtual means, any action taken by a majority of the
155 Directors present is binding on the Club and its members.
- 156
- 157 3. **Special Meeting of the Board ~~Action without a Meeting~~:** The President or a
158 majority of the Executive Council may call a special meeting of the Board by e-mail
159 or other accepted electronic media sent to the members of the Board at least 24
160 hours before the commencement time of the virtual special meeting. The quorum
161 requirements set forth in Section II.B. of Article VI shall apply to a special meeting.
162 Any action taken or approved by a majority of the members of the Board of Directors
163 at without a special meeting shall be binding on the Club and its members. Any such
164 action shall be documented by copies of e-mails, attachments to emails, or faxes
165 other accepted recorded electronic media reciting the motion or proposed action to
166 be taken, it's second, and the vote of each of the Board members who cast a vote.
167 The Secretary or initiating officer in the instance the Secretary is not present, shall
168 document all of retain copies of the written motions or proposed actions, it's the
169 seconds by individual Board members, and the vote of the participating Board
170 members on any motion or action. All special meeting documents shall be placed in
171 the club's permanent records maintained by the Secretary.

172

173 **Section IV**

174 In the event of the death, resignation, disability, or disqualification of an Officer or
175 Elected Director, the Board of Directors may make an interim appointment to the seat
176 so vacated for the balance of the unexpired term. The Board of Directors may leave the
177 position vacant, except for the office of President, which will be filled automatically by
178 the Vice President at such time as the vacancy occurs. In the event of the death,
179 resignation, disability, or disqualification of a Non-Elected Director, the President, with
180 the advice and consent of the Board of Directors, may make an interim appointment to
181 the seat so vacated for the balance of the unexpired term. The President may elect to
182 leave the position vacant. Any Director (including officers) who fails to attend four (4)
183 consecutive Board Meetings may be removed from the Board by the affirmative vote of
184 a majority of the remaining Directors at a Board meeting at which a quorum is present,
185 or in accordance with the non-meeting Board action described in Article VI, Section III
186 B.

187 **ARTICLE VII**

188 **Duties**

189 **OFFICERS and DIRECTORS**

190 **Section I**
191 The President shall be the principal executive Officer of the Club and, with the support
192 and assistance of the other Officers, shall be responsible for implementing the policies
193 established by the Board of Directors.

194
195 **Section II**
196 The Vice President shall be responsible for coordinating the activities of the ~~nineteen~~
197 ~~fifteen~~ Directors, and shall preside and act as President in the event the President is
198 absent or unable to serve.

199 **Section III**
200 The Secretary shall record and preserve the minutes of all meetings of the Club and
201 shall present and make such minutes available for all of the Club's correspondence and
202 shall receive and count all ballots and present the results thereof. The Secretary shall
203 also preserve the minutes and records of the Club by appropriate physical or electronic
204 means.

205 **Section IV**
206 A. The Treasurer shall be the custodian of all the Club's funds, shall handle all receipts
207 and disbursements, shall keep and preserve the records and books of account
208 reflecting the financial condition and operation of the Club and shall report the Club's
209 financial condition to the Board of Directors at all regularly scheduled meetings of the
210 Board. Checks drawn on the Club's bank accounts shall require the signature of two
211 Officers for any check in excess of \$1,500.00, except for checks drawn in payment of
212 the following: *Porsche Profile* printing and postage, track rent at Sebring International
213 Raceway or other regional track, and expenditures specifically approved by the Board in
214 advance.

215 B. The Treasurer shall prepare and submit to the Board no later than the ~~January~~
216 ~~February~~ Board meeting, a proposed Budget for the current year. The budget shall
217 include an estimate of all receipts and expenses and shall include a Reserve. The
218 Board shall consider and adopt a budget for the year, and shall determine
219 the disposition of any surplus.

220 **Section V Past President**
221 The ~~most recent~~ Past President, continuing to be an active member of the club, shall
222 serve in an ex-officio capacity and shall be an advisor to the Officers and the Board, and
223 shall have other duties as may be assigned from time to time by the President.

224
225 **Section VI Executive Council**
226 The Officers of the Club, the President, the Vice President, the Secretary, the
227 Treasurer, and the most recent Past President continuing to be an active member of the
228 club, shall constitute the Executive Council in which the administration and
229 management of the Club shall be vested. The Executive Council shall be responsible for
230 the conduct of the administration of the affairs of the Club, the general management and
231 oversight of Club activities for coordination, cooperation, and execution purposes, and

232 for the preparation of initial agendas and any needed agenda support materials for
233 Board of Director meetings. The Executive Council may meet either in-person or
234 virtually by electronic means for Club administration and management purposes at any
235 time between scheduled Board of Director meetings. All decisions addressing either
236 Club administration or management by the Executive Council shall be by a majority vote
237 of the five members. Any general administration and management decision actions
238 taken by the Executive Council shall be duly recorded by either the Secretary or
239 President and shall be reported by the President or the Secretary to the Board of
240 Directors at the next scheduled Board meeting.

241 242 243 **ELECTED DIRECTORS**

244 **Section VI**

245 The Road Driving Activities Director shall make arrangements for and shall coordinate
246 driving activities to include Rallys, Tours and other driving activities conducted on public
247 roads. The Membership Director shall conduct and coordinate programs to obtain new
248 members, identify and introduce new members, encourage the participation of the
249 current members of the region, assist in the conduct of events specifically tailored to
250 new or inactive members and maintain a master list of all members.

251 252 **Section VII**

253 The Social Activities Director shall make arrangements for, and shall coordinate the
254 periodic General Membership meetings and any other social functions the Club may
255 have.

256 257 **Section VIII**

258 The Insurance and Safety Director shall be responsible for adopting safety standards for
259 the various events of the club consistent with safety standards adopted by PCA for such
260 events (if any), and for implementing those standards through the members of the club
261 responsible for conducting the events. Such standards may include the inspection of all
262 vehicles participating in any moving event sponsored by the Club. The Insurance and
263 Safety Director, or the member designated by the Insurance and Safety Director to
264 apply the safety standards at an event, may bar or remove any vehicle from such event
265 if such vehicle fails to meet safety standards, is mechanically deficient or is being
266 operated in an unsafe manner. The President, upon recommendation of the Insurance
267 and Safety Director, may appoint a Safety Committee composed of members who are
268 sufficiently knowledgeable to make the necessary judgments concerning the
269 mechanical condition and operation of vehicles and drivers participating in club
270 sponsored moving events, consistent with the standards adopted by the Safety Director.

271 272 **Section IX**

273 The Competitive Activities Director shall plan, implement and steward the competitive
274 activities sponsored by the Club to include Autocross and other competitive activities
275 held on non-public roads.

276 277 **Section X**

278 The Governance Director shall be responsible for the nomination process and serve as
279 Chair of the Nominating Committee, support processes related to review and revisions
280 of the Bylaws, and any other governance related items intended to provide support to
281 the Board of Directors.

282 ~~The three (3) At Large Directors shall perform such duties and hold such positions in~~
283 ~~the club as the President, with the advice and consent of the Board, deems needed and~~
284 ~~appropriate from time to time.~~

285 286 **NON—ELECTED DIRECTORS**

287 **Section XII**

289 The Marketing and Communications Publications Director shall be responsible for the
290 publication of the official Club newsletter, the *Porsche Profile*, website, social media,
291 and any other communications for the Club. The frequency of communications shall be
292 at the recommendation of the Director as approved by the Board.

293 ~~Such newsletter shall be distributed monthly.~~

294 295 **Section XIII**

296 The Drivers Education Director shall ~~make arrangements for and coordinate the~~
297 activities required to support the Drivers Education program. The Drivers Education
298 Director shall also serve as either the Chief Track Instructor (CTI) or Drivers Education
299 Registrar. the Registrar for drivers education events and shall be responsible for the
300 coordination of level, worker and instructor assignments for all drivers, ensuring that
301 medical, registration and other appropriate documentation is in accordance with event
302 guidelines; collection of all fees associated with Drivers Education events; and overall
303 coordination of event procedures.

304 305 **Section XIV**

306 The President shall appoint a person to serve in the At-Large Director role. This
307 individual is assumed to represent the interests of all members and may be assigned
308 specific duties by the President or Board of Directors. This individual will have the same
309 rights and responsibilities as other board members.

310
311 ~~The PCA Club Race Director shall be responsible for the Suncoast Region's~~
312 ~~participation in the establishment, management and operation of any PCA Club races~~
313 ~~sponsored or co-sponsored by Suncoast Region. Duties would include the obtaining of~~
314 ~~sponsors for the event, the coordination with officials of PCA assigned to the event and~~
315 ~~officials of other participating regions, coordination of worker and instructor assignments~~
316 ~~for all drivers: ensuring medical, registration and appropriate documentation is in~~
317 ~~accordance with event guidelines; collection of all fees associated with the event and~~
318 ~~overall coordination of event procedures. It is intended that expenditures for PCA Club~~
319 ~~Racing events be made from reserves maintained from prior club racing events. Any~~
320 ~~expenditure, or budget for expenditures, which exceeds the established reserve by~~
321 ~~more than \$50.00 shall require approval by the Board of Directors.~~

322 323 **Section XIV**

324 The Charitable Activities Director shall be responsible for coordinating all Suncoast
325 Region charitable events, evaluating and recommending to the board all proposed
326 charitable donations to be made by the region and for implementing the region's
327 Charitable Activities Policy.

328
329 **Section XVII**

330 ~~The Marketing/Communications Director shall be responsible for designing and~~
331 ~~conducting internet and other electronic marketing for the region.~~

332
333 **Section XVIII**

334 The Membership Development and Services Director shall conduct and coordinate
335 programs to obtain new members, identify and introduce new members, encourage the
336 participation of the current members of the region, assist in the conduct of events
337 specifically tailored to new or inactive members and maintain a master list of all
338 members.~~The Webmaster Director shall be responsible for designing, maintaining and~~
339 ~~updating the region's website~~

340
341 **Section XIX**

342

343 **ARTICLE VIII**
344 **Committees: Appointments**

345 **Section I**

346
347 The President shall appoint a Chief Track Instructor, a Registrar and a Tech Chair for
348 the Drivers Education Program and a PCA Club Race Chair. Each shall be appointed
349 for an initial one-year term, renewable for additional terms with the advice and consent
350 of the Board of Directors. Terms shall begin on the Sunday of the Instructor's Weekend
351 and end the following year on the Saturday of Instructor's Weekend.

352
353 **Chief Track Instructor**

354 ~~The President shall appoint a Chief Track Instructor with the advice and consent of all~~
355 ~~prior Chief Track Instructors, for a one-year term. The term shall begin on the Sunday of~~
356 ~~the Instructor's Day weekend and end the following year on the Saturday of Instructor's~~
357 ~~Day weekend.~~

358 The Chief Track Instructor shall be responsible for ensuring the Drivers Education
359 Program meets the minimum standard established by PCA National, coordinating
360 annual Instructor training, and monitoring driver activity at each Drivers Education event
361 to ensure alignment with PCA requirements.

362
363 **Registrar**

364 The Registrar ~~for drivers education events and~~ shall be responsible for the coordination
365 of level, worker and instructor assignments for all drivers, ensuring that medical,
366 registration and other appropriate documentation is in accordance with event guidelines;

367 collection of all fees associated with Drivers Education events; and overall coordination
368 of event procedures.

369
370 **Tech Chair**

371 The Drivers Education Tech ~~Director~~ Chair shall be responsible for at-track tech
372 inspections of participating vehicles, and for providing technical expertise and advice to
373 the Board and Members with regard to the preparation, maintenance and care of their
374 vehicles. The Tech Chair shall coordinate with the Insurance and Safety Director on the
375 safety standards for the event. The Tech Chair may bar or remove any vehicle from the
376 event if such vehicle fails to meet safety standards, is mechanically deficient or is being
377 operated in an unsafe manner.

378
379 **Section II**

380 **PCA Club Race Chair**

381 The PCA Club Race ~~Director~~ Chair shall be responsible for the Suncoast Region's
382 participation in the establishment, management and operation of any PCA Club races
383 sponsored or co-sponsored by Suncoast Region. Duties would include the obtaining of
384 sponsors for the event, the coordination with officials of PCA assigned to the event and
385 officials of other participating regions, coordination of worker and instructor assignments
386 for all drivers: ensuring medical, registration and appropriate documentation is in
387 accordance with event guidelines; collection of all fees associated with the event and
388 overall coordination of event procedures. It is intended that expenditures for PCA Club
389 Racing events be made from reserves maintained from prior club racing events. Any
390 expenditure, or budget for expenditures, which exceeds the established reserve by
391 more than \$50.00 shall require approval by the Board of Directors. The PCA Club Race
392 Chair will coordinate activities with the President and issue reports to the Board on a
393 regular basis.

394 **Section II**
395 **Other Committees**

396 The Board of Directors may establish committees, either temporary or permanent, to
397 facilitate the activities of the Club.

398 **ARTICLE IX**

399 **Driver's Education Hall of Fame Awards**

400
401 Each year, the President shall work with the Board of Directors to identify, select and
402 present the Region's Awards consistent with the Region's Award policy.
403 ~~Members previously elected to the Suncoast Region Driver's Education Hall of Fame~~
404 ~~shall be eligible to nominate and select members of the region to be honored by~~
405 ~~induction into the Hall of Fame. The President will send a letter to all Hall of Fame~~
406 ~~members in September of each year requesting nominations for induction for that year,~~
407 ~~and the members of the Hall of Fame shall meet and select the inductees for that year,~~
408 ~~if any.~~

409
410

ARTICLE X **Election of Officers**

411 **Section I**

412 **Nominations & Nominating Committee**

413 Not later than the August meeting of the Board of Directors each year, the President
414 shall appoint a nominating committee. The nominating committee will be comprised of
415 three members appointed by the President in addition to the Governance Director ~~of~~
416 ~~three members who serves as Chair~~. The nominating committee shall submit a slate of
417 candidates for those offices to be vacated on December 31st. The nominating
418 committee shall present its slate of candidates at the September meeting of the Board
419 of Directors. There shall be an Invitation to Nominate Officers published in all Board
420 approved print and electronic means ~~the Porsche Profile~~ at least one (1) month prior to
421 the September Board meeting, ~~and posted on the Region's website~~, notifying the
422 membership that nominations for club officers must be submitted to the Secretary
423 before or at the September meeting of the Board of Directors. No person may be
424 nominated without his/her permission.

425 **Section II**

426 At the September meeting of the Board of Directors, nominations received by the
427 Secretary from members in good standing shall be added to the nominations made by
428 the Nominating Committee for offices to be vacated on December 31st. No member
429 may be nominated without his/her permission. If a nomination is made from the floor or
430 previously provided to the Secretary, the member making the nomination must present
431 evidence that the nominee has given his/her permission to be nominated. Such
432 evidence shall be in writing if the nominee is not present at the meeting.

433 **Section III**

434 The final slate of Officers and Directors will be determined at the September board
435 meeting. At that time all nominations are closed except for unfilled positions on the
436 slate. Each candidate for a contested position will be asked to submit a statement for
437 candidacy, which will appear on the Region's website and other Board approved
438 electronic formats, ~~and in the next issue of the Porsche Profile~~. If available, a photo of
439 the candidate will appear with their statement.

441 **Section IV**

442 **Voting**

443 If only one nominee for each office is submitted, then that slate is deemed elected and
444 no ballot will be distributed. In the event a ballot is necessary, the Secretary shall
445 prepare a written ballot listing the names of all the nominees for each office. Such ballot
446 will be posted on the Region's website no later than October 20 so that it may be
447 downloaded by Members, who may then vote and return their ballots to the Secretary
448 by e-mail, fax or regular mail. All ballots must be received ~~and~~ by November 20th, and
449 tallied by November 30. In the event of a tie, there will be a runoff election. Election
450 shall be by a simple majority of those voting. The Secretary shall publish the results of
451 the election on the website and in the next *Porsche Profile*.

452
453

ARTICLE XI
Member Meetings/Quorum/Fiscal Year

454 **Section I**

455 **Special Meetings of the Members**

456 Special meetings of the members may be called by the President or by a majority of the
457 Board of Directors.

458 **Section II**

459 **Quorum**

460 A Quorum of any meeting of the members shall consist of 10% of the members in good
461 standing or 20 members in good standing, whichever is less. Every act of a meeting
462 duly held at which a quorum is present shall be regarded as an act of the entire
463 membership. A notice stating the time, date, place and purpose of any meeting of the
464 members shall be issued using a Board approved electronic formatmailed, not less than
465 five days nor more than thirty days prior to the meeting.

466 **Section III**

467 **Fiscal Year**

468 The fiscal year of the Club shall be the twelve months ending December 31st.
469

470
471

ARTICLE XII
Obligations and Indebtedness

472 **Section I**

473 Only the elected Officers, or members authorized by the Board of Directors to act on
474 behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All
475 obligations or indebtedness incurred in accordance with the provisions of these bylaws
476 shall be incurred solely as Club obligations. No personal liability whatever shall attach
477 to, or be incurred by, any member or Officer of the Club by reason of any such Club
478 obligation or liability. No elected Officer or other member authorized to act in behalf of
479 the Club shall incur any obligation or indebtedness in the name of the Club in excess of
480 the sum of \$200.00 (~~t~~Two ~~h~~Hundred ~~d~~Dollars) without the prior approval of the Board of
481 Directors except for the following purposes:

- 482 a) Printing, mailing, postage and stenographic expenses of the Club's official
483 publications.
484 b) Stationery and postage for ordinary administrative use.
485 c) Necessary and reasonable expenses associated with approved events.

486 **Section II**

487 No elected Officer, or member authorized by the Board of Directors to act in behalf of
488 the Club, shall incur any obligation or indebtedness in the name of the Club which is not
489 for the general benefit of the entire membership of the Club, nor shall the Board of
490 Directors approve the incurring of any such obligation or indebtedness.

491 **Section III**

492 The incurring of any obligation or indebtedness in the name of the Club by any officer or
493 member in contravention of these bylaws shall be an ultra vires act. The person or
494 persons responsible for such act or acts shall be personally liable, jointly and severally,
495 to the Club in an amount equal to the obligation or indebtedness which the Club may be
496 required to pay plus any expenses and legal fees the Club may incur in collecting such
497 sums from such members.

498 **ARTICLE XIII**
499 **Amendment of Bylaws**

500 Amendments to these bylaws may be proposed by the Board of Directors or by any ten
501 members in good standing. Proposals shall be submitted to the Board of Directors in
502 writing, and in the case of a proposal submitted by members, shall be signed by each
503 member joining in the proposal and accompanied by a written explanation of the nature
504 and the need for such amendment(s). If a proposed amendment is approved by a
505 majority of the Board of Directors, the Secretary shall cause the proposed amendment,
506 together with an explanation of the need therefore, to be published on the Region's
507 website and in ~~the Porsche Profile~~other Board approved electronic formats, and shall
508 arrange for a vote of the members by publishing a ballot on the website and in other
509 Board approved electronic formats~~the Porsche Profile~~. An affirmative vote of two-thirds
510 of the members voting is required for approval. The Secretary shall publish the results
511 of the voting on the website, and in the next succeeding issue of the Porsche Profile.

512 [End of the Bylaws]