

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 competitive, educational and recreational driving events

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.

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

- 37 **E.** The interchange of ideas and suggestions with other Porsche Clubs throughout the world.
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39 **F.** The establishment of such mutually cooperative relationships with other Automobile Clubs
40 as may be desirable.
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- 42 **G.** To continue support of charitable organizations whose mission is to provide for or assist
43 children and to utilize other resources of the Club to assist such other charitable
44 organizations as the Club may from time to time elect to support.
- 45 **H.** The preservation of the independence of the Porsche Club of America (PCA) and the
46 Suncoast Region, free of control or undue influence by any outside individual,
47 organization, company, or other entity, no matter how closely aligned to the Club in
48 interest or purpose. In furtherance of this goal, the Porsche Club of America Suncoast
49 Region is and shall remain a totally member-driven and primarily member-financed
50 independent entity allowing neither inappropriate nor undue influence, financial or
51 material, from outside its domain, owing allegiance only to its members.

52 **Section II**
53 **Powers**

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

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ARTICLE III
Badges

58 **Section I**

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

61 **Section II**

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

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ARTICLE IV

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Membership, Dues, Privileges, Suspension

67 **Section I**

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

70 **Section II**

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

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75 **Section III**

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

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78 **Section IV**

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

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ARTICLE V

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Officers

88 **Section I**

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

91 **Section II**

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

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ARTICLE VI

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Board of Directors

101 **Section I**

102 There shall be fifteen (15) Directors: four of these shall be the Officers of the Club; one shall
103 be the immediate past president; five shall be elected Directors ("Elected Directors") and five
104 shall be non-elected Directors ("Non-Elected Directors").

105 The five Elected Directors shall have primary duties and responsibilities as follows:

- 106 Charitable Activities
- 107 Social Activities
- 108 Insurance and Safety
- 109 Road Driving Activities
- 110 Governance

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

- 113 Drivers Education Director

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- 115
- 116 Competitive Activities Director
- 117 Marketing/Communications Director
- 118 Membership Development and Services Director
- 119 At-Large
- 120

121 The term of office of all Directors shall be one year and Elected Directors are eligible for
122 additional terms if re-elected; Non-Elected Directors may serve additional terms with the
123 advice and consent of the Board of Directors. All terms shall end on December 31st. All
124 Directors, elected or appointed, are entitled to vote at board meetings.
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126 **Section II**

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

129 **Section III: Board Meetings**

- 130 1. **Monthly Meetings:** Directors shall meet monthly for not less than ten (10) months a year,
131 and such meetings shall be open to any member who wishes to attend. Regular monthly
132 meetings may be In-Person or Virtual Meetings. However, only Directors may vote at such
133 meetings. During a regular In-Person monthly meeting, a Director may join the meeting by
134 Virtual Means and that Director shall be considered as present in determining a quorum.
135
- 136 2. **Quorum:** A quorum of the Board of Directors shall consist of a majority of the Directors,
137 but shall not be less than nine (9) Directors. If a quorum of Directors is present, either in
138 person or by Virtual means, any action taken by a majority of the Directors present is
139 binding on the Club and its members.
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- 141 3. **Special Meeting of the Board:** The President or a majority of the Executive Council may
142 call a special meeting of the Board by e-mail or other accepted electronic media sent to
143 the members of the Board at least 24 hours before the commencement time of the virtual
144 special meeting. The quorum requirements set forth in Section II.B. of Article VI shall
145 apply to a special meeting. Any action taken or approved by a majority of the members of
146 the Board of Directors at a special meeting shall be binding on the Club and its members.
147 Any such action shall be documented by copies of e-mails, attachments to emails, or
148 other accepted recorded electronic media reciting the motion or proposed action to be
149 taken, it's second, and the vote of each of the Board members who cast a vote. The
150 Secretary or initiating officer in the instance the Secretary is not present, shall document
151 all of the motions or proposed actions, the seconds by individual Board members, and the
152 vote of the participating Board members on any motion or action. All special meeting
153 documents shall be placed in the club's permanent records maintained by the Secretary.

154 **Section IV**

155 In the event of the death, resignation, disability, or disqualification of an Officer or Elected
156 Director, the Board of Directors may make an interim appointment to the seat so vacated for
157 the balance of the unexpired term. The Board of Directors may leave the position vacant,
158 except for the office of President, which will be filled automatically by the Vice President at
159 such time as the vacancy occurs. In the event of the death, resignation, disability, or
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161 disqualification of a Non-Elected Director, the President, with the advice and consent of the
162 Board of Directors, may make an interim appointment to the seat so vacated for the balance
163 of the unexpired term. The President may elect to leave the position vacant. Any Director
164 (including officers) who fails to attend four (4) consecutive Board Meetings may be removed
165 from the Board by the affirmative vote of a majority of the remaining Directors at a Board
166 meeting at which a quorum is present, or in accordance with the non-meeting Board action
167 described in Article VI, Section III B.

168 ARTICLE VII

169 **Duties**

170 **OFFICERS and DIRECTORS**

171 **Section I**

172 The President shall be the principal executive Officer of the Club and, with the support and
173 assistance of the other Officers, shall be responsible for implementing the policies
174 established by the Board of Directors.

175 **Section II**

176 The Vice President shall be responsible for coordinating the activities of the fifteen Directors,
177 and shall preside and act as President in the event the President is absent or unable to
178 serve.
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180 **Section III**

181 The Secretary shall record and preserve the minutes of all meetings of the Club and shall
182 present and make such minutes available for all of the Club's correspondence and shall
183 receive and count all ballots and present the results thereof. The Secretary shall also
184 preserve the minutes and records of the Club by appropriate physical or electronic means.

185 **Section IV**

186 A. The Treasurer shall be the custodian of all the Club's funds, shall handle all receipts and
187 disbursements, shall keep and preserve the records and books of account reflecting the
188 financial condition and operation of the Club and shall report the Club's financial condition to
189 the Board of Directors at all regularly scheduled meetings of the Board. Checks drawn on the
190 Club's bank accounts shall require the signature of two Officers for any check in excess of
191 \$1,500.00, except for checks drawn in payment of the following: *Porsche Profile* printing and
192 postage, track rent at Sebring International Raceway or other regional track, and
193 expenditures specifically approved by the Board in advance.

194 B. The Treasurer shall prepare and submit to the Board no later than the February Board
195 meeting, a proposed Budget for the current year. The budget shall include an estimate of all
196 receipts and expenses and shall include a Reserve. The Board shall consider and adopt a
197 budget for the year and shall determine the disposition of any surplus.

198 **Section V Past President**

199 The most recent Past President, continuing to be an active member of the club, shall serve in
200 an ex-officio capacity and shall be an advisor to the Officers and the Board and shall have
201 other duties as may be assigned from time to time by the President.

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Section VI Executive Council

The Officers of the Club, the President, the Vice President, the Secretary, the Treasurer, and the most recent Past President continuing to be an active member of the club, shall constitute the Executive Council in which the administration and management of the Club shall be vested. The Executive Council shall be responsible for the conduct of the administration of the affairs of the Club, the general management and oversight of Club activities for coordination, cooperation, and execution purposes, and for the preparation of initial agendas and any needed agenda support materials for Board of Director meetings. The Executive Council may meet either in-person or virtually by electronic means for Club administration and management purposes at any time between scheduled Board of Director meetings. All decisions addressing either Club administration or management by the Executive Council shall be by a majority vote of the five members. Any general administration and management decision actions taken by the Executive Council shall be duly recorded by either the Secretary or President and shall be reported by the President or the Secretary to the Board of Directors at the next scheduled Board meeting.

ELECTED DIRECTORS

Section VII

The Road Driving Activities Director shall make arrangements for and shall coordinate driving activities to include Rallys, Tours and other driving activities conducted on public roads.

Section VIII

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

Section IX

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

Section X

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

Section XI

The Governance Director shall be responsible for the nomination process and serve as Chair of the Nominating Committee, support processes related to review and revisions of the

252 Bylaws, and any other governance related items intended to provide support to the Board of
253 Directors.

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256 **NON-ELECTED DIRECTORS**

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258 **Section XII**

259 The Marketing and Communications Director shall be responsible for the publication of the
260 official Club newsletter, the *Porsche Profile*, website, social media, and any other
261 communications for the Club. The frequency of communications shall be at the
262 recommendation of the Director as approved by the Board.

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264 **Section XIII**

265 The Drivers Education Director shall make arrangements for and coordinate the activities
266 required to support the Drivers Education program. The Drivers Education Director shall also
267 serve as either the Chief Track Instructor (CTI) or Drivers Education Registrar.

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269 **Section XIV**

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

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276 **Section XV**

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

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282 **Section XVI**

283 The Membership Development and Services Director shall conduct and coordinate programs
284 to obtain new members, identify and introduce new members, encourage the participation of
285 the current members of the region, assist in the conduct of events specifically tailored to new
286 or inactive members and maintain a master list of all members.

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ARTICLE VIII **Committees: Appointments**

289 **Section I**

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

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296 **Chief Track Instructor**

297 The Chief Track Instructor shall be responsible for ensuring the Drivers Education Program
298 meets the minimum standard established by PCA National, coordinating annual Instructor

299 training, and monitoring driver activity at each Drivers Education event to ensure alignment
300 with PCA requirements.

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302 **Registrar**

303 The Registrar shall be responsible for the coordination of level, worker and instructor
304 assignments for all drivers, ensuring that medical, registration and other appropriate
305 documentation is in accordance with event guidelines; collection of all fees associated with
306 Drivers Education events; and overall coordination of event procedures.

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308 **Tech Chair**

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

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316 **Section II**

317 **PCA Club Race Chair**

318 The PCA Club Race Chair shall be responsible for the Suncoast Region's participation in the
319 establishment, management and operation of any PCA Club races sponsored or co-
320 sponsored by Suncoast Region. Duties would include the obtaining of sponsors for the event,
321 the coordination with officials of PCA assigned to the event and officials of other participating
322 regions, coordination of worker and instructor assignments for all drivers: ensuring medical,
323 registration and appropriate documentation is in accordance with event guidelines; collection
324 of all fees associated with the event and overall coordination of event procedures. It is
325 intended that expenditures for PCA Club Racing events be made from reserves maintained
326 from prior club racing events. Any expenditure, or budget for expenditures, which exceeds
327 the established reserve by more than \$50.00 shall require approval by the Board of Directors.
328 The PCA Club Race Chair will coordinate activities with the President and issue reports to the
329 Board on a regular basis.

330 **Section II**

331 **Other Committees**

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

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ARTICLE IX

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Awards

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337 Each year, the President shall work with the Board of Directors to identify, select and present
338 the Region's Awards consistent with the Region's Award policy.

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ARTICLE X

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Election of Officers

342 **Section I**

343 **Nominations & Nominating Committee**

344 Not later than the August meeting of the Board of Directors each year, the President shall

345 appoint a nominating committee. The nominating committee will be comprised of three
346 members appointed by the President in addition to the Governance Director who serves as
347 Chair. The nominating committee shall submit a slate of candidates for those offices to be
348 vacated on December 31st. The nominating committee shall present its slate of candidates at
349 the September meeting of the Board of Directors. There shall be an Invitation to Nominate
350 Officers published in all Board approved print and electronic means at least one (1) month
351 prior to the September Board meeting notifying the membership that nominations for club
352 officers must be submitted to the Secretary before or at the September meeting of the Board
353 of Directors. No person may be nominated without his/her permission.

354 **Section II**

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

362 **Section III**

363 The final slate of Officers and Directors will be determined at the September board meeting.
364 At that time all nominations are closed except for unfilled positions on the slate. Each
365 candidate for a contested position will be asked to submit a statement for candidacy, which
366 will appear on the Region's website and other Board approved electronic formats. If available,
367 a photo of the candidate will appear with their statement.

369 **Section IV**

370 **Voting**

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

380 **ARTICLE XI** 381 **Member Meetings/Quorum/Fiscal Year**

382 **Section I**

383 **Special Meetings of the Members**

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

386 **Section II**

387 **Quorum**

388 A Quorum of any meeting of the members shall consist of 10% of the members in good
389 standing or 20 members in good standing, whichever is less. Every act of a meeting duly held

390 at which a quorum is present shall be regarded as an act of the entire membership. A notice
391 stating the time, date, place and purpose of any meeting of the members shall be issued
392 using a Board approved electronic format, not less than five days nor more than thirty days
393 prior to the meeting.

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395 **Section III**

396 **Fiscal Year**

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

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ARTICLE XII

Obligations and Indebtedness

400 **Section I**

401 Only the elected Officers, or members authorized by the Board of Directors to act on behalf of
402 the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or
403 indebtedness incurred in accordance with the provisions of these bylaws shall be incurred
404 solely as Club obligations. No personal liability whatever shall attach to, or be incurred by,
405 any member or Officer of the Club by reason of any such Club obligation or liability. No
406 elected Officer or other member authorized to act on behalf of the Club shall incur any
407 obligation or indebtedness in the name of the Club in excess of the sum of \$200.00 (two
408 hundred dollars) without the prior approval of the Board of Directors except for the following
409 purposes:

410 a) Printing, mailing, postage and stenographic expenses of the Club's official publications.

411 b) Stationery and postage for ordinary administrative use.

412 c) Necessary and reasonable expenses associated with approved events.

413 **Section II**

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

418 **Section III**

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

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ARTICLE XIII

Amendment of Bylaws

427 Amendments to these bylaws may be proposed by the Board of Directors or by any ten
428 members in good standing. Proposals shall be submitted to the Board of Directors in writing,
429 and in the case of a proposal submitted by members, shall be signed by each member joining
430 in the proposal and accompanied by a written explanation of the nature and the need for such
431 amendment(s). If a proposed amendment is approved by a majority of the Board of Directors,
432 the Secretary shall cause the proposed amendment, together with an explanation of the need
433 therefore, to be published on the Region's website and in other Board approved electronic

434 formats, and shall arrange for a vote of the members by publishing a ballot on the website
435 and in other Board approved electronic formats. An affirmative vote of two-thirds of the
436 members voting is required for approval. The Secretary shall publish the results of the voting
437 on the website and in the next succeeding issue of the Porsche *Profile*.

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[End of the Bylaws]