

**Carolinas Region
Porsche Club of America
By-Laws
(2003 Revision)**

ARTICLE I: NAME

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

ARTICLE II: MEMBERSHIP

Membership in the Club shall be open to Porsche owners and co-owners as classified by the Articles of Incorporation and by-laws of the Porsche Club of America, Inc. National members of the Porsche Club of America, Inc. who reside in other regions may request, and be granted, membership in the Club.

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 in conflict with those of the Porsche Club of America, Inc. shall be valid.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1: Officers

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

All elected Officers will serve two year terms and may serve for a maximum of two consecutive terms (4 years) in each office. Area Directors will have no term limits.

Section 2: Board of Directors

The Board of Directors shall consist of the following:

(a) Elected officers: The President, Vice President, Secretary, and Treasurer.

(b) Appointed members: The Editor of Tobacco Roads, the Membership Chairman, the Historian and the Chief Driving Instructor shall be members of the Board of Directors, and shall be appointed by the President.

(c) Area Directors: One or more members from each of the six (6) areas shall be designated as Area Director. Area Directors shall be elected by the members of the area that they represent. Area Director candidates shall be approved by the Board of Directors.

(d) Past Presidents: The immediate Past President and all Past Presidents that are still active in the Club shall be members of the board. The term active is defined to mean participating in at least half of the board meetings each year.

g) Vacancies: Vacancies on the Board of Directors, except for the President and Vice President, shall be filled through appointment by the President, subject to the approval* by a quorum** of the Board of Directors.

Vacancies for the office of President and Vice President shall be filled through nomination by the Board and subject to approval by a quorum of the Board of Directors. All Officers appointed due to vacancies will hold that position until the next annual election.

* Voting: All Board Members shall have one vote regardless of being appointed or elected. If a position has co-members (i.e. Area Director, etc.) then each co-member shall have their own individual vote.

** Quorum: A simple majority of the elected officers, editor of Tobacco Roads, the Membership Chairman, the Chief Driving Instructor and the Area 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 V: DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

Section 1: President

The President:

- 1) Shall preside at all meetings of the Club and the Board of Directors.
- 2) May appoint committees as deemed necessary for the operation of the Club.
- 3) Where possible, shall represent the Club at all Zone III meetings and at the annual business meeting held at the national Porsche Parade.

Section 2: Vice President

The Vice President:

- 1) Shall coordinate ideas from the membership as to events, social functions, clinics, and meetings with other clubs.
- 2) Shall be the responsible to act as chairman and to supervise those meetings along with any of the membership he may direct, subject to the approval of the President.
- 3) Shall Chair the Advertising Committee.
- 4) Shall preside as President at any club function in the absence of the President.

Section 3: Secretary

The Secretary:

- 1) Shall keep the minutes of all meetings and all notes taken concerning matters pertaining to the business of the club, and cause to be published in the club's official publication a report of the meetings and of other matters relating to the proper conduct of the club.

Section 4: Treasurer

The Treasurer:

- 1) Shall have custody of all monies, debts, obligations, and assets of the club.
- 2) Shall be responsible for all receipts and disbursements of the club.
- 3) Shall maintain an accurate record of same.
- 4) Shall give a full and accurate report on the financial status of the club at any meeting of the Board of Directors, and cause this report to be published in the club's official publication.
- 5) Shall perform all duties incident to the office as may be required.

Section 5: Membership Chairman

- 1) Shall be responsible for the correspondence related to matters of membership in the club.
- 2) Shall keep an up-to-date roster of all regional members.
- 3) Shall actively promote membership in the Club by Porsche owners.
- 4) Shall perform all duties incident to the position as may be required.

Section 6: Chief Driving Instructor

- 1) Responsible for the overall instructional program in use at Driver Education events.

- 2) Developing and implementing a driving instructor development program.
- 3) Determining the competence of and providing final approval for all drivers to become Carolinas Region DE instructors.
- 4) Providing approval before a student is allowed to drive solo.
- 5) Rules enforcer at the track during DE events. Has authority to immediately terminate participation by any student or instructor that he deems to be uncooperative and a danger on the track.
- 6) Approval of the assignment of specific instructors to specific students for all DE events.
- 7) Maintaining a database of all instructors approved for Carolinas Region Driver Education events.

Section 7: Board of Directors

- 1) Shall establish and carry out policies and procedures as deemed necessary for the operation of the club, which shall include, but not be limited to, the evaluation of the annual financial obligations of the club for activities, including awards and newsletter expenses; the establishment of fees and other revenues as may be necessary to defray these expenses; and the establishment of regional competition regulations.
- 2) Shall cause to be published in the club's official publication at the earliest possible date, notice of all policies and procedures so established.

ARTICLE VI: MEETINGS

At least six (6) 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 may be called by the President upon proper notification of the membership of the board. Such notification shall consist of either written notice (including email) or telephone contact with each member of the Board of Directors, including each Area Director, naming the time, place, and purpose of the special meeting.

There shall be an annual meeting of the membership, coincident with the Club's Christmas Party, in December of each year. The Club's Christmas Party shall be hosted by a different Area every year on a rotating basis. The order of rotation shall be as follows:

Western SC - 2003
Metrolina - 2004
Mountain - 2005
Triad - 2006
Triangle - 2007
Sun Fun - 2008

If an Area is determined by the Board to be unable to host the Club's Christmas Party, the Board will allow the next Area in the order of rotation to host the event. The time and place of the annual meeting shall be announced in the official publication of the club.

ARTICLE VII: ELECTIONS

The President shall appoint, in July of each year, a nominating committee to prepare a slate of officers for the upcoming year. The slate shall be presented to the Board of Directors no later than August. The slate and call for additional nominees from the membership shall be published in the September issue of the official club publication. The cut-off date for additional nominees shall be no later than September fifteenth.

The completed absentee and election meeting notice shall be published in the October issue of the official club publication. The election shall be held at the October election meeting, allowing a minimum of three weeks to receive absentee ballots. Absentee ballots shall be sent to the Secretary for recording prior to the October election meeting.

Any member or family/associate member who is of good standing in the club is eligible to vote and to hold office. A simple majority of the votes will elect each officer. Absentee ballots shall be counted with the votes of the members present at the election meeting. In the event of a tie vote, a run off election shall be held at the election meeting. Run off in voting by the members present shall be by secret ballot if requested.

The officers-elect will assume office at the December annual meeting.

ARTICLE VIII: 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 shall be announced in the official club publication and mailed at least 15 days prior to the meeting. At least 5% 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-laws change.
- 3) By a mail vote distributed to the membership in the official club publication.
- 4) By electronic ballot via the Carolinas Region website. Electronic ballots shall include PCA Membership numbers to insure no duplicate votes.
- (5) The deadline for voting shall not be less than two weeks from the date of notification and the outcome shall be determined from two thirds of the amendment votes received.

CAROLINAS REGION POLICY AND PROCEDURE

I. Competitive Event Regulations

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

- A. Minor exceptions to the PCR's are acceptable as long as they are reasonable, safe, and passed on by the Board of Directors. (i.e.) tire tread, protective clothing, mufflers, and similar types of rules for specific events.
- B. The Board of Directors shall have the discretion of opening a competitive event to members of other sports car clubs and any guest deemed a worthy entrant.
- 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. All runs must be completed in the official run car before any other cars may be driven.
- D. Any point of dispute arising at a competitive event shall be decided by a protest committee made up of the chairman of that event, the Competition Committee Chairman, and one or two members of the Board of Directors as needed to make up a committee of three persons.
- E. Car classifications shall be as set forth by the competition committee and as approved by the Board of Directors. It is recommended that the competition committee meet at least once each year to review existing classification rules and recommend any needed changes.

II. FEES & FINANCIAL OBLIGATIONS

- A. Event fees are to be determined by each event chairman. Each event chairman is responsible for producing a detailed budget of expected costs and income for that event. Each budget will be presented by the Event Chair to the Board for scrutiny and approval. Unless otherwise approved by the Board, all events must break even financially.
- B. In accordance with national by-laws, no member of the Carolinas Region, or any person acting in 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 of the board. This amount is currently set at \$250.

III. COMMITTEE FUNCTIONS

A. The Advertising Committee: will develop a system of soliciting ads for the newsletter that can continue to serve the club. It will solicit ads from such parties as would be mutually beneficial to the club and advertiser. It will also work with the Secretary, Treasurer and Newsletter Editor in keeping an accurate record of ads. (i.e.) length of run, amount paid, etc.

The Vice President shall Chair the Advertising Committee.

B. Driving and Instruction Safety: Develop and enforce Carolinas Region Driving Event Safety Rules. 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.

The Driving and Instruction Safety Committee shall be chaired by a Chief Safety Inspector. In addition the chair duties the Chief Safety Inspector shall be responsible for:

- 1) Provision of adequate, competent crew to provide required safety inspections at Drivers Education events and Club Races.
- 2) May also called upon to provide safety inspection for other events as required such as autocross.

C. Driver's Education: Develop and coordinate Carolinas Region Driver's Education events.

D. Club Racing: Develop and coordinate Carolinas Region Club Racing events.

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

F: Non-Track Event Committee: Will organize and coordinate the current annual Regional Non-Track Events (Spring and Fall AutoFair, Spring Tour, PorscheFest and Fall Tour). Other events can be added to this list at the discretion of the Board.

Area Director Responsibilities

The Carolinas Region is divided into six (6) Areas:

Metrolina
Mountain
Triad
Triangle
Sun Fun
Upstate

One or more members from each of the six (6) Areas shall be designated as Area Director(s). Area Directors shall be elected by the members of the Area they represent or appointed by the Board of Directors.

The Area Director(s) shall be responsible for coordinating social functions and/or events so as to promote interest and goodwill among the membership in their Area.

Each Area will be appropriated funds annually to cover the expenses of such functions and events. The Board will set the amount of the Area funds for the next calendar year during the last Board Meeting of the current year. The amount will be based upon the Region's current financial balances and projected revenues for the next year. Minimum funding will be \$500 unless the board deems otherwise.

Additionally the Board may appropriate additional funds beyond the annual appropriation to an Area for a function or event that it deems worthy.

However in accordance with the National By-Laws, no member of the Carolinas Region, or any 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 of the Board of Directors.

This amount is currently set at \$250.00.

The Area Directors shall 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.

The Area Directors shall submit for publication in the Tobacco Roads any current information or articles relating to activities from the Area they represent.

03/24/2003