



**By Laws of the  
Porsche Club of America, Pocono  
Region, Inc.**

Adopted 15 February 2011



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## **ARTICLE I -- NAME, OFFICE AND TERRITORY**

### **Section 1 Name**

The name of the club shall be the Porsche Club of America, Pocono Region, Inc., herein after referred to as the Club.

### **Section 2 Office**

The Office of the Club shall be the residence of its duly elected President, or the Board of Directors shall determine the address of the Club by two-thirds simple majority vote.

### **Section 3 Territory**

The Club's territory shall be that established by the Porsche Club of America, Inc., herein referred to as National. The Club's territory consists of the Pennsylvania counties of Bradford, Columbia, Lackawanna, Luzerne, Lycoming, Monroe, Pike, Sullivan, Susquehanna, Wayne and Wyoming.

Additional geographic areas within the Commonwealth of Pennsylvania may be included in the Club's Territory as permitted by National.

## **ARTICLE II -- OBJECTIVES**

The general objectives of the Club shall be the furtherance and promotion of the following:

1. The highest standards of courtesy and safety on and off the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning, co-owning or leasing a Porsche vehicle.
3. To promote or sponsor social events, or other events, as may be agreeable to the Membership.
4. The maintenance of the highest standards of operations and performance of Porsche vehicles by sharing and exchanging technical, mechanical and other information.
5. To promote goodwill towards Porsche vehicles, Porsche AG, Porsche Cars NA and National.
6. The establishment and maintenance of mutually beneficial relationships with Porsche AG, Porsche Cars NA, Porsche dealers and other Porsche service and product providers.
7. To promote the interchange of ideas and suggestions with other Porsche clubs and with other car or non-car clubs and organizations for the mutual benefit of parties involved
8. Operate, manage, sponsor, organize, promote, supervise or otherwise provide Club support for various events as may be held from time to time for the benefit of Members.

## **ARTICLE III -- POLICY, POWERS AND OBLIGATIONS**

### **Section 1 Non-profit status**

The Club shall operate at a 501-C-(4) organization as designated by the Internal Revenue Service. The Club is empowered to conduct all business necessary or desirable to carry out the purposes and objectives set forth in the Articles of Incorporation and by these By Laws in accordance with the Pennsylvania Nonprofit Law of 1988, or any successor statute (PNCL) and any other laws of the Commonwealth of Pennsylvania applicable to non-profit corporations.

### **Section 2 Obligations**

Only the elected officers or other persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations of the Club are incurred solely as corporate obligations of the Club.

### **Section 3 Liability**

There is no personal liability whatsoever and no personal liability shall attach to or be incurred by any officer, member or other person authorized by the Board of Directors to act on behalf of the Club.

### **Section 4 Unauthorized obligations**

No officer, member or other person authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club without prior authorization of the Board of Directors. Any obligation or indebtedness incurred by any person and which is not an Authorized Obligation of the Club shall be considered a personal obligation of that person and the Club will not be liable for such obligation.

### **Section 5 Authorized obligations**

Officers or other persons authorized by the Board of Directors may incur obligations for ordinary, necessary and reasonable administrative expenses consistent with the operation of the Club and according to the budget, or budgets, as authorized by the Board of Directors. Other expenses may become Authorized Obligations if approved by at least two-thirds vote of the Board of Directors.

Ordinary, necessary and reasonable administrative expense may include, but not be limited to expenses associated with printing, copying and distributing publications and notices from the Club, and general office supplies as may be needed.

## **ARTICLE IV -- MEMBERSHIP, DUES AND FEES**

### **Section 1 Membership**

Membership in 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 or organizations interested in the Club and its objectives as provided in Section 2B, 2C, and 2D of this Article. A Porsche is defined as an automobile body and suspension which is basically as manufactured by or designated as a Porsche automobile by Porsche, 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 Membership classes**

A. ACTIVE MEMBER – Any owner, lessee or co-owner of a Porsche who is acceptable to the Club and is 18 years of age or older and having paid Club dues and fees as required.

A.1. ACTIVE FAMILY MEMBER - A member of the Active Member's immediate family may be nominated by that Active Member to be an Active Family Member. An Active Family Member's immediate family is restricted to wife, husband, domestic partner, sister, brother, daughter, son, mother or father, and who is 18 years of age or older. Ownership, co-ownership or lessee-ship of a Porsche automobile is not required of an Active Family Member.

B. ACTIVE ASSOCIATE – Any Active Member who ceases to own, lease or co-own a Porsche while in good standing with National and with the Club. A person of the Active Associate's immediate family who has been an Active Family Member as defined in A.(a) above may continue as an Active Family Member.

C. SPONSOR -- Any person employed by or involved in a Porsche-oriented business, or organization involved with Porsche automobiles, is interested in the Club and supports its objectives, and having paid Club dues and fees as required.

D. HONORARY – Any person on the affirmative vote of the Board of Directors is deemed to merit individual recognition for outstanding interest in or service to the Club. Honorary membership is limited to one calendar year, but such honorary membership may be renewed for another calendar year upon affirmative vote of the Board of Directors.

D.1. LIFE – Any person on the full affirmative vote of the Board of Directors that has been deemed to have performed such extraordinary service to the Club as to warrant this single honor of life membership in the Club.

F. AFFILIATE MEMBER – Any person, 18 years of age or older, named by the Active Member at the time of joining or at any renewal of membership in lieu of a family-active member.

### **Section 3 National and regional membership**

No Active member, Active family member or Associate member may hold membership in the Club without being a member in good standing of National. The Club retains the exclusive right to accept or reject any person, organization or any member, of National or other PCA club or of any Club membership class, without justification or cause. Rejection by the Club is binding.

Applications for membership in the Club, whether submitted to the Club directly or referred to the Club from National, shall be submitted to the Secretary, or other member of the Board of Directors as designated by the Board of Directors. The applicant's name will be entered into the Club roll and the application will be sent to National.

### **Section 4 Dues**

Annual Club dues and other fees associated with the operation of the Club and for the various membership classes shall be established from time to time by the Board of Directors. If there is a need for an additional fee or due, the additional fee or due must be approved by at least two-thirds simple majority vote of the members present at a Regular meeting.

Club dues are payable at the anniversary date of each member's National membership.

Club membership will be terminated if National dues are not paid by the due date stated by

National. Membership may be reinstated as of the member's anniversary date upon full payment of all National and Club dues and fees.

### **Section 5 Privileges**

Only Active Members, Active Family Members, Active Associate Members, Sponsor Members, Honorary Members and Honorary Life Members in good standing with National and with the Club are entitled to the social privileges of the Club.

Only Active Members, Active Family Members, and Active Associate Members in good standing with National and with the Club are entitled to vote and to hold elective office in the Club.

Only Active Members are eligible to hold the office of President or Vice President.

### **Section 6 Expulsion**

Any Member may be expelled from the Club, by at least a two-thirds vote of the Board of Directors, for non-payment of dues, violations of the rules of National or the Club, for behaviors or actions that are unacceptable to National or to the Club or for behavior or actions inconsistent with the best interests of the Club. The Member to be expelled will be notified in writing, to include electronic communications, of the expulsion and the reason, or reasons for the Expulsion by at least thirty days prior to the effective date of the proposed Expulsion. National will also be notified of the Expulsion.

The Member to be expelled shall be afforded the opportunity to appeal to or be heard, in person or through a representative, by the Board of Directors within thirty days of the date of notification of expulsion. Reinstatement of expelled member will be by at least two-thirds vote of the Board of Directors. If Expulsion is due to or associated with non-payment of dues and fees, then reinstatement will also require full and immediate payment of all outstanding dues and fees.

### **Section 7 Suspension**

Any Member may be suspended for behaviors or actions considered unacceptable in the opinion of the Membership or in the opinion of the Board of Directors. The Member to be suspended will be notified in writing, to include electronic communications, of the suspension and the reason, or reasons for the Suspension. National will also be notified of the Suspension.

Suspensions shall be ninety days in duration from the date of member notification. The suspended member will be reinstated at the end of the ninety day period.

The Member shall be afforded the opportunity to appeal to or be heard, in person or through a representative, by the Board of Directors prior to or during the ninety day suspension period. Reinstatement of suspended member prior to the end of the ninety day period will be by at least two-thirds vote of the Board of Directors. Failing to receive a favorable decision from the Board of Directors, the suspended member may appeal to, or be heard by, Club members during any Regular Meeting or during any Special Meeting held prior to or during the ninety day period.

### **Section 8 Resignation**

Any member may resign from the Club by notifying the Board of Directors, in writing, to include electronic communications, of that member's intent. The Member's resignation will be effective on the date stated by the Member, or if no date is stated then by a date jointly established by the Board of Directors and the member. All member privileges shall cease as of the date of resignation.



## **ARTICLE V MEETINGS**

All meetings of the Club will be held within the Club's Territory. The Club may from time to time wish to subsidize the expense of all or a portion of the meeting's expense for members, as approved by the Board of Directors.

### **Section 1 Annual meeting**

The Annual Meeting of the Club shall be held in November of each calendar year, at a time and at a place within the Club's territory as determined by the Board of Directors. Notice of the annual meeting shall be announced by written notice, or by any means of electronic communication including but not limited to the Club website or Club emails, or by other means as determined by the Board of Directors and at least thirty days prior to such meeting.

### **Section 2 Regular meeting**

Regular Meetings of Club members will be held at least once a month. The date and place of such meeting will be determined by the assigned member, and notice of such meeting will be communicated to the membership by means of publication on the Club's website or by email at least three days prior to such meeting. An agenda of the meeting will be published by the Board of Directors or by the President at least three days prior to such meeting by publication on the Club's website or by email. A final, written agenda will be provided to members at such meeting.

Members who would like to discuss any matter at such meeting must submit the matter to the President or any member of the Board of Directors if the President is not available, at least seven days prior to such meeting so these matters will be included in the agenda.

### **Section 3 Board of Directors meetings**

The Board of Directors may meet from time to time as the need arises. Members are not allowed in attendance of these meetings unless specifically invited by the Board of Directors. Minutes of Board of Directors Meetings will be published for members.

### **Section 4 Special meetings**

Special Meetings may be called by the President or by the Board of Directors at any time. A minimum of five Active Members or five Active Family Members are needed to petition the President or petition the Board of Directors to hold a Special Meeting. Such petition may be in writing, or sent by email, to the President or any member of the Board of Directors. The President will, within twenty-one days of the receipt of such petition, call a Special Meeting of the Club. Club members shall have at least fourteen days prior notice of such meeting.

### **Section 5 Quorum**

At any annual, regular or special meeting of the Club, the Active Members present shall constitute a quorum. For meetings of the Board of Directors, a quorum shall be a minimum of three elected officers of the Club who reside on the Board of Directors and a minimum of three chair persons of the standing committees who reside on the Board of Directors.

All meetings shall be open to Members of the Club, unless otherwise designated by the President or Board of Directors.

## **ARTICLE VI – OFFICES, OFFICERS AND DUTIES**

### **Section 1 Offices and officers**

The offices of the Club shall be President, Vice-President, Secretary, and Treasurer. Nomination of persons to hold office will be made at the Regular Meeting immediately prior to the Annual Meeting. Election of officers will be at the Annual Meeting, and will be by simple majority vote of eligible Members. No person shall hold more than one office at any one time. Only Active Members in good standing and Active Family Members in good standing are allowed to hold office.

No officer may continue in office subsequent to moving one's residence outside of the Territory of the Club without the consent of a simple majority of the members present at a Regular Meeting.

Any officer may be suspended from such position for actions detrimental to the Club by at least a two-thirds vote of the Board of Directors. The Board of Directors shall call for a vote of the membership at the next Membership Meeting to remove such officer from the current term of office. Removal from office will be by two thirds vote of the Members present at the meeting.

### **Section 2 Term of office**

The term for each office shall be one calendar year. The term limit for President is two consecutive terms. There are no term limits for Vice President, Secretary and Treasurer. A period of two terms must elapse before a President may hold office as President again.

### **Section 3 Duties of officers**

Detailed duties of officers are defined in the Region Procedure Manual (RPM).

**President** - The President shall preside at all meetings of the Club. The President shall supervise and coordinate the duties of the other officers, and shall be the chief spokesperson for the Club in all dealings with National, other Porsche clubs, other clubs or organizations, and the public. The President manages and authorizes all official electronic communications to the club members.

**Vice President** - The Vice President shall assist the President in the performance of the President's duties and shall act in the President's stead in the event of the President's absence, disability or disqualification. The Vice President shall be responsible for seeing that programs and venues are planned for all meetings.

**Secretary** - The Secretary shall keep full and complete minutes of all meetings of the Club and of any Board of Directors meetings. The Secretary shall be responsible for communicating notice to the members of all regular and special meetings. The Secretary, at suitable intervals, informs the membership of future events and other matters of interest to the Club and to its members. Communication of this information can be done in writing to include email or posting on the Club's website. In the event the Secretary is not present at a meeting, the President will appoint a member to act as Secretary for that meeting.

**Treasurer** - The Treasurer shall have custody of all monies, debts, obligations, and assets of the Club. Books, records and accounts shall be properly kept and be available for review by any Member at any time, and such books, records and accounts shall be kept on a fiscal year basis starting January 1 of each calendar year. All disbursements must have prior approval of the Board of Directors or by a two thirds simple majority vote of club members at a scheduled meeting. The Treasurer shall give a financial report at each regular meeting of the Club. An

annual report will be presented to the Club within thirty days of the close of all books, records and accounts for the fiscal year thus ending.

The books of the club shall be audited annually by an audit committee consisting of at least three Club members. The Treasurer is not permitted to be a member of the audit committee. The Treasurer will assure that all tax returns and other filings with governmental entities are filed, and monies due are paid, on a timely and proper basis. The Board of Directors may engage external assistance for tax, audit and other governmental dealings as from time to time may be needed.

#### **Section 4 Board of Directors**

The Board of Directors shall consist of the elected officers of the Club and the chair person of each standing committee of the Club.

A Board of Directors quorum shall be a minimum of three of the elected officers of the Club and a minimum of three chair persons of the standing committees.

The Board of Directors shall have the supervision of all matters pertaining to the Club, activities and events, and shall manage and conduct Club affairs in accordance with the By Laws. Decisions of the Board of Directors shall be rendered by a quorum.

Any member of the Club may appeal an action of the Board of Directors by presenting the member's objection, in writing to include email, at a regular meeting. If the objection is sustained by a simple majority vote of the members present, the Secretary shall prepare a notice of the objection and shall ensure that the notice is distributed to the membership. The objection shall then be voted upon at the next regular meeting. A two-thirds vote or more of the members present will be sufficient to repeal the action of the Board of Directors.

#### **Section 5 Standing committees**

The President shall nominate the chairpersons and the members of the standing committees by December 1 of each calendar year. Nominations will be ratified by simple majority vote of Club members present at the first Regular Meeting of the succeeding calendar year. In the event that there are two or more nominees, the voting rules in Article VII.

Standing Committees shall consist of:

- Technical
- Safety
- Social Activities
- Membership
- Communications
- Driving Events

The Board of Directors may create other standing committees or other ad-hoc committees as the need arises.

#### **Section 6 Vacancies**

In the event of a vacancy of a member of the Board of Directors, the President will advise the members of the Club of this open position within seven days the vacancy becomes known to the President. The President will make an interim appointment to the office vacated. Other candidates may be proposed for the open position. A quorum vote within thirty days of the Board of Directors on the candidate(s) to fill the open position(s) is required.

In the event of a standing committee vacancy the President may appoint a replacement.

## **ARTICLE VII -- ELECTIONS**

### **Section 1 Election of officers**

The officers of the Club shall be elected by a simple majority vote of the members of the Club at the November annual meeting. Nominations will open at the September regular meeting of the Club. Voting will be held upon a slate of candidates as nominated by Club members. The slate of candidates will be made available by the Secretary to Club members at least thirty days in advance of the election.

### **Section 2 Voting rules**

If there is more than one nominee for any position, a simple majority vote of the members is required to install an elected officer. In the event there is no clear majority after the first vote, the candidate with the lowest number of votes will be eliminated and another vote will be held until a majority is attained. Write-in votes are not allowed. Absentee ballots shall be made available to any member requesting one. Anyone requesting an absentee ballot will be denied a ballot at the election.

## **ARTICLE VIII – AMENDMENTS TO BY LAWS**

The members entitled to vote shall have the power to propose adoptions or amendments to the By Laws of the Club.

These By Laws may be amended by at least two-thirds simple majority vote of the members present at any scheduled meeting of the Club, provided all members have been notified of the proposed amendment at least thirty days prior to the meeting. Notification may be by written notice, telephone call, electronic communication such as email, and posting on the Club website. Any combination of these four may be used.