

Rocky Mountain Region Porsche Club of America

Constitution and Bylaws

(as amended February 6, 1992)

A. Constitution

Article I. Name and Headquarters

The name of this club shall be the "Rocky Mountain Region, Porsche Club of America, Inc." Its principal office shall be at the residence of its duly elected president.

Article II. Objectives

The members of this club are joined together and are mutually pledged to the furtherance and promotion of the following:

- a. The highest standards of courtesy and safety on the roads.
- b. The enjoyment and sharing of good will 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 marquee by sharing and exchanging technical and mechanical information.
- d. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources to the end that the marquee shall prosper and continue to enjoy its unique leadership and position in sports car history.
- e. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be desirable.
- f. The establishment of such mutually cooperative relationships as may be desirable with other sports car clubs.

Article III. Policy

- a. This club shall be politically nonpartisan.
- b. This club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in the Certificate of Incorporation and in this Constitution.
- c. All obligations incurred by this club are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or be incurred by any member or officer of this Club by reason of any corporate obligation or liability.

Article IV. Membership

- a. Any Porsche owner, co-owner, lessee, or any other such person interested in the club and its objectives is eligible for membership as prescribed in the Bylaws. The word "owner," in addition to its usual meaning, shall include a person who owns a substantial stock ownership in a franchises Porsche dealership or distributorship.
- b. In accordance with the Bylaws, membership of any member may be revoked for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.
- c. All members must be members in good standing in the Porsche Club of America, Inc.

Article V. Officers and Elections

- a. The elected officers of the Club shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Newsletter Editor and Membership Chairman. The immediate Past President shall also serve as an ex-officio member of the Board of Directors.
- b. Terms of office shall be for one year and shall end on December 31. No elected officer shall serve in the same capacity for more than two consecutive terms, with the exception of the Newsletter Editor and the Membership Chairman. No person may hold more than one elected office at one time. All persons holding elected office must be listed as Rocky Mountain Region members with PCA National. If an elected officer moves his residence outside the boundaries of Rocky Mountain Region, he must resign his office at that time unless requested to remain by a majority vote of the Board of Directors.
- c. Results of the election shall be announced at the annual meeting of the club. Such annual meeting will be held each year at a time and place to be determined by the Board of Directors. Publication in the Club newsletter of the time and place of the annual meeting at least 30 days prior to such meeting shall be deemed sufficient notice to the membership.
- d. In the event that any officer is unable to complete his term in office, the following succession will prevail: For Presidency - 1st Vice President will succeed. The 2nd Vice President will have the option of moving to the 1st Vice President position or retaining his elective office. An office, other than that of the Presidency, which becomes vacant between elections, will be filled by Presidential appointment with the advice and consent of the Board of Directors.
- e. All meetings for the conduct of the Club business shall be conducted in accordance with usual parliamentary procedure as specified in Robert's Rules of Order.

Article VI. Amendments

- a. Proposed Amendments - The Board of Directors, or members in good standing constituting at least 15% of the membership, may propose amendments to the Constitution. Amendments proposed by such members shall be submitted to the Secretary in writing and shall be signed by each member.

b. Notice of Proposed Amendments - Within 30 days after receiving such proposed amendments, the Secretary shall cause these proposed amendments to be published in the Club's official publication, together with an explanation of the proposed amendment and the need therefore by its sponsors. This notice must be published in the official Club publication at least twenty days prior to a membership meeting for the purpose of voting of such amendments.

c. Amendments of Constitution - The Constitution may be amended by a 2/3 majority vote of the members present at a regularly scheduled membership meeting for the purpose of voting on such amendments.

B. Bylaws

Article I. Membership

a. **Active Members.** Any person 18 years of age or older who owns or is a co-owner and Lessee of a Porsche may become a member of the Porsche Club of America, Inc. Rocky Mountain Region, provided he is also a regular member in good standing in the PCA, Inc. and also provided he makes an application for membership and is approved by the membership committee of the region. Membership may include (if requested by the active member) as a family-active member, one other person of the active member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

b. **Associate Member.** Any active member who ceases to own, co-own or lease a Porsche while in good standing may continue to be a member of Porsche Club of America, Inc. Rocky Mountain Region, provided he is also a member in good standing of the Porsche Club of America, Inc. A person of the associate member's family who has been a family-active member as in (a) above, may continue as a family-associate member similarly.

In addition, any person employed by a Porsche-oriented business, interested in the club and its objectives may become a member of the Porsche Club of America, Inc., Rocky Mountain Region, provided he is also a member in good standing of the Porsche Club of America, Inc., and also provided he makes an application for membership and is approved by the membership committee of the region.

c. **Honorary Members.** Any person who merits recognition for outstanding interest in or service to the Club, may be elected to honorary membership by a two-thirds vote of the Board of Directors. Such membership shall be limited to one year but may be renewable at the option of the Board of Directors.

d. **Lifetime Membership.** Any person who is deemed to have performed extraordinary service to the Club may be honored by a two-thirds vote of the Board of Directors. Lifetime memberships shall provide for a waiver of regional dues, and shall accord such members the full benefits and privileges available to active members as long as the designated lifetime member shall maintain membership in good standing in the Porsche Club of America, Inc.

e. **Affiliate Membership.** Any person 18 years of age or older, named by the active member at a time of joining or at any renewal of membership, *in lieu of* a family-active member.

f. **Termination of Membership.** A member may be expelled by a two-thirds vote of the Board of Directors for conduct to the detriment of the organization. Any expelled member shall have the right to appeal to the membership of the Club at any regular meeting. The decision by a majority of the members assembled at this meeting will be final.

g. **Privileges.** Members in good standing, shall be entitled to all the privileges of the Club, except that honorary members, associate members and affiliate members shall not be entitled to receive the newsletter or any duplication of any mailing to the active member. Ballots will be mailed to active members only with space for the vote of the family active member.

Article II. Dues

a. **Annual Regional Dues.** Each active member and associate member of the club shall pay such annual regional dues as may be recommended by the Board of Directors. Any change in dues amount must be approved by a majority of the membership assembled at a regular meeting. Notice of the proposed dues change must be published in the Club newsletter prior to the regular meeting at which the membership will vote on the change.

b. **Payment of Regional Dues.** The annual regional dues are payable with submission of an application for membership. Thereafter the dues become due and payable by each active member within 30 days from date of issue of dues notice.

Article III. Officers and Committees

a. The management of the Rocky Mountain Region Porsche Club of America, Inc. shall be by its President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Editor, Membership Chairman, and the last Past President continuing to be an active member in the region and residing within the regional boundaries. If the immediate Past President shall move outside the regional boundaries or shall change his regional affiliation, the Board of Directors shall determine whether he shall continue on the Board or whether this Board position shall revert to the prior past president.

b. The duties and responsibilities of the officers shall be determine by the President according to parliamentary practices and with the advice and consent of the Board of Directors.

c. The committees as are necessary for the performance of the Club's business shall be established by the President. The committee chairmen shall be appointed by the President with the advice and consent of the Board of Directors.

Article IV. Accounts

a. **Fiscal Year.** The fiscal year of the Rocky Mountain Region Porsche Club of America, Inc. shall begin on the first day of January each year and terminate on the following 31st day of December.

b. **Books.** The books of record shall be properly maintained to reflect financial receipts, disbursements, balances and assets of the Club.

c. **Audit.** The books of the Club shall be audited annually by a committee appointed by the President with the advice and consent of the Board of Directors, or by a CPA if the Board of Directors so requests.

Article V. Elections

a. **Nominating Committee.** The President, the Past President, and one or more other active members appointed by the Board of Directors each year, shall constitute the nominating committee responsible for nominating a slate of officers and board members to serve for the following year.

b. The nominating committee shall be appointed no later than August 1 of each year.

c. The nominating committee report shall be presented at the October monthly meeting of the membership.

d. **Additional Nominations.** Additional nominations may be made by the membership from the floor at the November membership meeting in accordance with usual parliamentary procedures as specified by Robert's Rules of Order.

e. For the information of the membership, a summary of PCA activity, qualifications, and general biographical information, preferably written by each candidate and not exceeding 250 words, shall be published in the newsletter prior to the annual meeting or mailed with the election ballot.

f. **Ballot.** An election ballot, in such form as provided for by a sample in the Bylaws, shall be mailed to each active member not later than 14 days prior to the annual meeting of the membership.

g. **Balloting.** Signed ballots shall be returned by mail to an election chairman appointed by the Board of Directors who, along with two other active members appointed by the Board of Directors, shall function as a ballot committee to certify the validity of the ballots and report the election results to the membership meeting at the annual meeting. Ballots must be in the hands of the election chairman at least two days prior to the annual meeting.

h. If all candidates for elected office remain unopposed at the close of nominations at the November membership meeting, the President may entertain a motion that these candidates be elected by acclamation and waive all provisions of balloting.

Article VI. Amendments

a. **Proposed Amendments.** The Board of Directors, or members in good standing constituting at least 15% of the membership, may propose amendments to the bylaws. Amendments proposed by such members shall be submitted to the secretary in writing and shall be signed by each member.

b. **Notice of Proposed Amendments.** Within 30 days after receiving such proposed amendments, the Secretary shall cause these proposed amendments to be published in the Club's official publication,

together with an explanation of the proposed amendment and the need therefore by its sponsors. This notice must be published in the official Club publication at least twenty days prior to a membership meeting for the purpose of voting on such amendments.

Amendments of Bylaws: The bylaws may be amended by a two-thirds majority vote of the members present at a regularly scheduled membership meeting for the purpose of voting on such amendments.

SAMPLE BALLOT

Please indicate your choices with X and mail the Ballot.

Ballot for Rocky Mountain Region
Porsche Club of America Officers

			Member	Family Member
President:	_____	_____	[]	[]
1st Vice President:	_____	_____	[]	[]
2nd Vice President:	_____	_____	[]	[]
Secretary:	_____	_____	[]	[]
Treasurer:	_____	_____	[]	[]
Editor:	_____	_____	[]	[]
Membership:	_____	_____	[]	[]

Signatures: _____
Member
Family Member

Return ballot to: Election Chairman Date: _____

