

## BYLAWS

Revised, March 1, 2017

### WICHITA REGION, PORSCHE CLUB OF AMERICA, INC.

#### ARTICLE I

##### Name

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

#### ARTICLE II

##### General Objectives

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be 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 or 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 the Porsche Works, Porsche Dealers, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- e. The interchange of ideas and suggestions with other Porsche Clubs and PCA Regions, and in such cooperation as may be desirable.
- f. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

#### ARTICLE III

##### Powers and Club Emblem

Section 1: Powers – The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in these bylaws.

Section 2: Club Emblem – The Club Emblem shall be a design as voted upon by the membership.

ARTICLE IV  
Memberships, Dues and Fees

Section 1: Membership – Membership in the Club shall be restricted to owners or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives as provided in Section 2(b) and (c) of this article.

Section 2: Classes of Membership

- a. Active – Any owner or co-owner of a Porsche acceptable to the Club membership who is 18 years of age or older, having paid PCA National dues and fees as required, and 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 – Any active member who ceases to own or co-own a Porsche while in good standing, having paid PCA National dues and fees as required. 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.
- c. Honorary – Any person who, on the affirmative vote of a majority of a quorum, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon affirmative vote, be renewed.

Section 3: Membership Applications – All applications for membership made to or forwarded to the Club shall be processed in accordance with these Bylaws and the PCA National Bylaws. Each application for membership must be accompanied by a check made payable to the Porsche Club of America, Inc., in the amount of one year's minimum National Club dues. Applicants can also join online at the PCA National Website.

Section 4: Dues – Annual dues for the various classes of membership shall be consistent with the determination of the Board of Directors, PCA National. National Club dues shall be collected by the National Organization. Annual dues shall be due and payable during the month of the member's yearly anniversary.

Section 5: Fiscal Year – The fiscal year shall run from January 1 to December 31 of each year.

Section 6: Privileges – Members in good standing shall be entitled to all the privileges of the Club, except that Associate members shall be entitled to vote and hold elective office, and Honorary members shall be entitled neither to vote nor hold elective office.

Section 7: Resignations – Any member may resign by addressing a letter of resignation to the Secretary of the Club. This resignation shall become effective upon receipt, and all Club privileges shall terminate as of that date. No refund of paid dues will be made to the resigning member.

## ARTICLE V

### Officers

Section 1: Elected Officers – The elected officers of the Club shall be a President, Vice- President, Secretary, and Treasurer. Their terms of office shall be one year and shall end on December 31.

Section 2: Appointed Officers – In addition to the elected officers, the President shall appoint in January of each year a number of individuals to the various standing committees, which are necessary to conduct the operation of the Club and its adopted programs.

Section 3: Removal of Officers – An elected officer of the Club may be removed by a petition signed by ten per cent (10%) of the membership and by a ballot vote of two-thirds (2/3) majority of the membership.

## ARTICLE VI

### Board of Directors

The elected officers, chairmen of the standing committees and the past president of the preceding year shall constitute the Board of Directors of the Club. It shall be responsible for the proper conduct of the administrative affairs of the Club and to determine all matters of Club policy not otherwise determined by the members at a regular or special meeting. It shall have all necessary powers to accomplish these things; but its decisions are subject to veto by a majority vote of the membership. The Board of Directors shall approve Club obligations for payment prior to disbursement by the Treasurer, as stated in Art. VII, Sec. 4. It shall also examine, or cause to be examined, the Club financial records periodically, but at least annually. All decisions of the Board of Directors shall be by a majority vote. A simple majority shall constitute a quorum.

## ARTICLE VII

### Duties of Officers

Section 1: Duties of the President – The President shall preside at all meetings of the members and the Board of Directors and shall perform the duties usually associated with this office. He may call special meetings of the membership under the provisions of Art. X.

Section 2: Duties of the Vice President – The Vice-President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to him by the President. In the absence of the President, or in the event of his death, resignation, disability, or disqualification, the Vice-President shall preside.

Section 3: Duties of the Secretary – The secretary shall attend all meetings of the members and the Board of Directors, and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall have custody of the Club's minutes and correspondence, and perform all duties incident to this office.

Section 4: Duties of the Treasurer – The Treasurer shall have custody of and be accountable for all monies, debts, obligations, and assets belonging to the Club. He shall have direct control over and supervision of all Club assets. He shall receive all monies of the Club account in a bank insured by the Federal Deposit Insurance Corporation and designated by the Executive Council. The Executive Council includes the President, VP, past President, Secretary, and Treasurer. He shall make all payments of Club debts and obligations but he must receive approval from the Board of Directors or membership for expenditures of \$100 or more. He shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. He shall give a full and correct report of the financial position of the Club on a monthly, quarterly, and yearly basis. All checks or other orders for payment of monies in the name of the Club shall be signed by the Treasurer. He shall maintain, or cause to be maintained, a set of books and subsidiary records on the cash basis of accounting which will show, as a minimum, the source and disposition of all funds and other property that the Club may own. He shall prepare, or cause to be prepared, such financial reports that are required or may be required by the National Organization, U.S. Internal Revenue Service, or other appropriate parties needing such information.

Section 5: Interim Appointments – In the event of the death, resignation, disability, or disqualification of the Vice-President, Secretary, or Treasurer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term, with approval of a majority vote of the membership at a regularly scheduled meeting.

## ARTICLE VIII Committees

Standing Committees will normally include, but not be limited to the following: Activities, Historian, Membership, Technical, Communications (also PPPR or Publicity and Public Relations), Newsletter Editor, Charity, Legal, Safety, Autocross, Webmaster and Social Media.

The President shall appoint the Chairman of the standing committees and such other members as may be desirable, to serve at the discretion of the President. The President shall appoint the Editor of the Club's official publication; he may also appoint assistants to the Editor when necessary. The Board of Directors shall create such other committees from time to time as may be desirable and necessary.

## ARTICLE IX Election of Officers

Section 1: Nominating Committee – The Nominating Committee, which shall consist of three members who are not themselves currently serving as elected officers of the Club, shall submit to the membership no later than the November regular meeting a slate of nominees for those offices about to be vacated.

Section 2: Notice of Election – Within seven days of the November regular meeting, the Secretary shall cause to be published a notice of election and the names of all nominees for office in the Club’s official publication and/or the Club’s official Website. The notice of election shall set an election date no more than 30 days from the date of the notice’s publication. The election shall take place at the December regular meeting, and notices of the election shall normally appear in the Club’s publication and/or the Club’s Website for the month of November.

Section 3: Elections – Election of Club Officers shall be at the December regular meeting. In addition to the slate of nominees submitted by the Nominating Committee, nominations may be received from the floor at the November regular meeting from members in good standing. Voting shall be by secret ballot. The member who receives the greatest number of votes cast for the office for which he/she is a candidate shall be declared elected.

## ARTICLE X

### Regular, Anniversary, and Special Meetings

Section 1: Regular Meetings – Regular meetings shall be held monthly. The time and place shall be announced at least one week prior to the meeting in the Club’s publication, Club’s official Website, or Club’s Facebook page.

Section 2: Anniversary Meetings – The Anniversary Meeting shall be held on a Saturday during the month of January each year and shall be a dinner and social evening rather than a business meeting. The time and place shall be determined at least 30 days in advance by the members in good standing.

Section 3: Special Meetings – Special Meetings of the members may be called by the President or by a majority of the Board of Directors.

Section 4: Quorum – At any Regular, Anniversary or Special Meeting of the members, one officer and ten percent of the members in good standing who have voting privileges shall constitute a quorum. All actions shall be by a majority vote of a quorum.

## ARTICLE XI

### Obligations and Indebtedness

Section 1: Authority to Incur Obligations or Indebtedness – Only the elected Officers or persons authorized by the Board of Directors to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club.

No elected Officer or other person authorized to act in behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$100, without prior approval of a majority of the Board of Directors.

Section 2: Unauthorized obligations – No elected officer or any person unauthorized to act in behalf of the Club shall incur any obligations or indebtedness in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3: Personal Liability for Unauthorized Obligation – The incurring of any obligations or indebtedness in the name of the Club by any elected Officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

## ARTICLE XII

### Amendment of Bylaws and Ratification

Section 1: Amendment of Bylaws – These Bylaws may be amended by a two-thirds vote of a quorum at a Regular or Special meeting, provided notice that these Bylaws were to be amended is made to all members in good standing at least three days prior to the date of the referendum. Notice is waived for any amendments proposed and adopted at time of ratification of these Bylaws.

Section 2: Proposed Amendments – The Board of Directors or any member in good standing may propose amendments to these Bylaws. Amendments proposed shall be submitted to the Secretary in writing and shall be signed by the member or members proposing the amendments.

Section 3: Ratification of Bylaws – The Bylaws will become effective when approved by a two-thirds vote of a quorum at a regular meeting, if notice that these Bylaws were to be ratified is made to all members in good standing at least three days prior to the date of ratification.