



# **Loma Prieta Region**

**Porsche Club of America**



**By-Laws**

**2015**

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## **Article 1: Name**

### **Section 1 Name**

The name of this organization shall be PORSCHE CLUB OF AMERICA, LOMA PRIETA REGION, INC. (Loma Prieta Region and/or LPR).

## **Article II: General Objectives**

### **Section 1 General Objectives**

The LOMA PRIETA REGION and its Members are joined together and mutually pledge as follows:

- a. to further promote the highest standards of courtesy and safety on the roads.
- b. to enjoy and share in the goodwill and fellowship engendered by owning a Porsche.
- c. and engaging in social and other events of the organization and to maintain the highest standard of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- d. to establish and maintain mutually beneficial relationships with the Porsche Factory, 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. to take an active interest, and participate in the activities of PCA National whenever possible.
- f. to exchange ideas and information with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- g. to establish mutually cooperative relationships with other sports car clubs as may be desirable.

## **Article III: Powers, Corporate Seal and Badge**

### **Section 1 Powers**

Subject to the Articles of Incorporation, these By-Laws, the general non-profit law of the State of California, and all other applicable laws of the State of California, or of the United States of America, all Corporate powers shall be executed by and under the authority of and the business and affairs of the Organization shall be conducted by the Board of Directors of this Organization.

### **Section 2 Corporate Seal**

The seal of the organization shall be circular in form and shall be inscribed with the name of PORSCHE CLUB OF AMERICA, LOMA PRIETA REGION and the year '1970' and the word "California".

### Section 3 Badge

The badge of the organization shall be identical to the badge of the PORSCHE CLUB OF AMERICA with the words "LOMA PRIETA REGION" being optional.

The official region insignia shall be of a form appropriate to its theme, inscribed with the initials of the Club and such inscriptions as appropriate to the symbol and design established for the insignia.

## Article IV: Membership

### Section 1 Memberships

Any individual over eighteen (18) years of age, may apply to the Board of Directors of the PORSCHE CLUB OF AMERICA, LOMA PRIETA REGION, INC. for Membership in one of the classes defined in Section 2 of this Article.

Upon finding the applicant qualified and National and Regional Club dues and fees paid as required, Membership shall be granted by a majority vote of the Board of Directors at their next Meeting. The exception shall be Honorary Member. (see Section 2.f.)

### Section 2 Classes of Memberships

**Active Member:** Any owner, lessee, or co-owner of a Porsche who is acceptable to the Board of Directors, who meets the requirements as defined in Section 1.

**Family-Active Member:** The Active Member may designate one person as a Family-Active Member who is in the Active Member's immediate family, wife, husband, brother, sister, son, daughter, mother or father, who is eighteen (18) years of age or older and who may or may not be qualified for membership or own a Porsche.

**Affiliate Member:** In lieu of a Family-Active Member, the Active Member may designate one person as an affiliate Member, who is not a member of the immediate family, who is eighteen (18) years of age or older, and who may or may not be qualified for membership or own a Porsche.

**Associate Member:**

Any Active Member who ceases to be a Porsche owner while a member in good standing who has paid such National and Regional dues, fees and assessments as required; Associate Membership may be renewed only once with the approval of the Board of Directors. The Associate Member must indicate, in writing, to the Board of Directors the intent to renew Active Membership within the next dues period.

**Life Member:** Any person who is a member of LOMA PRIETA REGION and who is voted by the PORSCHE CLUB OF AMERICA as a Life Member, may become, by a vote of the Board of Directors of LOMA PRIETA REGION as a Life Member of LOMA PRIETA REGION.

**Honorary Member:** Any person who has consistently served the interests of the club over the period of a year may, upon a vote by the Board of Directors, become an Honorary Member. Honorary membership is granted for a one (1) year period, renewable at the option of the Board of Directors.

**Dual Member:** A primary (active) member of another PORSCHE CLUB OF AMERICA region who desires a second membership in PORSCHE CLUB OF AMERICA, LOMA PRIETA REGION, INC.

### **Section 3 Membership Area**

The area of the Membership as established by the charter of LOMA PRIETA REGION is Santa Cruz County, State of California. However, residence in Santa Cruz County is not a requirement for Membership.

### **Section 4 Membership Application**

Applications for Membership shall be made upon forms as prescribed by the PORSCHE CLUB OF AMERICA and shall be accompanied by payment of appropriate dues, fees and assessments or evidence of payment received by PORSCHE CLUB OF AMERICA.

### **Section 5 Dues**

Dues are set by the PORSCHE CLUB OF AMERICA and include an amount returnable to LOMA PRIETA REGION. Fees and assessments by LOMA PRIETA REGION shall be recommended by the Board of Directors and approved by two-thirds (2/3) majority of the voting membership quorum (See Article V, Section 4).

**Dual Members:** Annual dues shall be due and payable on January 1st of each year and become delinquent forty-five (45) days thereafter. If dues are not paid before becoming delinquent membership shall be terminated without further action.

**Honorary Members:** There will be no dues requirements.

### **Section 6 Membership Year**

The Membership Year shall be as stipulated by PORSCHE CLUB OF AMERICA.

### **Section 7 Privilege**

All classes of Members in good standing shall be entitled to all privileges of Membership. Privileges include: attendance and/or participation in all events, the right to vote, the right to hold office, and receipt of LPR's newsletter. Exceptions are that Honorary and Dual Members may not serve as officers on the Board of Directors nor vote in LPR elections.

### **Section 8 Termination**

Membership in the Organization may be terminated by:

**Resignation:** Submitted in writing to the Secretary of the Board of Directors with forfeit of all dues, fees, and assessments paid to date of resignation.

**Suspension:** Suspension by two-thirds vote of the Board of Directors of PORSCHE CLUB OF AMERICA or suspension by the LOMA PRIETA REGION in accordance with these By-Laws, for infraction of PORSCHE CLUB OF AMERICA or LOMA PRIETA REGION rules or regulations; for actions adverse of hostile to the General Objectives or best interests of the PORSCHE CLUB OF AMERICA or LOMA PRIETA REGION. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person, or through a representative by the Board of Directors or a Committee appointed for that purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension or expel the member. It's decision shall be final. Suspension of Active Member is also applicable to Family, Active, Affiliate and Associate Members. Suspension of an Active Member is also applicable to Family, Active, Affiliate and Associate Members.

**Request for transfer:** Request for transfer to another region within the jurisdiction of the PORSCHE CLUB OF AMERICA shall be submitted in writing to the Secretary of the Board of Directors.

### **Section 9 Liabilities of Membership**

No Officer or Member of LOMA PRIETA REGION shall be personally liable for any of the Region's debts, obligations or acts, except as specifically required by law.

Authority to incur obligations or indebtedness:

Only the elected Officers or persons authorized by the Board of Directors to act on behalf of LOMA PRIETA REGION shall incur any obligation or indebtedness in the name of LOMA PRIETA REGION. All obligations or indebtedness incurred in accordance with the provisions of the By-Laws shall be incurred solely as Corporate obligations.

No personal liability whatsoever shall attach to or be incurred by any Member or Officer of LOMA PRIETA REGION, by reason of any such approved Corporate obligation or liability. No elected Officer or other person authorized to act on behalf of LOMA PRIETA REGION shall incur any obligation or indebtedness in the name of LOMA PRIETA REGION in excess of the sum of one hundred dollars (\$100.00) without prior approval of a majority of the Board of Directors. Each newly elected Board of Directors shall establish a policy of unapproved indebtedness not to exceed one hundred dollars (\$100.00).

**Unauthorized obligations:** No elected Officer or any other person authorized to act on behalf of LOMA PRIETA REGION shall incur any obligations or indebtedness in the name of LOMA PRIETA REGION which is not for the general benefit of the entire Membership of LOMA PRIETA REGION nor shall the Board of Directors approve the incurring of such obligations or indebtedness.

**Personal liability for unauthorized obligations:** The incurring of any obligation or indebtedness in the name of LOMA PRIETA REGION by any elected Officer or Member in contravention of these By-Laws shall be

considered to be going beyond the powers granted. The person(s) shall be personally liable, individually and collectively, to the Club in an amount equal to the obligation or indebtedness which the Club shall be required to pay.

## **Article V: Meetings of the Members**

### **Section 1 Annual Meetings (Planning Meeting)**

An Annual Meeting of the Members shall be held during the month of November at such a place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the Organization and the transaction of other business as may be properly brought before the Membership. Notice of such Annual Meeting shall be published in the Prieta Post or on the LPR website a minimum of two months prior to the date of the Annual Meeting. Minutes shall be recorded by the Secretary or by an individual appointed by the President.

### **Section 2 Regular Meetings**

Regular Meetings of the Members shall be held each month at such place and time as the Board of Directors may determine, direct and cause to be announced to the Membership.

### **Section 3 Special Meetings**

Special Meetings of the Members of the Organization may be called at any time by the President, a majority of the Board of Directors, or any 25% of the Members in good standing with voting privileges listed in the current Membership roster (Membership Directory). Notice of the Special Meeting shall be given in the manner prescribed in Article V, Section 1 and shall include the purpose for which the Meeting is called.

#### **Section 3.1 Closed Meetings**

A closed Meeting may be called and declared by a majority vote of the Board of Directors. No actions may be voted on at a Closed Meeting. Any votes must be conducted at an open meeting of the Membership. Guests shall be permitted at the Annual and all Regular Meetings. The exception shall be potluck (GTG) dinner meetings: guests shall be permitted at the discretion of the hosts.

### **Section 4 Quorum**

A quorum for all Membership meetings covered under Article V, Sections 1, 2, and 3 shall consist of 10% of Members in good standing with voting privileges. Every act of a Meeting duly held at which a quorum is present shall be regarded as an act of the entire Membership.

### **Section 5 Voting**

At all Meetings of the Members, each Member in good standing with voting privileges shall be entitled to one (1) vote on any matter which may be properly brought before the Membership. Such vote may be via voice or written ballot. A proxy vote may be permitted only if allowed by the Board of Directors.



## **Section 6 Conduct of Meetings**

The President of the Board of Directors, or such other Member of the Board of Directors as the President may appoint, shall preside at all Meetings, unless otherwise provided for in these By-Laws. Robert's Rules of Order in its most recent edition shall be the guidelines of all Meetings.

## **Section 7 Meeting Minutes**

Minutes of Board Meetings shall be recorded and typed by the Secretary or by such other person as may be appointed by the Board of Directors for that purpose. The minutes shall be published in the Prieta Post or on the LPR website each month. At the Annual Meeting a copy of the Minutes of the previous year's Annual Meeting shall be present and available for inspection by any Member.

The reading of the minutes at Meetings shall not be required unless approved by a majority voting Members present. Board of Director Meeting Minutes shall be mailed or e-mailed to the Members of the Board of Directors within ten (10) days after a Board of Directors Meeting.

## **Article VI: Directors**

### **Section 1 Board of Directors**

The elected Officers of the Club shall constitute the Board of Directors. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the Committees, and shall ensure compliance with these By-Laws and the Certificate of Incorporation of the Club in accordance with the laws governing such Corporations in the State of California.

Any action requiring a vote of approval by the Board of Directors shall be conducted in an Open Meeting of the Membership, with the exception of administrative items, which can be voted on by the Board of Directors via e-mail, with said administrative action and vote to be read into the Minutes at the next monthly Board of Directors Meeting. Emergency or time critical financial votes may also be conducted in the same manner.

All decisions by the Board of Directors shall be by majority vote unless otherwise provided by these By-Laws. In cases of a tie vote, the action shall fail.

### **Section 2 Number of Directors**

The Board of Directors shall consist of seven (7) Members in good standing: President; Vice President; Secretary; Treasurer; Activities; Member-at-Large; and Membership. An Active Member, an Associated Family or Affiliate Member may serve on the Board concurrently.

### **Section 3 Term of Office**

The term of office of each Director shall be January 1 to December 31 of each year. Each Director shall serve for a term of one (1) year and until a successor is duly elected, qualified and installed, or when a vacancy on Board of Directors must be

filled by appointment, then the Director shall serve only the unexpired term of the Director that has been replaced.

No Director shall be eligible to serve more than two (2) consecutive terms for any given Office.

#### **Section 4 Nomination**

Not later than July 1 of each year the Member at Large (MAL), shall recommend to the Board of Directors a Committee of no less than, but not limited to, four (4) volunteers, not current Members of the Board of Directors and who are Members in good standing to serve as the Nominating and Awards Committee. Not later than the September Board Meeting of each year, the Nominating and Awards Committee shall recommend to the Board of Directors those Members who are willing to serve for each office.

Awards recommendations are to be made according to the current Policies and Procedures and are to be submitted to the Board of Directors along with the Nominees for Directors. The qualifications of the recommended Nominees shall be placed in the newsletter prior to the mailing of the ballots. Ballots shall include a space for Write-In candidates. Any Write-Ins who win the election will be contacted by the MAL (before any results are announced), to verify that they would like to serve in the elected capacity.

#### **Section 5 Elections**

Not later than October 1 of each year, a ballot containing the names of all Nominees submitted by the Nominating and Awards Committee and by Nominating Petitions shall be posted on the secured section of the LPR website. The Ballot can be cast on-line or a completed hard copy ballot returned to the Secretary by United States Postal Service.

Each Member (Active, Family-Active, Affiliate, Associate and Life) shall be eligible to vote and must enter their individual PCA Membership number on each ballot (electronic or paper version) to verify Membership. Only eligible ballots cast online or received by mail by midnight October 31<sup>st</sup> of each year shall be considered to meet the requirements and to be counted.

The ballot shall clearly state the deadline requirement and the mailing address if the Member decides to mail in their vote. A printed version of the ballot may also be requested, from the Secretary, to be mailed to the eligible Member. Any Member wishing to use an individual ballot may photocopy the ballot.

On or before November 5 of each year, the Secretary and at least two (2) Members of the Nominating and Awards Committee not running for any Office shall convene to tally and certify the results. The Webmaster will e-mail the automatically generated spreadsheet with the on-line electronic votes to the Secretary. This above mentioned group will also open and count the mailed ballots. Then the on-line votes and mailed votes will be added together and the results certified.

As soon as the results are certified, the Secretary shall notify the President who shall immediately give notice of the results of the election to all Members running for Office. It will be the Secretary's responsibility to notify all Presidential candidates of election results when the serving President is elected for a second term.

### **Section 6 Vacancies**

A vacancy on the Board of Directors shall exist upon the death, resignation, removal or disqualification of a Director. The Board of Directors may declare vacant the seat of any Director who is absent from three (3) consecutive Meetings of the Board of Directors.

Vacancies from the Board of Directors shall be filled by election of a Member as a Director by a majority of the remaining Board of Directors at its next Meeting. the Director(s) so elected shall hold office until the expiration of the term of the Director replaced.

### **Section 7 Combined Meetings**

Two combined Meetings of the outgoing and incoming Board of Directors shall be held for the purpose of transferring records and discussing pending business. The Meetings shall be held in December and January.

### **Section 8 Continuity**

The outgoing and the incoming Board of Directors shall be responsible for arranging the Activities to be conducted during the month of January of the upcoming year.

### **Section 9 Call of Meetings**

Meetings of the Board of Directors may be called at any time by the President or by a majority of the Directors. Each Director and the Membership shall be notified of the time and location of such a Meeting at least forty-eight (48) hours prior to the time set for the Meeting.

### **Section 10 Quorum**

Five (5) Directors shall constitute a quorum for the transaction of business at any regular or special Meeting of the Board of Directors. There shall be no proxy voting by any Director. Every act of at least four (4) Directors present at a Meeting duly held at which a quorum is present shall be regarded as an act of the entire Board of Directors.

### **Section 11 Compensation**

Directors shall receive no salary or other form of compensation for their services as Director.

### **Section 12 Recall of Directors**

Any member of the Board of Directors may be recalled in the following manner:

- a. **Recall Petition:** Recall proceedings must be initiated by submitting a Recall Petition to the Secretary. The Recall Petition must be signed by not less than 25% of the Members with voting privileges listed in the current Membership Roster.
- b. **Recall Voting:** Upon receipt of the Recall Petition, the Secretary shall mail within seven (7) days to each voting Member a secret Recall Ballot. Due notice shall be given therein that only the Ballots bearing post marks Dated within twenty-one (21) days subsequent to the date of which the Recall Petition was mailed will be valid.
- c. On twenty-eight (28) days after the Recall Petition was received by the Secretary at least two (2) Members appointed by the President shall open, count and tally all Ballots.

Certification of Recall Vote: As soon as the count has been made, the Secretary shall notify the President of the results. A Director will be Recalled by two-thirds (2/3) majority of the Ballots. The results shall be read into the Minutes of the next Board of Directors Meeting and announced at the next Membership Meeting.

## **Article VII Officers**

### **Section 1 Officers**

The officers shall be a President, a Vice-President, a Secretary, a Treasurer, a Membership Director; an Activity Director, and a Member at Large. The Board of Directors shall serve from January 1 through December 31 or until resignation as a Director, whichever comes first.

The duties of all Officers and Chairpersons are described in the LPR Policies and Procedures.

## **Article VIII: Amendments to By-Laws**

### **Section 1 Amendments to By-Laws**

The By-Laws of this Organization may be considered for amendment at any time upon recommendation by not less than five (5) Directors or by written petition signed by at least 15% of the voting Members in good standing. The Secretary shall prepare the suggested amendment or change in such a Manner that it may be incorporated in these By-Laws. The proposed amendment or change shall be mailed to each voting Member in good standing in the form of a Ballot.

Thirty (30) days from the mailing date, the Secretary shall count the returned ballots.

Upon a two-thirds (2/3) majority vote, the amendment or change shall be declared adopted. The Secretary shall cause the text of the amended or changed By-Law to be included in the next subsequent newsletter and shall announce the results of the Ballots at the next Membership meeting after counting the Ballots.

## **Article IX: Enacting Clause**

### **Section 1 Enacting Clause**

These By-Laws shall become effective upon favorable vote by a two-thirds (2/3) majority of the Membership voting. The Club Officers shall cause them, in their final form to be oriented and a copy furnished to each Member

## **Article X: Members Referendum**

### **Section 1 Members Referendum**

If on any given issue, at any time, 25% of Members with voting privileges listed in the current Membership Roster deem the issue important and sign a petition, the issue will be brought before the General Membership in open forum debate, and voted upon within thirty (30) days after the petition is received by the Secretary. Upon receipt of the petition, the Secretary will notify all Members of the issue, time and date of the open forum Meeting. A simple majority of the votes received shall decide the course of action to be followed.

## **Article XI: Changes to and approvals of By-Laws**

### **Section 1 By-Laws Amendment History**

#### **By-Laws enacted in 1970**

**Amended in 1987 Amended in 1991:** to add clarification to Article VII (duties of the Board members), and added Section 6.1, Event Chairperson duties.

**Amended in 2001:** to move the description of the duties of the Board Members and Chairpersons to the Policies and Procedures Document and to correct minor inconsistencies.

**Amended in 2002:** to move the Editor of the Prieta Post to the Board of Directors. Edit Article VI: Directors, Section 1 "tie vote"; Section 2, number of Directors to eight (8); Article VIII, Amendments To By-Laws, increase to five (5) Directors for approval.

**Amended in 2003:** to hold the election one month earlier. Clarify election process. Clarify Board continuity.

**Amended in 2004:** Simplify terminology. Implement electronic Voting and clarify election process.

**Amended in 2005:** Move the Editor position from the Board of Directors back to an appointed position.

**Amended in 2011:** Added to Article V Section 7 "or on the LPR website" to allow the publication of the Board Meeting Minutes on the LPR website. Also changes were made to Article VI, Section 5 Elections to allow for on-line elections.

**Amended in 2013:** Added to Article VI, Section 1: *"Any action requiring a vote of approval by the Board of Directors shall be conducted in an open meeting of the membership."*

Added to Article VI, Section 9: *"and the membership" and "the time and location"*

**Amended in 2015:** Added to Article V, Meeting of the Members: *"A closed Meeting may be called and declared by a majority vote of the Board of Directors. No actions may be voted on at a closed meeting. Any votes must be conducted at an open meeting of the membership"*

Amended Article V, Meeting of the Members, to read: *"...2 and 3 shall consist of 10% of Members..."*

Amended Article V, Meeting of the Members, to read: *"..exceptions shall be pot-luck (GTG) dinner meetings and other Events: guests shall be permitted at the discretion of the hosts."*

Amended Article VI: Directors Section 1 Board of Directors, to read: *"Any action requiring a vote of approval by the Board of Directors shall be conducted in an open meeting of the Membership, with the exception of administrative items, which can be voted on by the Board of Directors via e-mail, with said administrative action and vote to be read into the Minutes at the next monthly Board of Directors Meeting. Emergency or time critical financial votes may also be conducted in the same manner."*

Amended Section 4 Nomination, to read: *"Not later than **July 1** of each year the Member at Large shall recommend to the Board of Directors a Committee of no less than, but not limited to, 4 (four) who are not current Members of the Board of Directors and who are Members in Good Standing to serve as the Nominating and Awards Committee.*

*Not later than the September Board meeting of each year, the Nominating and Awards Committee shall recommend to the Board of Directors those members willing to serve for each office.*

*Awards recommendations are to be made according to the current Policies and Procedures, and are to be submitted to the Board of Directors along with the Candidates for Directors. The qualifications of the recommended nominees shall be placed in the newsletter prior to the mailing of the ballots.*

*Ballots shall include a space for Write-In candidates. Any Write-Ins who win the election will be contacted by the Member at Large (before any results are announced), to verify that they would be willing serve in the elected capacity."*