

# By Laws Update

November 12, 2015

The By Laws of the Sacramento Valley Region of the Porsche Club of America were recently reviewed by the board of directors as well as by an at large member of the club who is also an attorney. The existing by laws were last updated in April 2002. Since this time, PCA National just recently completed the update of the club's national by laws to reflect changes in how the club operates and to address other matters important to the governing of the club. In response to this update, the board of directors of SVR decided it was time to update our by- laws as well, and to better align our bylaws with those of PCA National. Due to space limitations, the amended by laws can only be reviewed on our website. The changes are indicated in red.

Unfortunately, we discovered that the first posting of the revisions and update (rev 1) contained many syntax and grammatical errors that were discovered after the posting. On behalf of the board, I sincerely apologize. This being said, we have posted a new version that has corrected the errors in grammar and syntax and is now referred as the final draft. If you have already cast your vote for the bylaws update prior to November 13<sup>th</sup>, we have posted copy of the final revisions on the SVR website. Those members who have cast their vote based on the original bylaw update will receive an email with a link to a special page to either confirm or change their vote concerning the bylaw revisions.

Sincerely,  
Collin W. Fat  
President

# Porsche Club of America Sacramento Valley Region

By-Laws Revised October 2015

Final

## ARTICLE ONE

Name and Principal Office

### SECTION 1 - Name

The name of this organization shall be PORSCHE CLUB OF AMERICA, SACRAMENTO VALLEY REGION.

### SECTION 2 - Principal Office

The principal office of this organization shall be located at such place as designated by the Board of Directors, within the geographical area described in Article Four, Section 3.

**Porsche Club of America  
Sacramento Valley Region  
Post Office Box 254651  
Sacramento, CA 95865-4651**

## ARTICLE TWO

General Objectives

The SACRAMENTO VALLEY REGION (hereinafter referred to as SVR) members are joined together and mutually pledge as follows:

- a. To further and 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 and engaging in social, service, charitable and other events of the organization.
- c. To maintain the highest standard of operation and performance of the Porsche marque by sharing and exchanging technical and mechanical information.
- d. To establish and maintain mutually beneficial relationships with the Porsche Works, Porsche dealers, and other service and/or parts sources to the end that the membership is benefited and the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- e. To exchange ideas and information with other Porsche clubs throughout the world.
- f. To establish mutually cooperative relationships with other organizations as may be desirable.
- g. **To preserve the independence of the Club, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned with the Club's interest or purpose.**
- h. **To remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.**

## ARTICLE THREE

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 this organization shall be conducted by, the Board of Directors and the officers of this organization.

### SECTION 2 - Corporate Seal

The seal of the organization shall be circular in form and shall be inscribed with the name SACRAMENTO VALLEY REGION and the initials PCA, and shall contain a rendition of the dome of a capitol building and of the Porsche automobile.

### SECTION 3 - Badge

**The official regional badge shall be a reproduction of the Corporate Seal. No substantial alteration to the logo/badge may be adopted by the Club unless approved by a two-thirds vote of Regular Members who cast a ballot by mail.**

## ARTICLE FOUR

Membership, Membership Area, Dues and Fees

SECTION 1 - Memberships

Any individual who meets the qualifications for membership in the PORSCHE CLUB OF AMERICA (the National Club hereinafter referred to as "PCA") may apply to the Board of Directors of SVR for membership in one of the classes defined in Section 2 of this Article. Upon a finding by majority vote of the Board of Directors that the applicant is eligible for membership and has paid such PCA and SVR dues and fees as required, membership shall be granted.

SECTION 2 - Classes of Membership

There shall be five classes of membership: Active, Associate, Life, Affiliate, and Dual. For purposes of reference hereafter, Active, Family-Active, Affiliate, Life, and Life-Family Members shall be collectively referred to as "Regular Members." Associate and Dual members do not have the same rights as regular members.

- a. ACTIVE. Primary, any owner, co-owner, or lessee of a Porsche, who is 18 years of age or older, having paid such PCA and SVR dues and fees as required, and may include a Family-Active Member. A Family-Active Member (if requested by the Active Member) is one other person of the Active Member's immediate family, also 18 years of age or older, restricted to wife, husband, sister, son, daughter, mother or father, whether or not otherwise qualified for active membership by owning/ leasing a Porsche.
- b. **FAMILY-ACTIVE. Any individual requested by a Life member as his/her family-active member, restricted to a person 18 years of age or older, regardless if he/she is qualified for active membership.**
- c. ASSOCIATE. Any active member who ceases to own, co-own, or lease a Porsche while in good standing, having paid all PCA and SVR dues and fees as required. A person of the Associate member's family who has been a Family-Active members in (a) above, may continue as a Family-Associate member similarly. Associate memberships may be renewed only once with approval of the Board of Directors; the Associate member must indicate in writing his/her intent to renew active membership within the next dues period.
- d. LIFE. Any person who is a member of SVR and who is voted by PCA as a Life Member, as defined in the National By-Laws, may become, upon a vote of the Board of Directors of SVR, a Life member of SVR, and may designate a Family Member as defined in (a) above.
- e. AFFILIATE. A person, 18 years of age or older, named by the Active or Life member at the time of joining or at any renewal of membership in lieu of a Family member.
- f. DUAL. A member in good standing of another PCA Region who pays an annual fee set by the Board of Directors may apply for dual membership status.

SECTION 3 - Area of Membership

- a. Membership applications shall be accepted from residents of the following listed counties of the State of California, comprising the SVR as established by the PCA.

- |           |               |         |
|-----------|---------------|---------|
| 1. Amador | 4. Glenn      | 7.      |
| 2. Butte  | 5. Sacramento | 8. Yolo |
| 3. Colusa | 6. Sutter     | 9. Yuba |

And also from the parts of the following counties lying west of an imaginary line from the southern end of the Shasta-Lassen county line to the northern end of the Amador-Alpine county line:

- |              |           |    |
|--------------|-----------|----|
| 1. El Dorado | 3. Placer | 5. |
| 2. Nevada    | 4. Plumas |    |

- b. Non-resident applications shall be accepted at the discretion of the Board of Directors.

SECTION 4 - Membership Applications

Applications for membership shall be made upon such forms as prescribed by the National club and shall be accompanied by payment of appropriate dues, fees and assessments, or evidence of payment therefore received from PCA.

SECTION 5 - Dues

Dues are set by PCA and include an amount returnable to SVR. Fees and assessments by SVR shall be established by the Board of Directors and approved by two-thirds majority vote of the Regular Members who cast a ballot by mail.

SECTION 6 - Membership Year

- a. The Membership Year shall be for one year beginning with the date of acceptance of original membership application and shall be renewable each year on the membership anniversary date.
- b. **The PCA National Office shall send each member one billing for renewal dues about 45 days prior to their membership expiration. If dues are not paid before becoming delinquent, as determined by PCA National Office, membership shall be terminated without further notice.**

SECTION 7 - Privileges

Members, **including Family members**, in good standing shall be entitled to all the privileges of SVR, except that Associate and Dual members shall not be entitled to vote nor serve on the Board of Directors. Ballots shall be mailed only to Active and Life members with space for the vote of the Family or Affiliate member.

#### SECTION 8 - Termination

Membership in the organization may be terminated by:

- a. Resignation, submitted in writing to the principal office of SVR as set forth in Article One, Section 2 preceding, with forfeit of all dues, fees and assessments paid.
- b. Suspension or expulsion by two-thirds vote of the Board of Directors of either the National Club or SVR, for infractions of National or Regional rules or regulations, or for actions inimical to the general objectives or best interest of the National Club or SVR. Upon written notice of such suspension or expulsion the suspended or expelled member shall be afforded a reasonable opportunity to be heard by the SVR Board of Directors, **concerning the alleged misconduct. To be considered valid, an appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is submitted, the member is automatically expelled from PCA at the end of the 45-day appeal period. In the event of an appeal, the Board of Directors may continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of Active and Associate members are also applicable to Family-Active, Family-Associate and Affiliate members.**
- c. Request for transfer to another Regional Club within the jurisdiction of PCA National submitted in writing to the principal office of SVR, if the member no longer resides within SVR.
- d. An Active member or Life member may terminate the membership of an Affiliate or Family member named by written notification to the principal office of PCA National.

#### SECTION 9 - Liabilities of Membership

No officer, director or member of SVR shall be personally liable for any of the Region's debts, obligations, or acts except as specifically required by law or by other sections of these by-laws.

### ARTICLE FIVE

#### Meeting of the Members

#### SECTION 1 - Annual Meeting

An annual meeting of the members shall be held during the month of Jan at such place as the Board of Directors may determine for the purpose of considering reports of the affairs of the organization and the transaction of such other business as may properly be brought before the membership. Notice of the annual meeting shall be published in the December issue of the club's monthly newsletter.

#### SECTION 2 - Regular Meetings

Regular meetings of the members shall be held at such place and times as the Board of Directors may determine.

#### SECTION 3 - Rules of the Meetings

President or appointee shall preside. Secretary or appointee shall record the minutes. Rules of conduct by Robert's Rules of Order.

#### SECTION 4 - Voting

Unless otherwise specified in the By-Laws, all matters properly put to a vote at a meeting of the general membership will be carried

- (1) When a simple majority of Regular members are present, and,
- (2) A majority of the Regular members present vote to carry the matter; or by a simple majority of the Regular members voting in response to a mailed ballot. Each member in good standing shall be entitled to one vote on each matter properly brought before the membership.

#### SECTION 5 - Guests

Guests and prospective members shall be permitted at the Annual and all regular meetings.

### ARTICLE SIX

#### Directors

#### SECTION 1 - Board of Directors

The Board of Directors shall constitute the officials of SVR. The Board shall be responsible for the proper conduct of the administrative affairs of SVR, the proper functioning of the several Committees, and shall insure compliance with these By-Laws and the Articles of Incorporation of SVR in accordance with the laws governing such corporations in the State of California.

#### SECTION 2 - Number and Qualification

The Board of Directors shall consist of ten (10) regular members in good standing as follows:

- a. Elected Directors:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Competition Director
6. Membership Director
7. Social Director
- b. Non-elected Directors:
  1. Past President
  2. DRIFTER Editor
  3. Webmaster

### SECTION 3 - Term of Office

The term of office of each elected Director shall be Jan 1 to December 31 of each year. Such Directors shall serve for a term of one (1) year or until their successor is duly elected, qualified and installed, except that a Regular member filling a vacancy on the Board shall serve only the unexpired term of the Director that they replaced. No elected Director shall be eligible to serve more than two (2) consecutive terms in the same office, including terms served by replacement as stated above.

### SECTION 4 - Nomination

Not later than August 1 of each year the Board of Directors shall elect one of its members as Chairperson of the Nominating Committee. The Chairperson of the Nominating Committee shall select three (3) Regular members in good standing who are not members of the Board of Directors and who, upon ratification by the Board of Directors, shall serve as the Nominating Committee. Not later than October 1 of each year, the Nominating Committee shall have interviewed prospective candidates discussing their qualifications for the office in question, and shall provide to the Board of Directors the names of one (1) or more candidates for each elective Board position from among regular members willing to serve as Director. These names shall be announced by the Nominating Committee Chairperson during the October meeting of SVR. Nominations of other Regular members in good standing may be made from the floor at the October meeting. No member may be nominated or placed on the ballot without his/her permission; no member may be a candidate for more than one position.

### SECTION 5 - The Ballot

- a. Not later than November 1 of each year, the Secretary shall mail to each Regular member in good standing a ballot containing the names of all nominees submitted by the Nominating Committee and those nominated from the floor at the October meeting.
- b. The ballot shall contain the following:
  1. Instructions to vote for no more than one candidate for each Board position.
  2. Shall have two columns: one for the Active or Life member's vote, and one for the family active or family life member and Affiliate vote. The Secretary shall strike out the latter column if the Active member or life member has not designated a Family or Affiliate member.
  3. A statement noting the calendar date deadline for the postmark of ballots.
  4. Space for write-in candidates for each Board position.
- c. Enclosed with the ballot shall be a statement of candidacy for each candidate. Each candidate may submit a photo of himself/herself and will prepare his/her statement in accordance with the length and due date instructions of the Secretary.
- d. ***In addition, the Board of Directors may investigate procedures for electronic elections and voting, giving due consideration to methods of voting that are reasonably secure, non-duplicative, and convenient, and that provide the ability to write in additional candidates and to have votes sent to and recorded by the Secretary as set forth herein. If the Board of Directors is satisfied that it has arrived at procedures that are efficacious and suitable for balloting, it may adopt electronic voting procedures that may supplement mailed balloting procedures, and that may supersede mailed voting procedures for members preferring to vote by email or other electronic means.***

### SECTION 6 - The Election

- a. All ballots must be returned by mail postmarked not later than November 20 to be counted.
- b. All ballots will be returned to the address of the Secretary unless the Secretary is a candidate for an office on the ballot in which case the ballots will be returned to the address of an alternate member as designated by the Board of Directors, who is not a candidate for office.
- c. Not later than November 25 of each year, the Secretary, or alternate member designated in accordance with the preceding paragraph (b), and at least two (2) members of the Nominating Committee not running for office shall open, count and tally all ballots and certify in writing the results. As soon as the results are certified for official SVR records, the Secretary or alternate member shall notify the President who shall immediately notify by telephone all candidates of the election results. Announcement of the successful candidates will be made by the President at the regular December meeting and in THE DRIFTER. The Secretary will keep all ballots for inspection for a period of thirty (30) days following certification of results.

### SECTION 7 - Vacancies

- a. A vacancy on the Board of Directors shall exist upon the death, suspension, termination, transfer, or resignation of a director. The Board of Directors

shall also declare vacant the seat of any elected Director who is absent from three (3) successive monthly meetings of the Board of Directors. Vacancies on the Board of Directors shall be filled by election of a Regular member in good standing as a Director by a majority vote of the remaining Directors at its next succeeding meeting. Any Director so elected shall hold office until the expiration of the term of the Director replaced.

- b. In the event of the vacancy of the President's position, the Vice President shall immediately assume the office of President for the unexpired term of office. Replacement of the Vice President shall be done in accordance with the preceding paragraph (a).
- c. The position of Past President shall not be refilled if vacated.

d. **Interim Appointments**

**In the event of the death, resignation, disability, or disqualification of any elected Board members, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.**

**In the event of the death, resignation, disability, or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or elected but not yet seated, the Board of Directors shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.**

SECTION 8 - DRIFTER Editor

The DRIFTER Editor is appointed to the Board of Directors by the President.

SECTION 9 - Combined Meetings

A combined meeting of the outgoing and incoming elected and appointed Boards of Directors shall be held prior to the Jan annual meeting for the purpose of transferring records and discussing pending business.

SECTION 10 - Call of Meetings

Meetings of the Directors will normally be held monthly by the call of the President. Meetings may be called at other times by the President or by a majority of the Directors. Each Director shall be notified of any meeting at least three days prior to the time set therefore and informed of the purpose for which the meeting is called.

SECTION 11 - Quorum and Voting

Six (6) 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. The vote of at least five (5) Directors at a meeting duly held at which a quorum is present shall be required to constitute an act of the entire Board of Directors. All members of the Board of Directors, either elected or appointed, may vote.

SECTION 12 - Continuity

The Board of Directors shall be charged with the responsibility for arranging the events to be conducted during the month of Jan of the year following the expiration of their term of office.

SECTION 13 - PCA SVR Webmaster

The Webmaster is appointed to the Board of Directors by the President.

ARTICLE SEVEN

Director's Position, Duties and Standing Committees

SECTION 1 - The Duties of President Shall Be:

- a. To preside over all meetings; prepare the agenda, and direct the discussion thereof.
- b. Acts as an ex-officio member of all standing committees and temporary committees except the Nominating Committee.
- c. Executes all documents and correspondence in the name of the club as authorized by the membership or the Board of Directors.
- d. He may act as a signer or co-signer of regional checks.
- e. To perform other duties as are usual to a presiding officer.
- f. To appoint activity and committee chairpersons.

SECTION 2 - The Duties of Vice President Shall Be:

- a. To preside at the meetings in the absence of the President.
- b. To assist the President and/or the Board of Directors in any manner that the President or the Board may direct.
- c. To keep and maintain the official calendar of SVR events, and to work closely with the Competition and Social Directors on the development of their calendars to ensure that SVR has a coherent annual program which meets the various needs of its members.
- d. To manage all matters pertaining to insurance including reporting of events to PCA national.
- e. To be responsible for obtaining sponsorships for events as well as advertising and the related billing for THE DRIFTER. **The Vice President may recommend the appointment of an Advertising Manager (a chairperson position). The Advertising Manager will be**

*responsible for obtaining advertising and related billing on behalf of the Vice President. The Vice President will oversee the work of the Advertising Manager.*

SECTION 3 - The Duties of Secretary Shall Be:

- a. To record and preserve the minutes of the meetings of the Board of Directors, and for other SVR meetings for which minutes are deemed desirable, and to read such minutes at the request of the President or any of the Directors.
- b. To prepare correspondence at the direction of the President.
- c. To chair the Public Relations Committee with the objective of maintaining a valued image of SVR within the community and within PCA.
- d. To accomplish other duties required of the Secretary by these By-Laws, or other applicable laws.
- e. To chair the By-Laws Committee and to keep and maintain the SVR Statement of Policy.

SECTION 4 - The Duties of Treasurer Shall Be:

- a. To keep records and books of account reflecting the financial condition and operation of the organization.
- b. To maintain two bank accounts (checking and interest earning savings) to facilitate the club's entire financial dealings, requiring the minimum of two (2) signatures of the corporate officers as filed with the Secretary of State (President, Vice President, Secretary, Treasurer).
- c. To furnish during the last four (4) weeks of the term of office, or upon request of the Board of Directors, to any auditor designated by the Board of Directors, all financial reports and/or books and statements as provided in the By-Laws, and cause a report to be issued to the Board.
- d. To secure from each committee chairperson and Director a budget of the yearly anticipated income and expenses for all functions of SVR and to compile and submit a consolidated budget to the Board of Directors for approval. A Progress report of said budget shall be submitted to the Board at least quarterly.

SECTION 5 - The Duties of Competition and Safety Director Shall Be:

- a. **To oversee a suitable schedule of competitive events, in coordination with autocross, rally, driver education, and concours events, which will provide a broad range of events for all members. These events to include rallies, autocrosses, driver education, concours, and other events deemed to be competitive in nature including event related schools.**
- b. To compile, enforce, and interpret competition rules under which events are conducted.
- c. **To schedule tech sessions and events, said schedule subject to approval of the Board of Directors.**
- d. To work closely with the Vice President and the Social Director to ensure that SVR has a coherent annual program that meets the various needs of its members.
- e. **To oversee the selection of suitable sites for competition events.**
- f. To coordinate with other organizations in connection with conducting and participating in competition events.
- g. To issue press releases concerning competition events, and to publicize such events within THE DRIFTER.
- h. **To oversee the procurement of competition awards.**
- i. To appoint with the approval of the Board of Directors such Special Committees as necessary to carry out the above.
- j. To act as or appoint the Safety Chairman for the Region.
- k. **To suggest rally, autocross, driver education, and concours events to the club president.**
- l. **To act as the club's Safety Chairman in accordance with PCA safety guidelines.**

SECTION 6 - The Duties of Social Director Shall Be:

- a. To develop a suitable schedule of social events which will provide a broad range of such events for all members. These events to include dinner meetings, tours, picnics, and other events deemed to be social in nature.
- b. To schedule events, said schedule subject to approval of the Board of Directors.
- c. To work closely with the Vice President and Competition Director to ensure that SVR has a coherent annual program which meets the various needs of its members.
- d. To negotiate for, and procure, suitable sites for social events.
- e. To coordinate with other organizations in connection with conducting and participating in social events.
- f. To issue press releases concerning social events, and to publicize such events within THE DRIFTER.
- g. To appoint with approval of the Board of Directors such Special Committees as necessary to carry out the above.

SECTION 7 - The Duties of Membership Director Shall Be:

- a. To distribute application blanks to prospective members.
- b. To process and record said applications and necessary membership data.
- c. To present to the Board all prospective members and to notify THE DRIFTER Editor of the names of new members to be published upon their acceptance.
- d. To greet and introduce new members and guests at all SVR functions and promote participation of new members.
- e. To maintain the master list of all members and their respective membership classifications.
- f. To prepare and distribute the SVR Membership Roster in conformance with the master roster as maintained above to each new member and annually to each Regular member.
- g. To sponsor new member activities in the spring and fall of each year.
- h. To maintain and update the various SVR information boards.

SECTION 8 - The Duties of Drifter Editor Shall Be:

- a. Publish and mail to members and such others as approved by the Board of Directors, a monthly newsletter known as THE DRIFTER.

SECTION 9 - The Duties of Past President Shall Be:

- a. In order to provide continuity, to continue in an advisory capacity following their term(s) until succeeded by the next immediate Past President.
- b. To inventory and maintain the storage of key club records.
- c. To collect from all Directors all key club records to be stored as of the end of December of each year.
- d. To serve as chairman of the Nominating Committee.
- e. To prepare the final SVR property inventory report for submission at the December Board meeting.

SECTION 10 - The Duties of the Webmaster Shall Be:

- a. To maintain the PCA-SVR Website on a regular basis.

ARTICLE EIGHT

Special Committees

Special Committees may be appointed at any time by the Chairman of the respective portfolio, for special purpose or duty, and discharged from further service when their report on the special duty assigned is accepted. There is no limitation to the number of members of this special committee or committees, and shall be subject to approval of the Board of Directors.

ARTICLE NINE

Annual Event Committees

SECTION 1 - Appointments

There shall be as many Annual Event Committees appointed as required to carry out annual events of SVR which have become a tradition and require a period of advance planning and negotiation which may overlap the terms of two Boards of Directors. Chairpersons of these events are Regular members of SVR and, after appointment by the Board of Directors of one year, may carry their appointment into the term of the following year's Board of Directors. The appointment expires once the event is completed unless the person is appointed again to the Chairperson of that Annual Event.

SECTION 2 - Duties and Responsibilities

Annual Event Committee Chairpersons have the same duties and responsibilities as set forth in Article Eight except that they report to the entire Board of Directors rather than a single Director.

ARTICLE TEN

SVR Property

SECTION 1 - Acquisition of Property

SVR may maintain and acquire certain property for use in its Club functions, upon approval of the Board of Directors. The Past President shall act as custodian of such property, and will provide the Board with an annual inventory during the last four (4) weeks of the Board's term of office.

SECTION 2 - Use of Property

Such property shall remain the property of SVR and may only be used with the prior authorization of the Board of Directors.

ARTICLE ELEVEN

Obligations and Indebtedness

SECTION 1 - Authority to Incur Obligations or Indebtedness

Only the Board of Directors or persons authorized by the Board to act on behalf of SVR shall incur any obligation or indebtedness in the name of SVR. All obligations or indebtedness incurred in accordance with the provisions of these By-Laws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Director of SVR by reason of any such corporate obligation or liability.

No Director or any other person authorized to act on behalf of SVR shall incur any obligation or indebtedness in the name of SVR in excess of \$25.00 without approval of a majority of the Board of Directors. Directors and chairpersons may obtain such approval by submitting to the Board a budget which the Board deems to have sufficient detail to enable such approval.

SECTION 2 - Unauthorized Obligations

No Director or any other person authorized to act on behalf of SVR shall incur any obligation or indebtedness in the name of SVR which is not for the general benefit of the entire membership of SVR nor shall the Board of Directors approve the incurring of any such obligation or indebtedness. Any such



unauthorized obligation shall be considered beyond the scope of authority of such Board, Director or member, and the person responsible shall be personally liable to SVR in an amount equal to the obligation which SVR may be required to pay.

ARTICLE TWELVE  
Amendments

Amendments to these By-Laws may be proposed at any time by a majority of the Directors or by petition of at least 20 Regular members in good standing. The Secretary shall prepare proposed amendments as appropriate for incorporation into these By-Laws and submit them to be published in the next issue of THE DRIFTER as well as the SVR website for the membership's information or by direct mailing to the membership. A ballot will be made available to each Regular member within ten (10) days of such publication or with the November Board election ballots. Ballot mailing and counting shall follow the same rules as voting ballots (Article Five, Section 5b). The entire membership shall be notified at least ten (10) days in advance of the voting date of any proposed amendments to these By-Laws. Such amendments shall become a part of the By-Laws upon approval of two-thirds (2/3) of the membership voting.

ARTICLE THIRTEEN  
Distribution of the By-Laws

A copy of the SVR By-Laws shall be published annually in conjunction with the membership directory and furnished to each Regular member of SVR.